

NOTICE TO MEMBERS

Notice is hereby given that the **Extra-Ordinary General Meeting (“EGM”)** of the Members of **Vastu Finserve India Private Limited (“the Company”)** will be held at a shorter notice on **Thursday, 29th January 2026, at 1.20 p.m. (IST)** through Video Conference (‘VC’) or other audio-visual means (‘OAVM’) from 7th Floor, Poonam Chambers, B Wing, Dr. Annie Besant Road, Worli, Mumbai – 400 018, India, to transact the following business:

SPECIAL BUSINESS:

1. Approval for Alteration of Articles 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 sections 14 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with relevant rules framed thereunder and Regulation 49 of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations read with Master Circular and other applicable laws, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association (“AOA”) of the Company by inserting the below mentioned clause as Article 89(C) after the existing Article 89(B):

“The Company may carry out consolidation and re-issuance of its debt securities, pursuant to and in terms of the provisions of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as may be amended from time to time”.

RESOLVED FURTHER THAT the Board of Directors and/or Chief Financial Officer and/or Company Secretary of the Company be and are severally authorized to sign, execute, represent and submit the documents, papers, forms, undertaking, declaration, letters, etc. as may be required for and on behalf of the Company for the aforesaid purpose to any relevant authorities, including the Registrar of Companies and to do all such act(s), deed(s), thing(s) as may be required to give effect to the above resolution, pursuant to applicable law and various agreements to which the Company is a party to.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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.

RESOLVED FURTHER THAT a certified true copy of the resolution and a copy of the Amendment to the Articles of Association signed by any Director and/or Chief Financial Officer and/or Company Secretary of the Company be provided to the stakeholders and to anyone concerned or interested in the matter.

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@vastufinserve.com ● **Web:** www.vastufinserve.com

● **CIN:** U65990MH2018PTC314935

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Chief Financial Officer and/or Company Secretary of the Company, be and are hereby severally authorized to GENERALLY do all acts, deeds, things, matters and sign and execute all such documents, deeds, applications as they may deem fit in order to give effect to the matters contemplated herein above.”

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

**Sandeep Menon
Whole Time Director
DIN No.: 02032154**

**Date: 26th January 2026
Place: Mumbai**

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NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and General Circular No. 10/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023, General Circular No. 9/2024 dated September 19, 2024 and General Circular No.03/2025 dated September 22, 2025 (together referred to as “MCA Circulars”) has permitted to hold the Extra Ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue.
2. Pursuant to the framework provided in the above MCA Circulars, the meeting will be conducted through VC/OAVM and accordingly, the facility to appoint proxy to attend and cast vote for the Members is not available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the corporate members are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their vote by show of hands.
3. Those Members whose email ids are not registered are requested to register their email id with the Company at secretarial@vastufinserve.com, by providing their name, address and email id.
4. Members, Board of Directors, Auditors including their representatives and other invitees may attend the EGM, by following the invitation link which would be sent to their registered email ids before the EGM.
5. In case of joint holdings, the credentials of the first named holder shall be accepted.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
7. In case if the Member is a body corporate/Institution, then they are requested to send scanned copy (PDF/ JPG format) of its board or governing body resolution/ authorization, authorizing its representative(s) to attend the EGM through VC/OAVM on its behalf.
8. The Members can join the EGM through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. In case of any technical assistance required for attending the EGM, Members may contact Mr. Sunny Parikh (Contact no. 9892810924) before or during the EGM.
9. Members will be able to locate Meeting ID and Join Meeting tab by clicking on Join Meeting, they will be redirected to the Meeting room via browser or by running the temporary application.
10. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at secretarial@vastufinserve.com.
11. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and rules made there under in respect of items of special business are annexed hereto and forms part of this notice.
12. All the documents referred in 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 request by a Member of the Company.

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13. 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 made available for inspection at the request of the member(s).
14. In line with the aforesaid MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.vastufinserve.com.
15. Members are encouraged to join the Meeting through Laptops for better experience.
16. In case of Android/iPhone connection, participants will be required to download and install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
17. Further, members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
18. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
19. 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
20. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.

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

**Sandeep Menon
Whole Time Director
DIN No.: 02032154**

**Date: 26th January, 2026
Place: Mumbai**

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EXPLANATORY STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER

Item No. 1 - Approval for Alteration of Articles of Association of the Company:

The Members are hereby informed that pursuant to Regulation 49 of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“SEBI Regulations”), a listed entity issuing non-convertible debt securities may carry out consolidation and re-issuance of its debt securities, in the manner as may be specified by the SEBI from time to time and the Articles of Association (“AOA”) of the issuer shall not contain any provision, whether express or implied, contrary to such consolidation and re-issuance.

The Company being a debt listed Company issuing debt securities viz, Non-Convertible Debentures (“NCDs”) from time to time to meet its funding requirement. Considering the above regulatory requirement, it is proposed to amend the AOA of the Company to include an enabling provision for consolidation and reissuance of its debt securities in line with SEBI Regulations.

Accordingly, the Board of Directors, at its meeting held on 8th August, 2025, considered and approved the proposal to amend the Articles of Association of the Company by inserting the enabling clause as Article 89(C) after the existing Article 89(B) of the AOA of the Company:

“The Company may carry out consolidation and re-issuance of its debt securities, pursuant to and in terms of the provisions of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as may be amended from time to time.”

The members are hereby informed that the Board at its meeting held on 8th August, 2025 was provided with a draft of the amended AOA, and the Board, in its wisdom recommended the alteration of the existing AOA of the Company and accorded their consent for the Amendment in the AOA.

A copy of the amended AOA is provided as **Annexure** to this Notice hereto.

In terms of section 14 of the Companies Act, 2013, the consent of the Members by way of a Special Resolution is required to alter and approve the amended AOA. In lieu of the above, the members are also informed that the approvals from the requisite financial lenders of the Company have been duly obtained by the Company.

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. 1 of the accompanying notice for the approval of the Members of the Company as Special Resolutions.

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