

## NOTICE FOR THE 7<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 7<sup>th</sup> Annual General Meeting of the members of **ROHA HOUSING FINANCE PRIVATE LIMITED** is scheduled to be held on Monday, May 27<sup>th</sup>, 2024 at 2:00 P.M. at a shorter notice at the Registered Office of the Company situated at JJT House, 44/45, Road No. 2 MIDC, Andheri East, Mumbai- 400093 to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of Financial Statements and the reports of the Directors and Auditors thereon

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2024 and the Report of Board of Directors of the Company and Auditors thereon.

**To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2024 and the report of Board of Directors and the Auditors Report thereon, as circulated to the members, be and are hereby approved, considered and adopted by the members of the Company"

#### 2. Re-appointment of M/S. Shridhar & Associates, Chartered Accountants (ICAI Firm Registration No. 134427w), as the Statutory Auditors of the Company for a second term of three years and to fix their remuneration

**To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139, Section 141 & Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors ("SAs") of Commercial Banks (excluding RRBs), UCBs and NBFCs

(including HFCs) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) dated April 27, 2021 issued by the Reserve Bank of India (“RBI Guidelines”) and Articles of Association of the Company and all other rules, regulations, guidelines, notifications, clarifications and circulars, if any, issued by any Statutory/Regulatory Authorities, as may be applicable, and pursuant to the recommendations of the Board of Directors and Audit Committee of the Company, **M/s. Shridhar & Associates, Chartered Accountants (having ICAI Firm Registration No. 134427W)**, who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors, be and are hereby re-appointed as Statutory Auditors of the Company for a second term of three years to hold office from the conclusion of the 7<sup>th</sup> Annual General Meeting (“AGM”) till the conclusion of 10<sup>th</sup> Annual General Meeting of the Company, subject to the fulfilment of the eligibility norms during its tenure and on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

**RESOLVED FURTHER THAT** Board/Audit Committee be and is hereby authorised to alter and vary the terms and conditions of appointment of Statutory Auditor including remuneration, reimbursement of expenses (if any) as may be fixed and determined in consultation with the said Auditors by reason of necessity on account of conditions as may be stipulated by RBI and/or any other statutory/regulatory authorities, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby singly and severally authorized to sign and file any e-form document(s), writing(s) etc. with Registrar of Companies, Maharashtra and other authorities concerned, if required and further authorised to do all such acts, deeds, matters and things incidental and ancillary thereto.”

### **SPECIAL BUSINESS:**

- 3. Regularization of appointment of Chairman and Additional Non-Executive Director, Mr. Mahesh Ramakant Tibrewala (DIN: 01342061) as Chairman and Non-Executive Director of the Company**

**To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** Mr. Mahesh Ramakant Tibrewala (DIN: 01342061), who was appointed as the Chairman and Additional Non-Executive Director of the Company, by the Board of Directors in their meeting held on 31<sup>st</sup> January 2024, under Section 161 (1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Chairman and Non-Executive Director of the Company.”

**Place: Mumbai**  
**Date: 09/05/2024**

**By Order of the Board**  
**For Roha Housing Finance Private Limited**



**Pankaj Rawat**  
**Company Secretary**  
**(M.No: 45360)**

**Registered Office:**  
**A44/45, Road No 2 MIDC**  
**Andheri (E) Mumbai 400093**  
(CIN: U65999MH2017PTC293277)  
Tel. : + 91 22 68191919  
Fax.: + 91 22 2830 2531  
Website: [www.rohahousing.com](http://www.rohahousing.com);  
Email: [compliance.housing@rohagroup.com](mailto:compliance.housing@rohagroup.com)

**NOTES:**

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.** The instrument of proxy in order to be effective should be deposited at the registered office/corporate office of the company, duly completed and signed before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding

more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy forms submitted on behalf of the companies must be supported by an appropriate resolution/ authority, as applicable.

- All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and Bank holidays, between 11:00 A.M. and 1:00 P.M. upto the date of the Annual General Meeting.
- Route Map for venue of AGM is enclosed.
- Members may note that the Annual Report for 2023-24 is also available on the Company's website.
- Members / proxies should bring the Attendance Slip duly filled in for attending the Meeting.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution along with the authority letter authorizing their representative to attend and vote on their behalf at the meeting.
- Members are requested to send their queries, if any at least 7 days in advance so that the information can be made available at the meeting and to bring their copies of the Annual Report at the time of attending the Annual General Meeting.

**Place: Mumbai**  
**Date: 09/05/2024**

**By Order of the Board**  
**For Roha Housing Finance Private Limited**



**Pankaj Rawat**  
**Company Secretary**  
**(M.No: 45360)**

## ANNEXURE TO THE NOTICE

### (Explanatory Statement under Section 102 of the Companies Act, 2013)

#### ITEM NO. 3

#### **Regularization of appointment of Additional Non-Executive Director, Mr. Mahesh Ramakant Tibrewala (DIN: 01342061) as Chairperson and Non-Executive Director of the Company**

The Board of Directors of the Company in their meeting held on 31<sup>st</sup> January 2024 had appointed Mr. Mahesh Ramakant Tibrewala as Chairman and Additional Non-Executive Director of the Company. In terms of the requirement of Companies Act, 2013, an Additional Director can hold office only up to the date of ensuing Annual General Meeting. The same has been recommended to the shareholders by the Board of Directors of the Company. The brief profile of Mr. Mahesh Ramakant Tibrewala according to the provisions of Companies Act 2013 and Secretarial Standards is given below:

Particulars	Details
Date of Birth (Age)	37 years
Qualifications	BBA
Experience	<p>Mr. Mahesh Ramakant Tibrewala, the Managing Director of ROHA Dyechem, has done his Bachelor's degree in Business Administration, Marketing and Finance, from the Indian Institute of Planning and Management. Having joined the Company as an intern in 2008, Mr. Mahesh Tibrewala has been at the forefront of Roha Dyechem's strategic acquisitions around the world and expanded into many global markets by starting offices in countries as diverse as Turkey, Thailand, Egypt, Africa, Australia, Dubai, Japan, Colombia, and Argentina, which helps the Company to grow, both organically and inorganically.</p> <p>Under his leadership, the ROHA group diversified its business beyond food ingredients and incorporated housing finance company in the year 2017. The Roha Housing Finance Private</p>



	<p>Limited got the NHB license in December, 2017.</p> <p>With a forward-thinking and results-oriented mindset, he had raised the benchmark and introduced everyone to a global way of working. Under his stewardship of the commercials department, Roha Dyechem, today has more than doubled revenues with profits having grown almost 4 times.</p>		
Terms & Conditions of appointment/reappointment along with details of remuneration sought to be paid	Non-Executive Director		
Date of first appointment on the Board	31/01/2024		
Remuneration last drawn by such person (if applicable)	-		
Shareholding in the Company	-		
Relationship with other Directors/Manager and other KMP's of the Company	-		
No. of meetings of the Board attended during the year	2		
Details of other Directorships/Memberships/Chairmanships of Committees of other Boards	<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>
	1	Roha Dyechem Private Limited	Managing Director
	2	Roha Food Ingredients Private Limited	Director
	3	SPHEROCLEAN FOODSTUFFS PRIVATE LTD (Formerly known as Jupiter Eco Energy Pvt Ltd)	Director

	4	PRIMA TERRA INFOTECH PRIVATE LIMITED	Director	
	5	ROHA DAHEJ SEZ PRIVATE LIMITED	Director	
	6	ROHA INFOTECH LIMITED	Director	
	7	ROHA INKJET PRIVATE LIMITED	Director	
	8	SARAF FOODS LIMITED	Director	
	9	WISDOM WELLNESS PRIVATE LIMITED	Director	
	10	ROHA WEALTH MANAGERS PRIVATE LIMITED	Director	

Basis the above your Board recommended a resolution for regularization of his appointment as set out in item no. 3 of the Notice for approval of members by way of ordinary Resolution.

None of the Directors of the Company or Key Managerial Personnel of the Company including their relatives, other than Mr. Mahesh Ramakant Tibrewala, are interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

## Route Map



Place: Mumbai  
Date: 09/05/2024

By Order of the Board  
For Roha Housing Finance Private Limited



**Pankaj Rawat**  
Company Secretary  
(M.No: 45360)



**Roha Housing Finance Private Limited**  
**Registered Office:** JJT House, A 44/45, Road No. 2, MIDC,  
Andheri East, Mumbai- 400093  
**CIN:** U65999MH2017PTC293277  
**Tel. :** + 91 22 68191919, **Fax.:** + 91 22 2830 2531  
**Website:** www.rohahousing.com; Email: [compliance.housing@rohagroup.com](mailto:compliance.housing@rohagroup.com)

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**ATTENDENCE SLIP**

**7<sup>th</sup> Annual General Meeting – May 27, 2024**

Registered Folio No./DP ID No./ Client ID No.: \_\_\_\_\_

Number of Shares held: \_\_\_\_\_

I certify that I am a member/proxy/authorized representative for the member of the Company.

I hereby record my presence at the 7<sup>th</sup> Annual General Meeting of the Company to be held at JJT House, 44/45, Road No. 2 MIDC, Andheri East Mumbai- 400093 on May 27, 2024 at 2:00 P.M. at a shorter notice.

**Name of the member/proxy**

**Signature of the member/proxy**

**Note:**

1. Please fill up this Attendance Slip and hand it over at the entrance of the Meeting place. Members are requested to bring their copies of Annual Report to the AGM.
2. Shareholders/Proxy holders wishing to attend the meeting should bring the duly filled attendance slip for the meeting.
3. Please read the instructions carefully before exercising your vote.

**Form No. MGT-11  
Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**7<sup>th</sup> Annual General Meeting- May 27, 2024**

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

or failing him/her

2.	Name:	
	Address:	

	E-mail Id:	
	Signature:	

or failing him/her

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, May 27, 2024 at 2:00 PM. at a shorter notice at JJT House, A 44/45, Road No. 2, MIDC, Andheri East, Mumbai- 400093 at a shorter notice and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolutions	Assent	Dissent
<b>ORDINARY BUSINESS</b>			
1.	<b>Adoption of Financial Statements and the reports of the Directors and Auditors thereon</b>		
2.	<b>Re-appointment M/S. Shridhar &amp; Associates, Chartered Accountants (ICAI Firm Registration No. 134427w), as the Statutory Auditors of the Company for a second term of three years and to fix their remuneration</b>		
<b>SPECIAL BUSINESS</b>			
3.	<b>Regularization of appointment of Additional Non-Executive Director, Mr. Mahesh Ramakant Tibrewala (DIN: 01342061) as Chairperson and Non-Executive Director of the Company</b>		

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Signed this..... day of..... 2024

Signature of shareholder

Affix  
Revenue  
Stamp  
of Rs. 1

Signature of Proxy holder(s)

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company before commencement of the meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.