

Notice

NOTICE is hereby given that the 07th Annual General Meeting ('AGM'/'Meeting') of the members of Homeville Consulting Private Limited will be held on Friday, September 27, 2024 at 04:00 P.M. through Video Conferencing ('VC') /Other Audio-Visual Means ('OAVM'), to transact the following business:

Ordinary business:

Item no. 1: Adoption of financial statements of the company

To consider and adopt:

- a. The Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2024, together with the Report of the Auditors thereon.

Special business:

Item no. 2: Alteration of object clause of memorandum of association

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company by inserting the following new sub-clauses after existing sub-clause 1 under part A of Clause 3 (Main Object Clause) of Memorandum of Association of the Company:

"2. To carry on the business of Insurance Distribution as Corporate Agent (Composite) Intermediary under IRDAI registration and approval to promote Life, General & Health Insurance, soliciting such related products to the concerned clients as per various products and plans of the respective Insurance Companies duly empanelled.

3. To earn due commission and incentives as per permissible limits and regulations. To comply with required documentations and execute contracts and agreements with the principal insurance companies and abide by the terms and conditions of such agreements. Also to submit IRDAI Returns and comply in all respect time to time."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign, execute and file all the papers, documents etc. and to take all the necessary steps to give effect to these resolutions including delegating powers to any other Director/Officer/ Employee of the Company or any other consultant, etc. as they may deem fit, to do all such acts, deeds, things and matters, as may be necessary, to carry out the above resolution, so as to alter the Object Clause of the Company."

**By Order of the Board of Directors
For Homeville Consulting Private Limited**

Sd/-
Palak Shah
Company Secretary
M.No.: A68533
Place : Mumbai
Date: August 13, 2024

Registered Office: FL-201, SN-81/1, Safellite Tower
BLD-D Mizar Mundhawa
Pune – 411036, (Maharashtra)

Ordinary business:

1. The proceedings of Annual General Meeting (“AGM/ Meeting”) shall be deemed to be conducted at the Registered Office of the Company at FL-201, SN-81/1, Safellite Tower BLD-D Mizar Mundhawa, Pune – 411036, (Maharashtra)
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, as amended, read with the rules made thereunder, the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, setting out material facts relating to the Special Business to be transacted at the Annual General Meeting is annexed here to.
3. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 05, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM.
4. ***Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice. However, the Institutional Shareholders/ Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes.***
5. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote. The said Resolution/Authorization shall be sent to the Company by e-mail on its registered e-mail address to cs@homevillegroup.com with a copy marked to palak.shah@homevillegroup.com Further, HUF members shall participate through Karta or any other member of HUF duly authorised by the Karta by way of authority letter.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc to the Company.
7. The Financial Statements including Board’s report, Auditor’s report and other documents required to be attached therewith (“Annual Report”) and AGM Notice will be sent only by email to the Members, Directors, Debenture Holders, Auditors and to all other persons so entitled. In case any such person requires a physical copy, the same will be provided on receipt of such request addressed to cs@homevillegroup.com. Members may note that the Notice and Annual Report for the Financial year 2023-24 will also be available on the Company’s website at <https://homevillegroup.com>

8. Members seeking any information with regard to the Financial Statements or any matter to be placed at the AGM are requested to write to the Company on or before September 20, 2024, through e-mail on cs@homevillegroup.com. The same will be replied by the Company suitably.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members at the AGM.
11. All documents referred to in the accompanying Notice will also be available electronically for inspection without any fee by the Members of the Company from the date of circulation of this Notice up to the date of the AGM.

12. Procedure for attending the AGM through VC/OAVM:

Members may attend the AGM, by following the invitation link:

[Homeville Consulting Private Limited: AGM](#)

Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING, they will be redirected to Virtual Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the steps and provide the required details (mentioned below – Meeting Id/Password/Name) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.

Meeting URL:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_MjVmMGMwN2YtYjQyYi00MjRiLTk1NmQtYTlwnWVlOTk3ZjE4%40thread.v2/0?context=%7b%22Tid%22%3a%2274162bf7-a838-49d8-b636-aa25ea6f113e%22%2c%22Oid%22%3a%22002adc76-a5f5-4afc-93d8-7a1277a743d4%22%7d

Join Teams Meeting

Meeting ID: 439 330 028 109

Meeting Password: jE2hDm

- a. In case of Android/iOS devices, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
 - b. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
 - c. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - d. Members who need assistance before or during the meeting, can contact at +91-8251044130 or email at cs@homevillegroup.com.
13. The Members will be allowed to post questions during the course of the Meeting. The queries can also be given in advance at cs@homevillegroup.com.

14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The aforesaid link for joining the meeting through VC shall be active for participation on the date of the Meeting i.e. September 27, 2024 from 03:45 P.M. till 04:15 P.M. The link will be disabled for participation after the said time of 04:15 P.M.
15. Designated Email ID to cast vote in case of demand of poll is cs@homevillegroup.com.
16. Members may please note that the Ministry of Corporate Affairs vide its Notification dated October 27, 2023 has mandated the Private Companies to issue securities in dematerialized form only and to facilitate dematerialization of all its securities in accordance with provisions of the Depositories Act, 1996 and regulations made thereunder.
- Accordingly, the Company will be obtaining electronic connectivity services from Satellite Corporate Services Private Limited for dematerialization of its Securities and will be allotted ISINs from NSDL. In this respect, the members of the Company are advised to get the shares held by them dematerialized. The brief procedure for dematerialization is stated below for your reference:
- Shareholders have to approach to their DP and fill the Demat Request Form and lodge it to the DP along with the original share certificate.
 - Further, DP will process the documents and generate the demat request electronically and will send the same to RTA system and will forward the documents to Issuer Company for further process/verification.
 - After receipt of the documents, Issuer Company shall provide the Demat Status Report and List of Authorized Signatories to RTA. On receipt of the Demat Status Report from Company, RTA will then verify the details and signature and process the Electronic Demat Request from system.
 - As soon as RTA process the Demat request from system, within couple of hours shares will be credited in to respective shareholder's Demat account.

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**Sd/-
Palak Shah**
Company Secretary
M.No.: A68533
Place : Mumbai
Date: August 13, 2024

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

The following statement sets out the material facts concerning the special business mentioned in the accompanying Notice to be transacted at the meeting.

Item no. 2:

The Members are hereby informed that the current main Object Clause of the Memorandum of Association of the Company (MOA) covers all the activities carried on by the Company. Your Board has to consider from time-to-time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, it is desirable to alter the existing Objects Clause of the MOA of the Company by inserting the new sub-clauses 2 and 3 under part A of Clause 3 (Main Object Clause) to consider embarking upon new activities. The proposed main objects as set out in the resolution are in accordance with the new areas to be covered in future in line with Company's long-term growth strategy.

The existing object clause of the Memorandum of Association of the Company is being amended by inserting the following new sub-clauses after existing sub-clause 1 under part A of Clause 3 of Memorandum of Association of the Company:

"To carry on the business of Insurance Distribution as Corporate Agent (Composite) Intermediary under IRDAI registration and approval to promote Life, General & Health Insurance, soliciting such related products to the concerned clients as per various products and plans of the respective Insurance Companies duly empanelled.

To earn due commission and incentives as per permissible limits and regulations. To comply with required documentations and execute contracts and agreements with the principal insurance companies and abide by the terms and conditions of such agreements. Also to submit IRDAI Returns and comply in all respect time to time."

The Board at its meeting held on August 13, 2024 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

In terms of the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of Special Resolution is required for alteration of objects of the Memorandum of Association of the Company. The Members are therefore requested to approve, by passing a Special Resolution, alteration in the Object Clause of Memorandum of Association of the Company.

None of the Directors, key managerial personnel of the Company and their relatives, if any, is concerned or interested, whether financially or otherwise in the proposed special resolution at Item No. 2 except to the extent of their shareholding. The copy of current and amended Memorandum of Association will be electronically available for inspection from the date of circulation of this Notice up to the date of the AGM.

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