

NOTICE TO MEMBERS

Notice is hereby given that the **1st Annual General Meeting** of the Members of the **Vastu Finserve India Private Limited** will be held at a shorter notice on Wednesday, 31st July, 2019 at 3.00 p.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 period ended 31st March, 2019 and Board's Report and Auditors' Report thereon.
2. To consider re-appointment of Mr. Sandeep Menon (DIN: 02032154), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider appointment of M/s. T. R. Chadha & Co LLP, Chartered Accountants, (Firm Registration No. 006711N/N500028) as the Statutory Auditors of the Company pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 for a term of 5 consecutive years; i.e. to hold office for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the Sixth Annual General Meeting on such remuneration as may be decided by the Board of Directors of the Company.

SPECIAL BUSINESS:

4. **Approval for increase in Authorised Share Capital from INR 2.50 Crores to INR 100 Crores and alteration in the Capital Clause of the 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 Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Authorised Share Capital of the Company be increased from the present INR 2,50,00,000/- (Indian Rupees Two Crores Fifty Lakh only) divided into 25,00,000 (Twenty Five Lakh) Equity Shares of INR 10/- (Indian Rupees Ten only) each to INR 1,00,00,00,000/- (Indian Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares of INR 10/- (Indian Rupees Ten only) each by creation of new 9,75,00,000 (Nine Crore Seventy Five Lakh) Equity Shares of INR 10/- (Indian Rupees Ten only) each, which would rank *pari passu* with the existing Equity Shares of the Company and that Clause 5 i.e. the Capital Clause of the Memorandum of Association of the Company be altered .

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RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any of the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 with the following Clause:

'5. The Share Capital of the Company is INR 1,00,00,00,000/- (Indian Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crore) Equity Shares of INR 10/- (Indian Rupees Ten only) each.'

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed expedient to give effect to this resolution."

5. **Approval for alteration of the Other Objects Clause of the Memorandum of Association of the Company**

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

"RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such approvals as may be necessary in this regard, consent of the members be and is hereby accorded for alteration of the other Objects Clause of the Memorandum of Association ("MOA") of the Company by addition of sub clause 41, sub clause 42 and sub clause 43 after the existing sub clause 40 of clause 3(b) - 'Matters which are necessary for furtherance of the objects specified in clause 3(a) are' of the MOA of the Company as under:

41. To carry business of and act as management consultants, advisors, marketing consultants, technical and engineering consultants, consultants in respect of market research, sales promotion, data processing and programming by means of computers and data processing machines.
42. To establish or manage finance develop training institutions for imparting educational instructions in every faculty to interested people and to award diplomas degrees certificates for successful completion of the courses.
43. To transact all kinds of agency business in machinery, or any merchandise, goods, materials, stores, articles, marketing, branding or things or services as principals, selling or other agents, or distributor's representatives.

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RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be required or deemed expedient to give effect to this resolution.”

6. 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 a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, 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 of the Company; to borrow from time to time, 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, co-operative banks, banks, association of persons 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 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, provided however that the total amount up to which monies may be borrowed by the Board of Directors and outstanding at any time, shall not exceed the limit of INR 5,00,00,00,000/- (Indian Rupees Five Hundred 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 eforms with the Registrar of Companies.”

RESOLVED FURTHER THAT Directors of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary expedient and incidental thereto for giving effect to this resolution.”

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7. 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 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, any other lenders or debenture trustees 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 5,00,00,00,000/- (Indian Rupees Five Hundred Crore only).

RESOLVED FURTHER THAT Directors 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.”

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



**Sandeep Menon
Director
DIN: 02032154**



Date: 29th July, 2019
Place: Mumbai

VASTU FISERVE INDIA PRIVATE LIMITED

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 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 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 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 Annual 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. Brief Profile of Directors seeking appointment/ 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.
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. All the documents referred to the in Notice and Explanatory Statement are open for inspection of the members at the registered office of the Company on all working days

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during business hours and will also be available at the venue during the continuance of the meeting.

10. Register of Directors 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**



**Sandeep Menon
Director
DIN: 02032154**

**Date: 29th July, 2019
Place: Mumbai**

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item 4: Approval for increase in Authorised Share Capital from INR 2.50 Crores to INR 100 Crores and alteration in the Capital Clause of the Memorandum of Association of the Company:

Presently, the Authorised Share Capital of the Company stands at INR 2,50,00,000/- (Indian Rupees Two Crores Fifty Lakhs only) divided into 25,00,000 (Twenty Five Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten only) each.

As recommended by the Board at its meeting held on 26th April 2019, to keep scope for future infusion of fresh capital, if any, in the Company, it is proposed to increase the authorised share capital of the Company from INR 2.50 Crores to INR 100 Crores. Consequently, the Clause 5 i.e. Capital Clause of the Memorandum of Association of the Company is proposed to be altered.

The above-mentioned alteration of the Capital Clause of the Memorandum of Association of the Company requires approval of the Members under Sections 13 and 61 of the Companies Act, 2013.

The draft of the Memorandum of Association of the Company containing the proposed alteration is available for inspection at the Registered Office of the Company by any member during the business hours on any working day, between 11.00 a.m. to 6.00 p.m. and will also be available during the continuance of the Meeting.

None of the Directors of Company or their relatives are, concerned or interested (financial or otherwise) in the said resolution. The Board recommends approving the increase in the authorized share capital and passing of the Special Resolution as set out at Item No. 4.

Your Directors recommend the resolution proposed at Item No. 4 of this Notice for your approval.

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Item 5: Approval for alteration of the Other Objects Clause of the Memorandum of Association of the Company:

It is proposed to alter the Other Objects Clause of the Memorandum of Association ("MOA") of the Company as per the provisions of the Companies Act, 2013 by addition of new sub clause 41, sub clause 42 and sub clause 43 to Clause 3(b) – 'Matters which are necessary for furtherance of the objects specified in clause 3(a) of the MOA to enable the Company to deal in consulting/advisory services, training/development services and marketing, branding, and act as an agent etc.

As recommended by the Board at its meeting held on 26th April 2019, the above-mentioned alteration of the Other Objects Clause of the Memorandum of Association of the Company requires approval of the Members under Section 13 of the Companies Act, 2013 by passing of a Special Resolution.

The draft of the Memorandum of Association of the Company containing the proposed alteration is available for inspection at the Registered Office of the Company by any member during the business hours on any working day, between 11.00 a.m. to 6.00 p.m. and at the Meeting.

The resolution contained in Item no. 5 of the accompanying Notice, seek members' approval for alteration in the object clause of the Memorandum of Association.

None of the Directors of the Company or their relatives are, concerned or interested, financial or otherwise in the resolution set out in Item No. 5.

The Board recommends the resolution as set out in Item No. 5 of the accompanying notice for the approval of the members of the Company as a Special Resolution.

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Item Nos. 6 and 7 - 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 Public 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, that is to say reserves not set apart for any specific purpose.

Considering the Company's future growth plans, it is considered desirable that the members accord their consent to the Board of Directors and/or any committee thereof to borrow up to a sum not exceeding INR 500 Crores, notwithstanding that such amount may exceed the paid-up share capital and free reserves 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 the financial institutions / banks / debenture trustees etc. in such form, manner and ranking as may be determined by the Board of Directors and 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. 6 & 7 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 of the 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. 6 & 7 of the accompanying notice for the approval of the shareholders of the Company as Special Resolutions.

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Brief profile of the Directors being re-elected at the Annual General Meeting scheduled to be held on 31st July 2019

Name of Director	Mr. Sandeep Menon
DIN	02032154
Designation	Director
Date of Birth (Age)	22 nd November, 1972 (46 years)
Date of first appointment on the Board	28-09-2018 (Appointed as First Director)
Qualifications	LLB (Hons), PGDBM (MBA) with specialization in Marketing, Masters in Management Sciences (MMS)
Experience	A senior Banker with over 19 years of experience across Sales and Marketing, Product Management, Collections and Risk Managements with various country level business leadership roles across Commercial vehicles, Auto finance, SME lending at Standard Chartered Bank, Head of Retails Assets at Indiabulls, Director and Head of Retails Assets for Barclays Bank in India.
Shareholding in the Company	He is holding 0.00004% of the paid-up capital of the Company jointly with Vastu Housing Finance Corporation Limited
Number of meeting of the Board attended during the FY 2019-20/ Number of meetings held during the tenure of Director	Board Meetings attended: 1 Board Meetings held during his tenure: 1
Directorships held in other Companies as on date	1. Vastu Housing Finance Corporation Limited (Holding Company)
Relationship with other Directors / KMP of the Company	None
Terms and Conditions of appointment/ re-appointment	Appointed as director, liable to retire by rotation

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Remuneration sought to be paid	Nil
Remuneration last drawn during FY 2018-19	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 1st Annual General Meeting of the Company, to be held on Wednesday, 31st July, 2019 at 3.00 p.m. at the Registered Office of the Company situated at Unit Nos. 203 & 204, 2nd Floor, A wing, Navbharat

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ATTENDANCE SLIP OF 1ST ANNUAL GENERAL MEETING ('AGM')

of Members of Vastu Finserve India Private Limited (the 'Company') held at a shorter notice on Wednesday, 31st July, 2019 at 3.00 p.m. at Unit Nos. 203 & 204, 2nd Floor, A Wing, Navbharat Estate, 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 1st Annual General Meeting of the Members of Vastu Finserve India Private Limited held on Wednesday, 31st July, 2019 at 3.00 p.m. at Unit Nos. 203 & 204, 2nd Floor, A Wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West), Mumbai - 400 015

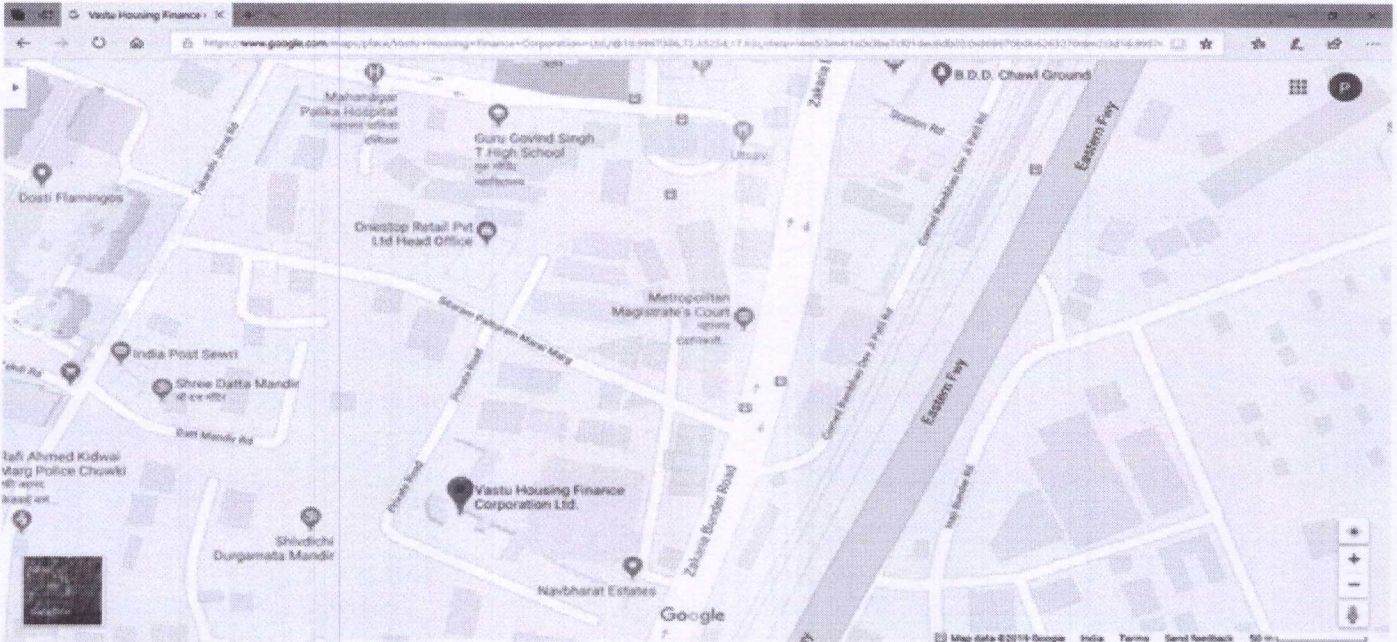
Signature of Member / Proxy

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ROUTE MAP FOR REACHING THE VENUE OF THE FIRST ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD AT A SHORTER NOTICE ON WEDNESDAY, 31ST JULY 2019 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 AT 3.00 P.M.



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