

NOTICE TO MEMBERS

Notice is hereby given that the 5th Annual General Meeting of the Members of Vastu Finserve India Private Limited will be held at a shorter notice on Tuesday, 16th May, 2023 at 10. 00 a.m. at the Registered Office of the Company situated at Unit Nos. 203 & 204, 2nd Floor, A wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West) Mumbai – 400 015, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2023 and Board's Report and Auditors' Report thereon.
2. To consider re-appointment of Mr. Sudhir Variyar (DIN: 00168672), Director who retires by rotation pursuant to the provisions of section 152 of the Companies Act, 2013 and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. Approval for Private Placement of Non-Convertible Debentures and/or other similar instruments:

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 Extra Ordinary General Meeting held on 28th December, 2022 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 (“NCDs”) / Bonds and/or other similar instruments for an amount not exceeding INR 1000,00,00,000/- (Indian Rupees One 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 at such price and on such terms and conditions as the

VASTU FINSERVE INDIA PRIVATE LIMITED

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

● Toll Free No.: 18002677770 Email: customercare@vastufinservice.com ● Web: www.vastufinservice.com

● CIN: U65990MH2018PTC314935

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.”

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

**Nikita Nath
Company Secretary**

Date: 15th May, 2023

Place: Mumbai

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NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF 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 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 SHAREHOLDER. 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 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 Annual General Meeting.
4. Brief Profile of Director seeking re-appointment at this Annual General Meeting, as required under the Secretarial Standards-2 on General Meetings, is annexed herewith and forms part of this Notice.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and rules made there under in respect of items of special business is annexed hereto and forms part of this notice.
6. The route map for reaching the venue of the Annual General Meeting is annexed hereto and forms part of this notice.
7. Members/Proxies are requested to bring their copies of Annual Report at the time of attending the meeting.
8. 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.*
9. 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.
10. All the documents referred to the in Notice 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.
11. In line with the aforesaid MCA Circulars the Notice calling the AGM along with the Annual Report for the Financial Year 2022-23 has been uploaded on the website of the Company at www.vastufinserve.com.

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12. 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.
13. Any document in connection with any of the items to be transacted in the Notice shall be made available for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary at secretarial@vastufinserve.com or in case a member has any queries, he/she may write at secretarial@vastufinserve.com.

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

**Nikita Nath
Company Secretary**

Date: 15th May, 2023

Place: Mumbai

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

Item No. 3- To consider and approve issue and allotment of Non-Convertible Debentures and other similar instruments on private placement basis:

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 1,000 crores (Indian Rupees One Thousand Crores only) as may be appropriate and as specified in the approvals, from both Indian and International markets. The Board at its meeting held on 21st October, 2022, has also recommended members to provide their consent to the Board of Directors or any Committee of the Board; to borrow and raise funds by issuance of NCDs/ Bonds and/or other similar instruments, on private placement basis, up to an amount not exceeding INR 1,000 Crores (Indian Rupees One Thousand Crores Only) under Sections 42 and 71 of the Companies Act, 2013. Such issue shall be subject to overall borrowing limits of INR 1000 Crores as approved by the Members 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 (Issue and Listing of Non Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time & Master Direction - Non-Banking Financial Company – Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 and other applicable laws/circulars, 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 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, a Company offering or making an invitation to subscribe to NCDs/ Bonds and/or other similar instruments on a private placement basis is required to obtain prior approval of the members by way of a Special Resolution. Such NCDs/ Bonds 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 NCDs/Bonds and/or other similar instruments in one or more tranches 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 NCDs/ Bonds.

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 members of the Company as a Special Resolution.

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

**Nikita Nath
Company Secretary**

**Date: 15th May, 2023
Place: Mumbai**

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ADDITIONAL INFORMATION AND BRIEF PROFILE OF THE DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FIFTH AGM PURSUANT TO CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETING (SS – 2)

Name of Director	Mr. Sudhir Variyar
DIN	00168672
Designation	Director
Date of Birth (Age)	1 st August, 1970 (52 years)
Date of first appointment on the Board	28 th September, 2018 (Appointed as First Director)
Qualifications	Indian Institute of Management-Calcutta MBA, Major in Finance & Economics, Indian Institute of Technology-Banaras Hindu University (IIT-Bhu)-Varanasi Bachelor in Technology in Chemical Engineering
Experience	Mr. Sudhir Variyar joined Multiples Alternate Asset Management in 2009 at inception. He has been in the private equity industry since 2005, and has a strong investment track record. Prior to joining Multiples, he was a Senior Director at ICICI Venture. In this capacity, he led investments in the financial services and energy sectors and was part of the Investment Committee at ICICI Venture. At Multiples, he is one of the investment committee members
Shareholding in the Company	0.000001% (nominee of Vastu Housing Finance Corporation Limited)
Number of meeting of the Board attended during the FY 2022-23/ Number of meetings held during the tenure of Director	Board Meetings attended: 5 Board Meetings held during his tenure: 5
Directorships held in other Companies as on date	1. Vastu Housing Finance Corporation Limited 2. Multiples Alternate Asset Management Private Limited 3. Sanctum Wealth Private Limited 4. Multiples Good Faith Foundation
Relationship with other Directors / KMP of the Company	None
Terms and Conditions of appointment/ re-appointment	Appointed as director, liable to retire by rotation
Remuneration sought to be paid	Nil
Remuneration last drawn during FY 2022-23	Nil
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	NA

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Proxy Form

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

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Tel. No.: 022 2419 0911

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 5th Annual General Meeting of the Company, to be held at a shorter notice on Tuesday, 16th June, 2023 at the Registered Office of the Company situated at Unit Nos. 203 & 204, 2nd Floor, A wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West) Mumbai – 400 015 and at any adjournment thereof in respect of such resolutions as are indicated below:

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Sr. No.	Resolutions	For	Against
ORDINARY BUSINESS			
1	To approve Audited Financial Statements for the period ended 31 st March, 2023 and Board's Report and Auditors' Report thereon		
2	To consider re-appointment of Mr. Sudhir Variyar (DIN: 00168672), Director who retires by rotation and being eligible offers himself for re-appointment.		
SPECIAL BUSINESS			
3	To approve Private Placement of Non-Convertible Debentures and other similar instruments		

Signed this day of 2023

Affix Re.1/-
Revenue Stamp

Signature of Members

Signature of Proxy holder(s)

Notes:

1. Please put tick (v) 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, 2nd Floor, A wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West) Mumbai – 400 015, before the commencement of the Meeting.

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ATTENDANCE SLIP OF 5th ANNUAL GENERAL MEETING ('AGM')

of Members of Vastu Finserve India Private Limited (the 'Company') held at a shorter notice on Tuesday, 16th May, 2023 at the Registered Office of the Company situated at Unit Nos. 203 & 204, 2nd 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 5th Annual General Meeting of the Members of Vastu Finserve India Private Limited held on Tuesday, 16th May, 2023 at the Registered Office of the Company situated at Unit Nos. 203 & 204, 2nd Floor, A wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West) Mumbai – 400 015.

Signature of Member / Proxy

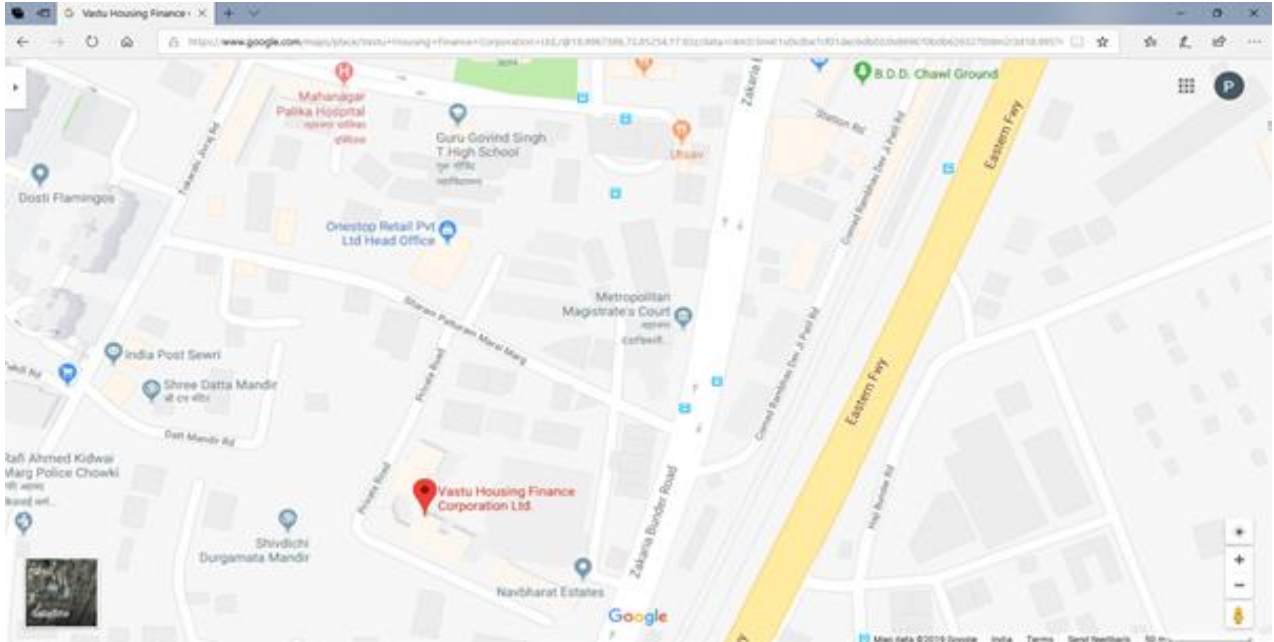
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ROUTE MAP FOR REACHING THE VENUE OF THE FIFTH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD AT A SHORTER NOTICE ON TUESDAY, 16TH MAY, 2023 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NOS. 203 & 204, 2ND FLOOR, A WING, NAVBHARAT ESTATES, ZAKARIA BUNDER ROAD, SEWRI (WEST) MUMBAI – 400 015



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