

NOTICE TO MEMBERS

Notice is hereby given that the **Extra-Ordinary General Meeting** of the Members of **Vastu Housing Finance Corporation Limited** will be held at a shorter notice on **Thursday, 10th August, 2023** at **10.30 a.m. (IST)** at 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:

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 9th 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, National Housing Bank, 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 Borrowing and Investment Committee or such other the 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 6000,00,00,000/- (Indian Rupees Six Thousand Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Asset Liability Management Committee and/or such other Committee as may be authorised by the Board of Directors be and are hereby severally authorised to submit annual borrowing plan not exceeding INR 6000,00,00,000/- (Indian Rupees Six Thousand Crores only), if required, to the National Housing Bank (“NHB”) for availing refinance facility.

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Tel: 022-2419 0911 • **Email:** customercare@vastuhfc.com • **Web:** www.vastuhfc.com

CIN: U65922MH2005PLC272501

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.”

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 9th 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, National Housing Bank 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 6000,00,00,000/- (Indian Rupees Six Thousand Hundred 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 16th 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, 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 and Master Direction – Non -Banking Financial Company -Housing Finance Company (Reserve Bank) Directions, 2021 and other applicable regulations and guidelines, Foreign Exchange Management Act & Reserve Bank of India and / or National Housing Bank Guidelines, the Memorandum of Association and the Articles of Association of the Company and any other statutory modifications, re-enactments or amendments from time to

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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 regulatory authorities / bodies, whether in India or abroad, the consent of the Members 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) of the Company, to raise funds through Private Placement of Unsecured / Secured Non-Convertible Debentures / Bonds ("Debt Instruments") for an amount not exceeding INR 6000,00,00,000/- (Indian Rupees Six Thousand Crores only) to eligible investors (whether residents, non-residents, institutions, banks, incorporated bodies, mutual funds, venture capital funds, financial institutions, 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 Debt Instruments, the Board and/or the Borrowing and Investment Committee of the Board or such other Committee as may be authorised by the Board; be and is 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 Debt Instruments are to be allotted, number of Debt Instruments to be allotted in each tranche, issue price, redemption, rate of interest, redemption period, allotment of Debt Instruments, appointment of lead managers, arrangers, debenture trustees and other agencies, entering into arrangements for managing the issue, issue disclosure documents/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 of Directors of the Company 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."

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:

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Clause no.	Existing Clause	Proposed Change	Amended Clause
2 (mm)	"Seal" means the common seal of the company.	Deletion of clause	--
Share Capital and Variation of rights – Clause no 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 no 84 (i) (ii)	(i) The Board shall provide for the safe custody of the seal, if any. (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board (or the committee of the Board authorized by it) in that behalf may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	Deletion of Clause	--
Clause no 111 (f) Right of Debenture Trustee of listed non-convertible debenture to Appoint/remove 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 (the term nominee director in this case shall also include Observer of the 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.

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."

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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 1(a) under the Clause III(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 Housing Finance Corporation Limited

Date: **9th August, 2023**
Place: **Mumbai**

Sunny Parikh
Company Secretary

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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. 03/2020 dated May 5, 2020 and General Circular No. 11/2022 dated 28th December, 2022 (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 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 authorised representatives to attend the EGM through VC and participate thereat 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 sunny.parikh@vastuhfc.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 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 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 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 sunny.parikh@vastuhfc.com.
11. 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.
12. 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 during business hours and will also be available at the request by a Member of the Company.

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13. Members are encouraged to join the Meeting through Laptops for better experience.
14. 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.
15. 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.
16. 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.
17. 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 sunny.parikh@vastuhfc.com or in case a member has any queries, he/she may write at sunny.parikh@vastuhfc.com
18. Since the EGM will be held through VC, the Route Map is not annexed to the Notice.

**By Order of the Board
for Vastu Housing Finance Corporation Limited**

Date: **9th August, 2023**
Place: **Mumbai**

Sunny Parikh
Company Secretary

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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 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 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 9th June, 2022 had authorised the Board to borrow upto INR 4,000 Crores (Indian Rupees Four Thousand Crore only). Considering the Company's future growth plans, It is proposed to revise the said limits to INR 6,000 Crores (Indian Rupees Six 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 Banks, Financial Institutions, Non-Banking Financial Companies, National Housing Bank or any other lenders or debenture trustees (including lender from Indian or International Market) 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.

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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 6,000 crores (Indian Rupees Six 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 6,000 Crores (Indian Rupees Six 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 -Housing Finance Company (Reserve Bank) Directions, 2021 and other applicable laws/regulations/circulars issued from time to time, 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 8th 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.

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

The members are hereby informed that the Board at its meeting held on 8th June, 2023 had approved and recommended for deletion of common seal related clauses. The members are apprised that as per the terms of the Companies (Amendment) Act, 2015, use of Common seal has now become optional for all companies. Further, the Company being a Housing Finance Company have to execute various agreements, documents etc. for business purpose including for borrowing transaction. In order to facilitate operational convenience, it is proposed to alter the AOA by deleting and amending the clauses related to Common Seal from AOA of the Company.

Further, the Board also recommended for addition of clause related to appointment of Nominee Director pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2023/119 dated February 02, 2023 for amendment in SEBI (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023.

As per the said SEBI Notification, a company issuing non-convertible debt securities and listing on the portal of stock exchange 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.

Summary of the amendments are provided herein below:

Clause no.	Existing Clause	Proposed Change	Amended Clause
2 (mm)	"Seal" means the common seal of the company.	Deletion of clause	--
Share Capital and Variation of rights – Clause no 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 no 84 (i) (ii)	(iii)The Board shall provide for the safe custody of the seal, if any. (iv)The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board (or the committee of the Board authorized by it) in that behalf may appoint for the purpose;	Deletion of Clause	--

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	and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.		
Clause no 111 (f) Right of Debenture Trustee of listed non-convertible debenture to Appoint/remove 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 (the term nominee director in this case shall also include Observer of the 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.

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 recommends passing of the Special resolution proposed at item no. 4 of this Notice.

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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.

Item No. 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 Housing Finance 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 a 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 recommends 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 Housing Finance Corporation Limited**

**Sunny Parikh
Company Secretary**

Date: **9th August, 2023**
Place: **Mumbai**

VASTU HOUSING FINANCE CORPORATION LTD.

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