

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 **Wednesday, 28th December, 2022** at **10.30 a.m. (IST)** through Video Conference facility from 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. To alter/amend the incidental or ancillary object 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 **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, the consent of the Members of the Company be and is hereby accorded, subject to the approval of applicable regulatory authorities, if any, to alter/amend existing sub-clause 42 of clause B of part III of the Memorandum of Association (MOA) by deleting the words **“in any or all foreign countries”** from the said clause and the said altered/amended clause be read as follow:

“To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions thereof and for this purpose appoint managers, agents either on salary and commission and to have, maintain and to discontinue, such members of offices and agencies therein as may be convenient”

RESOLVED FURTHER THAT any Director and the Company Secretary of the Company, be and are hereby severally authorized to sign, file, and execute necessary document(s) and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution.

RESOLVED FURTHER THAT any Director and the 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 Housing Finance Corporation Limited

Date: **26th December, 2022**
Place: **Mumbai**

Sunny Parikh
Company Secretary

VASTU HOUSING FINANCE CORPORATION LTD.

Regd. Office: Unit Nos. 203 & 204, 2nd Floor, A wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West) Mumbai 400015.
Tel: 022-2419 0911 • **Email:** customercare@vastuhfc.com • **Web:** www.vastuhfc.com
CIN: U65922MH2005PLC272501

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. 21/2021 dated December 14, 2021 & General Circular No. 2/2022 dated May 5, 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 cs@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. Pranav Navada (Contact no. 9082856293) 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 cs@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.

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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.
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 cs@vastuhfc.com or in case a member has any queries, he/she may write at cs@vastuhfc.com
18. Since the EGM will be held through VC, the Route Map is not annexed to the Notice.

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for Vastu Housing Finance Corporation Limited

Date: **26th December, 2022**
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 No. 1. To alter/amend the incidental/ancillary object clause of the Memorandum of Association of the Company:

The paragraph 56.2 of the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (Master Direction) states that no Housing Finance Company shall open a branch outside India.

The Company being Housing Finance Company and in order to comply with paragraph 56.2 of the Master Direction, the Board of Directors of the Company at its meeting held on 21st October, 2022 recommended to the Members of the Company to delete the words “*in any or all foreign countries*” from the incidental/ancillary object clause at sub-clause 42 of clause B of part III of the Memorandum of Association (MOA) of the Company. The altered/amended clause shall be read as follow:

“To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions thereof and for this purpose appoint managers, agents either on salary and commission and to have, maintain and to discontinue, such members of offices and agencies therein as may be convenient”

Pursuant to the provisions of section 13 of the Companies Act, 2013, the proposed amendment to the MOA requires approval of the Members of the Company by way of a Special Resolution. A copy of the proposed altered/amended MOA is available for inspection by the Members at the Registered Office of the Company on all working days during the business hours and will also be available at the request by a Member of the Company.

The Board commends the passing of the Special resolution proposed at item no. 1 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. 1 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: **26th December, 2022**
Place: **Mumbai**

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