



WEST END HOUSING FINANCE LIMITED

Regd./Corp. Office: XII/A, 13th Floor, Bakhtawar, 229, Backbay Reclamation Scheme, Block III, Nariman Point, Mumbai 400021 **Tel.:** +91 22 2280 1550
Email: westendhousing@westendhfl.com **CIN.:** U65924MH2015PLC270088

ADDENDUM TO THE NOTICE OF THE 7TH ANNUAL GENERAL MEETING OF WEST END HOUSING FINANCE LIMITED

This notice is an addendum to the notice for convening 7th Annual General Meeting of the members of the West End Housing Finance Limited, which is scheduled to be held on Tuesday, 5th July, 2022 at 12.00 noon at the Registered Office of the Company situated at XII/A, 13th Floor, Bakhtawar, 229, Backbay Reclamation Scheme, Block III, Nariman Point, Mumbai 400021.

This Supplementary notice is given to the members of the Company to inform that, at the said 7th Annual General Meeting of the members of the West End Housing Finance Limited, the following special business will also be transacted.

This special business is to be conducted after item no. 8 of the original notice of the 7th Annual General Meeting as follows:

9. Appointment of Mr. Jagdish Capoor, as an Independent 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** pursuant to the provisions of the Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Schedule IV of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the recommendation made by the Nomination and Remuneration Committee, Mr. Jagdish Capoor (DIN:00002516) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from 03rd June 2022 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years commencing from immediate effect and whose tenure shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things which are necessary for the aforesaid resolutions and to send the necessary intimation in prescribed form to Registrar of Companies, Mumbai and to do necessary entries in the Statutory registers of Director and Key Managerial Personnel.”

By Order of the Board of Directors

Sd/-
Naman Mehta
Company Secretary

Place: Mumbai
Date: 13/06/2022



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NOTES:

1. The notes to this Supplementary Notice shall remain the same as given in the original notice of the 7th Annual General Meeting
2. Proxy form sent in the Original Notice of the 7th Annual General Meeting may be used for the resolutions in the Supplementary Notice.
3. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
4. An explanatory statement pursuant to section 102(1) of the Companies Act, 2013, setting out all material facts relating to item no. 9 of the Notice is annexed herewith.



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EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 9

The Board of Directors of the Company through its Circular resolution dated 03rd June, 2022 had appointed Mr. Jagdish Capoor (DIN: 00002516) as an Additional Director of the Company in the capacity of Independent Director for a term of 5(five) consecutive years, subject to the approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Capoor as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member proposing the candidature of Mr. Capoor to be appointed as Independent Director of the Company.

The Company has received a declaration from Mr. Jagdish Capoor confirming that he meets the criteria of Independence under the Companies Act, 2013. Further, the Company has also received Mr. Capoor's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Considering, Mr. Capoor is a seasoned banker with experience of Directorship on the Board of several reputed Banks and financial institutions and has served as the Deputy Governor to Reserve Bank of India in 2001 and fulfills the conditions specified in the Companies Act, 2013, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with immediate effect.

A brief profile of Mr. Jagdish Capoor is annexed to the additional item to notice of the 7th Annual General Meeting of West End Housing Finance Limited and forms part of this explanatory statement

Except Mr. Capoor, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 9. The Board of Directors recommends the resolution in relation to appointment of Mr. Capoor as set out in Item No. 9 for approval of the Members by way of an Ordinary Resolution.



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ANNEXURE TO THE NOTICE

Details of Director seeking appointment at the Seventh Annual General Meeting

Name of the Director	Mr. Jagdish Capoor
Date of Birth	01/07/1939
Age	82 Years
DIN	00002516
Date of first appointment/re-appointment on the Board	03 rd June, 2022
Qualifications	M.Com and Fellowship from Indian Institute of Banking and Finance
Relationship with Directors and Key Managerial Personnel	None
Experience	As mentioned in brief profile (forms part of Annexure to notice)
Terms and Conditions of appointment/ re-appointment	Independent Director for 5 (five) consecutive years
Remuneration/Sitting fees last drawn (FY 2021-22)	Nil
Remuneration proposed to be paid	As per Nomination and Remuneration Policy
Shareholding in the Company as on 31st March 2022	NIL



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Other Directorships, Memberships/Chairmanships of Committees of other Boards	<ol style="list-style-type: none"> 1. Spandana Sphoorty Financial Limited 2. LICHFL Trustee Company Private Limited 3. Fintech Products and Solutions (India) Private Limited 4. Finsec AA Solutions Private Limited 		
Number of Meetings of the Board attended during the year	None		
Chairperson/ Membership of the Committee(s) of Other Boards	Sr N o	Name of the Company	Name of the Committee
	1	Spandana Sphoorty Financial Limited	<ol style="list-style-type: none"> 1. Audit Committee-Member 2. SRC Committee-Member 3. Risk Management Committee - Member

PROFILE OF MR. JAGDISH CAPOOR

Mr. Jagdish Capoor holds a master's degree in Commerce from Agra University and fellowship from the Indian Institute of Banking and Finance. He has over 40 years of experience in banking and finance. He joined the Reserve Bank of India (RBI) in 1962 and served as the Deputy Governor prior to his retirement in 2001. During service with RBI, he was also appointed on the Board of several Banks, such as Bank of Baroda, State Bank of India, National Housing Bank, NABARD and Exim Bank. After his retirement from RBI, he was appointed as the Chairman of HDFC Bank, Agriculture Finance Corporation and on the Board of Bombay Stock Exchange Ltd. (BSE). He held directorship on the Board of several prominent companies including LIC Housing Finance Limited, Manappuram Finance Limited, AGS Transact Technologies Limited, etc. He was also a member of Board of Governors of the Indian Institute of Management, Indore from 2003 to 2011. Currently he is on the Board of Directors of Spandana Sphoorty Financial Limited as an independent Director and also holds directorship on the Board of Fintech Products and Solutions (India) Private Limited and Finsec AA Solutions Private Limited.