

## NOTICE TO MEMBERS

Notice is hereby given that an **Extra-Ordinary General Meeting** of the Members of Vastu Finserve India Private Limited will be held at shorter notice on **Thursday, 10<sup>th</sup> August, 2023 at 10.00 a.m. (IST)** at the Registered Office of the Company at Unit Nos. 203 & 204, 2<sup>nd</sup> Floor, A wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West) Mumbai – 400015, India to transact the following business:

---

### **SPECIAL BUSINESS:**

#### **1. Approval of Borrowing limits under Section 180(1)(c) of the Companies Act, 2013:**

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

**“RESOLVED THAT** in supersession of the resolution passed at the Annual General Meeting held on 8th June, 2022 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, approval of the Members of the Company be and is hereby accorded to the Board of Directors (Board) of the Company and/or the Borrowing and Investment Committee or such other Committee (Committee) as may be authorised by the Board; to borrow from time to time from both Indian and International Markets, any sum or sums of money for the business of the Company from various entities (natural or artificial), including but not limited to Financial Institutions, Non-Banking Financial Companies, Co-operative Banks, Banks, Association of Persons, SIDBI, Insurance Companies and other Body Corporates; by way of advances, loans, issue of debentures/ bonds and/ or other instruments or otherwise, including by way of external commercial borrowings in foreign denominated currencies from any foreign sources/foreign countries as prescribed by statutory guidelines in this regard, if any, in such manner and upon such terms and conditions and with or without security, as may be deemed necessary and prudent by the Board or the Borrowing and Investment Committee or such other Committee for the purposes of the Company, which, together with the money or monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) and outstanding may exceed the aggregate paid-up share capital of the Company and its free reserves and securities premium account, provided however that the total amount up to which monies may be borrowed by the Board or the Borrowing and Investment Committee or such other Committee of the Board and outstanding at any time, shall not exceed the limit of INR 2000,00,00,000/- (Indian Rupees Two Thousand Crores only).

**RESOLVED FURTHER THAT** Directors of the Company, be and are hereby severally empowered and authorised to arrange or fix the terms and conditions of all such borrowings, from time to time, viz. terms as to interest, repayment, security or otherwise as it may think fit and to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be necessary expedient and incidental thereto for giving effect to this resolution including but not limited to filing of necessary e-forms with the Registrar of Companies.”

## **VASTU FINSERVE INDIA PRIVATE LIMITED**

**Regd. Office:** Unit No. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri West, Mumbai - 400015, India.

● **Toll Free No.:** 18002677770 **Email:** [customercare@vastufinservice.com](mailto:customercare@vastufinservice.com) ● **Web:** [www.vastufinservice.com](http://www.vastufinservice.com)

● **CIN:** U65990MH2018PTC314935

**2. Creation of charge on properties of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013:**

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

**“RESOLVED THAT** in supersession of the resolution passed at the Annual General Meeting held on 8th June, 2022 and pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, consent of the members of the Company be and is hereby accorded to pledge, mortgage and/or charge in all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or create a floating charge on all or any movable properties of the Company and the whole of the undertaking of the Company; to or in favour of Banks, Financial Institutions, Non-Banking Financial Companies or any other lenders or debenture trustees (including lender from Indian or International Market) to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed INR 2000,00,00,000/- (Indian Rupees Two Thousand Crores only).

**RESOLVED FURTHER THAT** Board of Directors of the Company and / or Chief Financial Officer of the Company and / or Company Secretary of the Company, be and are hereby severally authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution.”

**3. Approval for Private Placement of Non-convertible Debentures and/or other Debt securities:**

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

**“RESOLVED THAT** in supersession of the resolution passed at the Annual General Meeting held on 16<sup>th</sup> May, 2023 and pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act & Master Direction - Non-Banking Financial Company – Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 and other applicable regulations and guidelines, the Memorandum of Association and the Articles of Association of the Company and any statutory modifications, re-enactments or amendments from time to time to the above mentioned regulations and rules and clarifications issued thereon from time to time and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent authorities / bodies, whether in India or abroad, the consent of the Member be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board” which term shall include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by this Resolution) subject to the total borrowings of the Company not exceeding the borrowing powers approved by the Members of the Company from time to time under Section 180(1)(c) of the Act, to raise funds through Private Placement of listed/unlisted, Unsecured/Secured or otherwise Non-Convertible Debentures

**VASTU FINSERVE INDIA PRIVATE LIMITED**

**Regd. Office:** Unit No. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri West, Mumbai - 400015, India.

• **Toll Free No.:** 18002677770 **Email:** [customercare@vastufinserve.com](mailto:customercare@vastufinserve.com) • **Web:** [www.vastufinserve.com](http://www.vastufinserve.com)

• **CIN:** U65990MH2018PTC314935

("NCDs") / Bonds and/or other similar instruments for an amount not exceeding INR 2000,00,00,000/- (Indian Rupees Two Thousand Crores Only) to eligible investors (whether residents, non-residents, institutions, banks, incorporated bodies, mutual funds, venture capital funds, financial institutions, SIBDI individuals, trustees, stabilizing agents or otherwise and whether or not such investors are members of the Company), either in Indian Rupees or an equivalent amount in any foreign currency, in one or more tranches during the period of one year from the date of passing resolution in this Extra-Ordinary General Meeting at such price and on such terms and conditions as the Board may from time to time determine proper and beneficial and as may be mutually agreed between the Board and the Investors.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, invitation, issue or allotment through private placement of NCDs/Bonds, the Board of Directors and/or the Borrowing and Investment Committee of the Board be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalizing the form / placement documents / offer letter, timing of the issue(s), including the class of investors to whom the NCDs/ Bonds are to be allotted, number of NCDs/ Bonds to be allotted in each tranche, issue price, redemption, rate of interest, redemption period, allotment of NCDs/ Bonds, appointment of lead managers, arrangers, debenture trustees and other agencies, entering into arrangements for managing the issue, issue placement documents and to sign all deeds, documents and writings and to pay any fees, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to further delegate all or any of the powers in aforesaid matters to the officials of the Company, in such manners as the Board may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby severally authorized to sign certified true copy of the resolution and to furnish the same to all such appropriate statutory authorities as may be requested thereupon."

**4. Approval for alteration of Article of Association of the Company:**

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

"**RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with rules framed thereunder and Regulation 23(6) of Securities Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 and other applicable laws, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company (AoA) in the manner provided below:

**VASTU FINSERVE INDIA PRIVATE LIMITED**

**Regd. Office:** Unit No. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri West, Mumbai - 400015, India.

● **Toll Free No.:** 18002677770 **Email:** [customercare@vastufinserve.com](mailto:customercare@vastufinserve.com) ● **Web:** [www.vastufinserve.com](http://www.vastufinserve.com)

● **CIN:** U65990MH2018PTC314935

Clause no.	Existing Clause	Proposed Change	Amended Clause
Interpretation – Clause 1 (b)	(b) “the seal” means the common seal of the company	Deletion of clause	---
Share Capital and Variation of rights – Clause 2 (ii)	Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.	Deletion of word ‘Seal’	Share certificate, if any shall specify the shares to which it relates and the amount paid-up thereon.
The Seal – Clause 76 (i) (ii)	(i) The Board shall provide for the safe custody of the seal.  (ii) The seal, if any, of the Company shall not be affixed to any instrument except in the presence of at least one director or such other person as the Board may appoint for the purpose; and that one directors or other person so authorised shall sign every instrument to which the seal of the Company is so affixed in their presence. The share and other certificate(s) to be issued by the Company will however, be signed and sealed in accordance with the provisions of the Companies (Share Capital and Debenture) Rules, 2014.	Deletion of clause	---
Others  Right of Debenture Trustee of listed non-convertible debenture to Appoint nominee director	None	Insert of clause	In the event of two consecutive defaults in payment of interest to the debenture holders; or default in creation of security for debentures; or default in redemption of debentures towards the listed non-convertible debentures; or other defaults as specified in clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 from time to time, the Board of Directors of the Company shall on receipt of communication from debenture trustee(s) on nomination for appointment of the person as a Nominee Director ( <i>the term nominee director in this case shall also include Observer of the</i>

### VASTU FINSERVE INDIA PRIVATE LIMITED

Regd. Office: Unit No. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri West, Mumbai - 400015, India.

● Toll Free No.: 18002677770 Email: [customercare@vastufinserve.com](mailto:customercare@vastufinserve.com) ● Web: [www.vastufinserve.com](http://www.vastufinserve.com)

● CIN: U65990MH2018PTC314935

			<i>debenture trustees), shall appoint the said person on Board of the Company. Such Nominee Director shall neither be liable to retire by rotation nor be required to hold any qualification shares."</i>
--	--	--	---

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto."

**5. Approval for alteration of Memorandum of Association of the Company:**

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, Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"); all other laws, acts, rules, regulations, guidelines, circulars, directions and notifications, applicable from time to time and subject to such other statutory and regulatory approvals as may be required, consent of the Members of the Company be and is hereby accorded for altering the Main Objects of the Memorandum of Association of the Company by inserting the following new sub clause 3 (a)(1) under the Clause 3(a):

*"To solicit and procure Insurance Business as Corporate Agent in respect of all classes of insurance and to undertake such other activities as are incidental or ancillary thereto."*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred as the **"Board"** which term shall include any committee constituted / may be constituted by the Board or any other person(s), for the time being exercising the powers conferred on the Board by this resolution and as may be authorised by the Board in this regard) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit."

**By Order of the Board  
for Vastu Finserve India Private Limited**



*Nikita Nath*  
**Nikita Nath**

**Company Secretary**

**Date: 9<sup>th</sup> August, 2023  
Place: Mumbai**

**NOTES**

**VASTU FINSERVE INDIA PRIVATE LIMITED**

**Regd. Office:** Unit No. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri West, Mumbai - 400015, India.

● **Toll Free No.:** 18002677770 **Email:** [customercare@vastufinserve.com](mailto:customercare@vastufinserve.com) • **Web:** [www.vastufinserve.com](http://www.vastufinserve.com)

● **CIN:** U65990MH2018PTC314935

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE 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 MEMBER. A blank proxy form is annexed herewith.

**PROXIES SHALL BE EXCLUDED FOR DETERMINING THE QUORUM.**

2. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to submit to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Extra-Ordinary General Meeting.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of items of special business is annexed hereto and forms part of this notice.
5. The route map for reaching the venue of the Extra-ordinary General Meeting is annexed hereto and forms part of this notice.
6. Members / Proxies are requested to bring their duly filled in Attendance Slip, at the time of attending the Meeting. A blank Attendance Slip is annexed herewith.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. All the documents referred to in the Notice and Explanatory Statement are open for inspection of the members at the registered office of the Company on all working days during business hours and will also be available at the venue during the continuance of the meeting.
9. Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 as well as the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be kept open for inspection at the venue during the continuance of the meeting.

By Order of the Board  
for Vastu Finserve India Private Limited



  
Nikita Nath  
Company Secretary

Date: 9<sup>th</sup> August, 2023  
Place: Mumbai

**VASTU FINSERVE INDIA PRIVATE LIMITED**

Regd. Office: Unit No. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri West, Mumbai - 400015, India.

● Toll Free No.: 18002677770 Email: [customercare@vastufinserve.com](mailto:customercare@vastufinserve.com) ● Web: [www.vastufinserve.com](http://www.vastufinserve.com)

● CIN: U65990MH2018PTC314935

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

**Item Nos. 1 and 2 - Approval of Borrowing limits under Section 180(1)(c) of the Companies Act, 2013 and creation of charge on properties of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013:**

In terms of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the Company in General Meeting by Special Resolution, borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the paid-up share capital and free reserves and securities premium account, that is to say reserves not set apart for any specific purpose.

The Members of the Company at their Annual General Meeting held on 8<sup>th</sup> June, 2022 have authorised the Board to borrow upto INR 1,000 Crores (Indian Rupees One Thousand Crore only). It is considered to revise the said limits to INR 2,000 Crores (Indian Rupees Two Thousand Crore only) notwithstanding that such amount may exceed the paid-up share capital and free reserves and securities premium account of the Company.

The proposed borrowings by the Company, if required, is to be secured by mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future), in favour of any lender including but not limited to the financial institutions / banks / debenture trustees etc. in such form, manner and ranking as may be determined by the Board of Directors and/ or any Committee thereof of the Company from time to time, in consultation with the lender(s).

The mortgage and/or charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company with a power to the charge holders to take over the management of the business of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The resolutions contained in Item nos. 1 and 2 of the accompanying Notice, accordingly, seek Members approval for increasing the borrowing limits and disposal of the Company's undertaking(s) by creation of mortgage / charge etc. thereon and for authorizing the Board of Directors of the Company to complete all the formalities in connection with the increase in the borrowing limits and creating charge on Company's properties, respectively.

None of the Directors, Key Managerial Personnel of Company or their relatives are, concerned or interested (financial or otherwise) in the said resolution. The Board recommends the resolutions as set out in Item Nos. 1 and 2 of the accompanying notice for the approval of the shareholders of the Company as Special Resolutions.

**VASTU FINSERVE INDIA PRIVATE LIMITED**

**Regd. Office:** Unit No. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri West, Mumbai - 400015, India.

● **Toll Free No.:** 18002677770 **Email:** [customercare@vastufinserve.com](mailto:customercare@vastufinserve.com) ● **Web:** [www.vastufinserve.com](http://www.vastufinserve.com)

● **CIN:** U65990MH2018PTC314935

**Item No. 3 - Approval for Private Placement of Non-convertible Debentures and/or other Debt securities:**

The Members were informed that considering the Company's future growth plans, it is proposed to borrow and raise funds by issue of Non-Convertible Debentures / Bonds ("NCDs") on private placement basis and/or other similar instruments for an amount not exceeding INR 2,000 crores (Indian Rupees Two Thousand Crores only) as may be appropriate and as specified in the approvals, from both Indian and International markets.

Such issue shall be subject to overall borrowing limits of INR 2,000 Crores (Indian Rupees Two Thousand Crore only) as approved by Members of the Company and will be issued in terms of the provisions of the Companies Act, 2013, Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time and Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 and other applicable laws, if any.

Pursuant to Sections 42 and 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a Company offering or making an invitation to subscribe to Debt Instruments on a private placement basis is required to obtain prior approval of the Members of the Company by way of a Special Resolution. For Debt Instruments, it shall be sufficient if the company passes an omnibus Special Resolution only once in a year for all the offers or invitation for such Debt Instruments during the year. Thus, such approval by way of special resolution shall be valid for a period of One year starting from the date of the special resolution for all offers and invitations for such Debt Instruments to be made during the year. Accordingly, as recommended by the Board of Directors at its meeting held on 8<sup>th</sup> June, 2023, it is proposed to raise funds through Private Placement of Debt Instruments in one or more tranches during the period of one year from the date of passing resolution in this Extra General Meeting. Such Debt Instruments shall be issued to such person or persons, who may or may not be the members of the Company, as the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Members/ Board, may think fit and proper.

The resolution contained in Item no. 3 of the accompanying Notice, accordingly, seeks Members' approval by way of a Special Resolution for raising funds through Private Placement of Debt Instruments in one or more tranches during period of one year as aforesaid and authorizing the Board of Directors (or any duly constituted Committee of the Board or such other authority as may be approved by the Board) of the Company to complete all the formalities in connection with the issue and allotment of Debt Instruments.

None of the Directors, Key Managerial Personnel of Company or their relatives are, concerned or interested (financial or otherwise) in the said resolution. The Board recommends the resolution as set out in Item No. 3 of the accompanying notice for the approval of the shareholders of the Company as a Special Resolution.

**VASTU FINSERVE INDIA PRIVATE LIMITED**

**Regd. Office:** Unit No. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri West, Mumbai - 400015, India.

● **Toll Free No.:** 18002677770 **Email:** [customercare@vastufinserve.com](mailto:customercare@vastufinserve.com) ● **Web:** [www.vastufinserve.com](http://www.vastufinserve.com)

● **CIN:** U65990MH2018PTC314935



**Item No. 4 - Approval for alteration of Articles of Association of the Company:**

In terms of the Companies (Amendment) Act, 2015, use of Common seal has now become optional for all companies. Further Company being a Non-Banking Financial Company has to execute various agreements, documents etc. towards its business matters including for borrowing proposals and other administrative necessities. In view of the same and to facilitate administrative convenience for execution of such documents on behalf of the Company it is proposed to alter the existing Articles of Association (“AoA”) of the Company by removing the related clauses in AoA.

Further, the Members are hereby informed that SEBI vide Notification No. SEBI/LAD-NRO/GN/2023/119 dated February 02, 2023 (SEBI Notification), has inter-alia, amended SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021. As per the said SEBI Notification, a listed company issuing non-convertible debt securities is required to ensure that its Articles of Association enables the Board of Directors to appoint a person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Nominee director on its Board of Directors i.e. in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures

In case of listed company whose debt securities are listed as on the date of publication of the SEBI Notification shall alter its Articles of Association to comply with the requirement of the SEBI Notification, on or before September 30, 2023.

Considering above, the Board of Directors of the Company at their meeting held on 8th June, 2023, decided to alter the Articles of Association (AoA) of the Company in the manner provided below:

Clause no.	Existing Clause	Proposed Change	Amended Clause
Interpretation – Clause 1 (b)	(b) “the seal” means the common seal of the company	Deletion of clause	---
Share Capital and Variation of rights – Clause 2 (ii)	Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.	Deletion of word ‘Seal’	Share certificate, if any shall specify the shares to which it relates and the amount paid-up thereon.
The Seal – Clause 76 (i) (ii)	(i) The Board shall provide for the safe custody of the seal.  (ii) The seal, if any, of the Company shall not be affixed to any instrument except in the presence of at least one director or such other person as the Board may appoint for the purpose; and that one directors or other person so authorised shall sign every instrument to which the seal of the Company is so affixed in their presence. The share and other certificate(s) to be issued by the	Deletion of clause	---

**VASTU FINSERVE INDIA PRIVATE LIMITED**

**Regd. Office:** Unit No. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri West, Mumbai - 400015, India.

● **Toll Free No.:** 18002677770 **Email:** customercare@vastufinserve.com • **Web:** [www.vastufinserve.com](http://www.vastufinserve.com)

● **CIN:** U65990MH2018PTC314935

	Company will however, be signed and sealed in accordance with the provisions of the Companies (Share Capital and Debenture) Rules, 2014.		
Others  Right of Debenture Trustee of listed non-convertible debenture to Appoint nominee director	None	Insert of clause	In the event of two consecutive defaults in payment of interest to the debenture holders; or default in creation of security for debentures; or default in redemption of debentures towards the listed non-convertible debentures; or other defaults as specified in clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 from time to time, the Board of Directors of the Company shall on receipt of communication from debenture trustee(s) on nomination for appointment of the person as a Nominee Director ( <i>the term nominee director in this case shall also include Observer of the debenture trustees</i> ), shall appoint the said person on Board of the Company. Such Nominee Director shall neither be liable to retire by rotation nor be required to hold any qualification shares.

A copy of the AoA will be available for inspection of the Members at the registered office of the Company during the Business hours, up to the date of the Extra Ordinary General Meeting.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of a Special Resolution is required to approve alteration of Articles of Association of the Company.

The Board commends the passing of the Special resolution proposed at item no. 4 of this Notice.

None of the Directors, Key Managerial Personnel of Company or their relatives are, concerned or interested (financial or otherwise) in the resolutions as set out in Item Nos. 4 of the accompanying notice for the approval of the Members of the Company as Special Resolutions.

### **VASTU FINSERVE INDIA PRIVATE LIMITED**

**Regd. Office:** Unit No. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri West, Mumbai - 400015, India.

● **Toll Free No.:** 18002677770 **Email:** [customercare@vastufinserve.com](mailto:customercare@vastufinserve.com) ● **Web:** [www.vastufinserve.com](http://www.vastufinserve.com)

● **CIN:** U65990MH2018PTC314935

**5. Approval for alteration of Memorandum of Association of the Company:**

Members are requested to note that in addition to the Company's core business of carrying on activities as a Non-Banking Financial Company and in order to leverage the benefits of scale of operations and relevant customer segment, the Company proposes to undertake activity to act as an Corporate Agent for Insurance companies in compliance with the applicable laws.

Accordingly, the Board of Directors of the Company at their meeting held on July 28, 2023, subject to the approval of the Members of the Company, inter alia, approved alteration of the Main Object clause of the Memorandum of Association of the Company to incorporate the aforesaid line of business.

A copy of the MoA will be available for inspection of the Members at the registered office of the Company during the Business hours, up to the date of the Extra Ordinary General Meeting.

In terms of Section 13 of the Companies Act, 2013, the consent of the Members by way of a Special Resolution is required to approve alteration of Memorandum of Association of the Company.

The Board commends the passing of the Special resolution proposed at item no.5 of this Notice.

None of the Directors, Key Managerial Personnel of Company or their relatives are, concerned or interested (financial or otherwise) in the resolutions as set out in Item Nos. 5 of the accompanying notice for the approval of the Members of the Company as Special Resolutions.

**By Order of the Board  
for Vastu Finserve India Private Limited**



  
**Nikita Nath**  
Company Secretary

**Date: 9<sup>th</sup> August, 2023**  
**Place: Mumbai**

**VASTU FINSERVE INDIA PRIVATE LIMITED**

**Regd. Office:** Unit No. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri West, Mumbai - 400015, India.

● **Toll Free No.:** 18002677770 **Email:** [customer@vastufinserve.com](mailto:customer@vastufinserve.com) ● **Web:** [www.vastufinserve.com](http://www.vastufinserve.com)

● **CIN:** U65990MH2018PTC314935

**Proxy Form**

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

**VASTU FINSERVE INDIA PRIVATE LIMITED**

**CIN: U65990MH2018PTC314935**

**Registered Office:** Unit Nos. 203 & 204, 2<sup>nd</sup> Floor, A wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West) Mumbai - 400 015

Name of the member (s):

.....

Registered address:

.....

E- Mail Id:

.....

Folio No. / Client ID No.: ..... DP ID No.: .....

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

1. Name: .....  
E-mail Id: .....  
Address: .....  
..... Signature: ..... or failing him / her
2. Name: .....  
E-mail Id: .....  
Address: .....  
..... Signature: ..... or failing him / her
3. Name: .....  
E-mail Id: .....  
Address: .....  
..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on **Thursday, 10<sup>th</sup> August, 2023 at 10.00 a.m. (IST)** at the Registered Office of the Company at Unit Nos. 203 & 204, 2<sup>nd</sup> Floor, A wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West), Mumbai – 400015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
<b>SPECIAL BUSINESS</b>			
1	Approval of Borrowing limits under Section 180(1)(c) of the Companies Act, 2013		
2	Creation of charge on properties of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013:		
3	Approval for Private Placement of Non-convertible Debentures and/or other Debt securities		
4	Approval for alteration of Article of Association of the Company		
5	Approval for alteration of Memorandum of Association of the Company		

**VASTU FINSERVE INDIA PRIVATE LIMITED**

**Regd. Office:** Unit No. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri West, Mumbai - 400015, India.

● **Toll Free No.:** 18002677770 **Email:** [customercare@vastufinserve.com](mailto:customercare@vastufinserve.com) ● **Web:** [www.vastufinserve.com](http://www.vastufinserve.com)

● **CIN:** U65990MH2018PTC314935

Signed this ..... day of ..... 2023

Signature of shareholder .....

Signature of Proxy holder(s) .....

Affix Re.1/-  
Revenue  
Stamp

**Notes:**

1. Please put tick (√) in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
2. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Unit Nos. 203 & 204, 2<sup>nd</sup> Floor, A wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West) Mumbai – 400 015, not less than 48 hours before the commencement of the Meeting.

**VASTU FINSERVE INDIA PRIVATE LIMITED**

**Regd. Office:** Unit No. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri West, Mumbai - 400015, India.

• **Toll Free No.:** 18002677770 **Email:** [customercare@vastufinserve.com](mailto:customercare@vastufinserve.com) • **Web:** [www.vastufinserve.com](http://www.vastufinserve.com)

• **CIN:** U65990MH2018PTC314935

**ATTENDANCE SLIP OF EXTRA-ORDINARY GENERAL MEETING ('EGM')**

of Members of Vastu Finserve India Private Limited (the 'Company') held on **Thursday, 10<sup>th</sup> August, 2023** at **10.00 a.m. (IST)** at Unit Nos. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West), Mumbai - 400 015

*Please fill Attendance Slip and hand it over at the entrance of the meeting hall*

1.	Name(s) of Member(s) including joint holders, if any (in Block Letter(s))	
2.	Registered Address of the Sole/First named Member	
3.	Registered Folio No./*DP ID No. and Client ID No. <i>(*Applicable to Members holding shares in dematerialized form)</i>	
4.	Number of Shares held	

I/We hereby record my/our presence at the Extra-ordinary General Meeting of the Members of Vastu Finserve India Private Limited held on **Thursday, 10<sup>th</sup> August, 2023** at **10.00 a.m. (IST)** at the registered office of the Company at Unit Nos. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West), Mumbai - 400 015

\_\_\_\_\_  
Signature of Member / Proxy

**VASTU FINSERVE INDIA PRIVATE LIMITED**

**Regd. Office:** Unit No. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri West, Mumbai - 400015, India.

● **Toll Free No.:** 18002677770 **Email:** [customercare@vastufinserve.com](mailto:customercare@vastufinserve.com) ● **Web:** [www.vastufinserve.com](http://www.vastufinserve.com)

● **CIN:** U65990MH2018PTC314935

**ROUTE MAP FOR REACHING THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY, 10<sup>TH</sup> AUGUST, 2023 AT 10.00 A.M (IST) AT THE REGISTERED OFFICE OF THE COMPANY AT UNIT NOS. 203 & 204, 2<sup>ND</sup> FLOOR, A WING, NAVBHARAT ESTATES, ZAKARIA BUNDER ROAD, SEWRI (WEST), MUMBAI - 400 015 AT 10:00 A.M.**

11/25/2017

Google Maps



<https://www.google.co.in/maps/@18.9966975,72.8580958,16z>

1/1

## **VASTU FINSERVE INDIA PRIVATE LIMITED**

**Regd. Office:** Unit No. 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri West, Mumbai - 400015, India.

● **Toll Free No.:** 18002677770 **Email:** [customercare@vastufinserve.com](mailto:customercare@vastufinserve.com) ● **Web:** [www.vastufinserve.com](http://www.vastufinserve.com)

● **CIN:** U65990MH2018PTC314935