

# **SPERO PROPERTIES AND SERVICES PRIVATE LIMITED**

## **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF SPERO PROPERTIES AND SERVICES PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE ON FRIDAY, 9<sup>TH</sup> JULY, 2021 AT 5<sup>TH</sup> FLOOR, EXPRESS TOWERS, NARIMAN POINT, MUMBAI - 400021, MAHARASHTRA, INDIA AT 04:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:**

### **SPECIAL BUSINESS:**


**1. APPROVAL FOR ISSUE OF 5,000 UNSECURED, LISTED, RATED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF THE NOMINAL VALUE OF INR 10,00,000 EACH IN ONE OR MORE TRANCHES:**

To consider and if thought fit, to pass the following resolution as a “**Special Resolution**”:

“**RESOLVED THAT** pursuant to the provisions of Section 42, 71, 179 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules under the Companies Act, 2013 (including statutory modification thereof and any circulars, notifications, clarifications, rules passed thereunder from time to time) and in accordance with the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, sanctions, permissions as may be necessary from all appropriate statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions which may be agreed to by the Board of Directors, consent of the members of the Company be and is hereby accorded to the Board of Directors to offer or invite subscription for and allot up to 5,000 (Five Thousand) unsecured, listed, rated, redeemable non-convertible debentures having a nominal value of INR 10,00,000/- (Rupees Ten Lakhs only) each in one or more tranches, (“**Debentures**”) (the “**Issue**”) to prospective investor(s) on a private placement basis for an aggregate amount not exceeding INR 5,00,00,00,000/- (Rupees Five Hundred Crores only), within the overall borrowing limits of the Company (if any), as may be approved by the Members from time to time.

**RESOLVED FURTHER THAT** any of the Directors of the Company or Mr. Gaurav Malik, authorised signatory of the Company, or any other officer authorized by the board of directors be and are severally authorized to arrange, settle, negotiate and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) in relation to the Issue and file necessary forms with the relevant registrar of companies, make necessary declarations, issue the disclosure documents, execute all such agreements and documents and do all such acts, deeds, matters and things, as may be required to give effect to the above resolution.”

For Spero Properties and Services Private Limited

  
**Shravan Sharma**  
**Director**  
**DIN: 07380246**

**Address:** 404, Shalimar Gallant, Vigyan Puri,  
Mahanagar Extn, Mahanagar, Lucknow-226006,  
Uttar Pradesh, India.



**Date:** 2<sup>nd</sup> July, 2021

**Place:** Mumbai

## **SPERO PROPERTIES AND SERVICES PRIVATE LIMITED**

### **Notes:**

1. **A MEMBER ENTITLED TO VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIM / HER AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies, in order to be valid shall be lodged, duly executed with the Company at its registered Office at least forty-eight hours before the commencement of the Meeting.
3. Members are requested to promptly notify any change in their postal address/ e-mail address to the Registered Office of the Company.
4. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto.
5. Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting (EGM) are requested to send a certified copy of the Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, or shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
7. Members/Proxies should bring the attendance slip duly filled in and signed for attending the Meeting.
8. Consents of the Members for holding the Extra-Ordinary General Meeting by giving shorter notice are enclosed.
9. Necessary documents shall be available for inspection at any time during the working hours from Monday to Friday at the registered office of the Company.



## **SPERO PROPERTIES AND SERVICES PRIVATE LIMITED**

### **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice:

#### **ITEM NO. 1: ISSUE OF 5,000 UNSECURED, LISTED, RATED, REDEEMABLE, NON-CONVERTIBLE BONDS OF THE NOMINAL VALUE OF INR 10,00,000/- EACH IN ONE OR MORE TRANCHES:**

As per the provisions of section 42,71, 179 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of securities) Rules, 2014 and any other rules made thereunder (the "Act"), a Company offering or making an invitation to subscribe to securities on a private placement basis is required to obtain the approval of its members.

Hence, it is proposed to seek approval from the members in respect of the proposed issuance of 5,000 (Five Thousand) unsecured, listed, rated, redeemable non-convertible debentures having a nominal value of INR 10,00,000/- (Rupees Ten Lakhs only) each in one or more tranches, to prospective investor(s) on a private placement basis for an aggregate amount not exceeding INR 5,00,00,00,000/- (Rupees Five Hundred Crores only). The Board recommends the resolution set forth in the notice for approval of the members as a **Special Resolution**.

None of the Directors/ Key Managerial Personnel (KMPs)/ and their relatives is concerned or interested in this resolution.

All documents in relation to this resolution will be available for inspection at the registered office of the Company on all business days (i.e. Monday to Saturday) during working hours (9 am to 6 pm).

**For Spero Properties and Services Private Limited**



**Shравan Sharma**  
**Director**

**DIN: 07380246**

**Address: 404, Shalimar Gallant, Vigyan Puri,  
Mahanagar Extn, Mahanagar, Lucknow-226006,  
Uttar Pradesh, India.**



**Date: 2<sup>nd</sup> July, 2021**

**Place: Mumbai**



# **SPERO PROPERTIES AND SERVICES PRIVATE LIMITED**

**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]

**CIN** :U74999MH2017PTC302943  
**Name of the Company** :Spero Properties and Services Private Limited  
**Registered Office** :Indiabulls Finance Centre, 10<sup>th</sup> Floor, Tower - 1, Plot No. 612-613, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013, Maharashtra, India.

Name of the Member(s)	:
Registered Address	:
E-mail 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
2. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him
3. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Friday, 9<sup>th</sup> July, 2021 at 04.00 P.M. at 5<sup>th</sup> Floor, Express Towers, Nariman Point, Mumbai- 400021, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

### **Resolution No.:**

1. Approval for issue of 5,000 Unsecured, Listed, Rated, Redeemable, Non-Convertible Debentures of the nominal value of INR 10,00,000/- each;



**SPERO PROPERTIES AND SERVICES PRIVATE LIMITED**

Signed this ..... day of ..... 2021



Signature of Shareholder .....

Signature of Proxy holder .....

Note:

- a) Revenue Stamp to be affixed on this form.
- b) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



# **SPERO PROPERTIES AND SERVICES PRIVATE LIMITED**

## **ATTENDANCE SLIP**

**EXTRA-ORDINARY GENERAL MEETING –9<sup>th</sup> JULY, 2021**

**SPERO PROPERTIES AND SERVICES PRIVATE LIMITED**

**Registered Office:** Indiabulls Finance Centre, 10<sup>th</sup> Floor, Tower - 1, Plot No. 612-613. Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013, Maharashtra, India.

Folio No. \_\_\_\_\_

ClientID No. \_\_\_\_\_

Name of the Shareholder/Proxy: \_\_\_\_\_

Address: \_\_\_\_\_

No. of shares held: \_\_\_\_\_

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held at 5<sup>th</sup> Floor, Express Towers, Nariman Point, Mumbai- 400021, Maharashtra, India on Friday, 9<sup>th</sup> July, 2021 at 04.00 P.M.



\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Signature of Proxy

### **Notes:**

- 1. Only Member / Proxy can attend the meeting.**
- 2. Member/Proxy who wishes to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.**