

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 Friday, 30th September, 2022 at 3.00 p.m. 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. Appointment of Mr. Viswanathan Ramachandran (DIN: 09119780) as an Independent Director:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Viswanathan Ramachandran (DIN: 09119780), who was appointed as an Additional Director of the Company in independent capacity with effect from 25th July, 2022 by the Board of Directors of the Company in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Rule 6(3) of the, Companies (Appointment and Qualification of Directors) Rules, 2014, along with a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years upto 24th July, 2027 at such remuneration/sitting fees as may be decided by the Board of Directors.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and /or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

**Sunny Parikh
Company Secretary**

Date: 29th September, 2022
Place: Mumbai

VASTU HOUSING FINANCE CORPORATION LTD.

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/HERSELF 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 ENCLOSED.

PROXIES SHALL BE EXCLUDED FOR DETERMINING THE QUORUM. A Proxy Form is annexed herewith.

2. A proxy shall not have the right to speak and shall not be entitled to vote except on poll.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board/Governing Body resolution/authorisation letter, authorising their representatives to attend and vote on their behalf at the Extra-ordinary General Meeting.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms a part of this notice.
5. Members are requested to bring the duly filled in Attendance Slip, annexed herewith, at the time of attending the Meeting. *Format of Attendance Slip annexed herewith.*
6. All the documents referred in the 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 venue of the meeting during the continuance of the meeting.
7. The relevant details as required under Clause 1.2.5 of the Secretarial Standards on General Meeting issued by Institute of Company Secretaries of India, in respect to the director seeking the appointment is given in the annexure forming the part this Notice.
8. The route map for reaching the venue of the Extra-Ordinary General Meeting is annexed hereto and forms a part of this notice.

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

**Sunny Parikh
Company Secretary**

Date: 29th September, 2022
Place: **Mumbai**

VASTU HOUSING FINANCE CORPORATION LTD.

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

Item No. 1. Appointment of Mr. Viswanathan Ramachandran (DIN: 09119780) as an Independent Director of the Company:

In terms of provisions of Sections 149, 152 and 160 of the Companies Act, 2013 read with Rule 4 and 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Viswanathan Ramachandran (DIN: 09119780) who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors through circular resolution on 25th July, 2022, is proposed to be appointed as an Independent Director of the Company with approval of Members. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Member of the Company, proposing the candidature of Mr. Ramachandran for the office of Independent Director of the Company.

The Nomination and Remuneration Committee and the Board, through resolution by circulation on 25th July, 2022, have recommended the appointment of Mr. Viswanathan Ramachandran (DIN: 09119780) as an Independent Director for a first term of 5 (five) consecutive years.

The Company has received from Mr. Viswanathan Ramachandran, his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2013 and an intimation to the effect that he is not disqualified from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.

In the opinion of the Board, Mr. Viswanathan Ramachandran fulfils the conditions specified in Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder read with Schedule IV to the Act and the Fit and Proper Criteria as specified under Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021. Members may also note that Mr. Ramachandran is independent of the management of the Company.

A brief profile of Mr. Viswanathan Ramachandran including the nature of his expertise, the names of companies in which he holds directorships along with the details of membership/chairmanship on various committee of the Board of other companies, shareholding in the Company and relationship between the Directors inter-se is annexed to this Notice. His office as an Independent Director of the Company would not be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

The Board of Directors are of the view that your Company would benefit immensely from the rich and varied experience of Mr. Viswanathan Ramachandran and accordingly commends the passing of the ordinary resolution proposed at item no. 1 of this Notice.

The Board recommends approval for appointment of Mr. Viswanathan Ramachandran as an Independent Director and passing of the Ordinary Resolution as set out at Item No. 1.

Except Mr. Viswanathan Ramachandran and his relatives, none of the Directors, Key Managerial Personnel of Company or their relatives are, concerned or interested (financial or otherwise) in the said resolution.

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

**Sunny Parikh
Company Secretary**

Date: 29th September, 2022
Place: **Mumbai**

VASTU HOUSING FINANCE CORPORATION LTD.

ADDITIONAL INFORMATION AND BRIEF PROFILE OF THE DIRECTOR SEEKING APPOINTMENT AT THE EXTRA ORDINARY GENERAL MEETING PURSUANT TO CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETING (SS – 2)

Name of Director	Mr. Viswanathan Ramachandra
DIN	09119780
Designation	Appointed as an Additional Director In the capacity of Independent Director, subject to Members' approval
Date of Birth (Age)	14/03/1961 (61 years)
Date of first appointment on the Board	25 th July, 2022
Qualifications	Institute of Chartered Accountants of India- Associate Chartered Accountant, University of Mumbai - B.A, Economics and Statistics and La Martiniere for Boys, Kolkata – ISC, Science
Experience	Throughout his decades-long career at Standard Chartered Bank, Vishu Ramachandran has spearheaded the turnaround, transformation, and growth of various businesses across Asia, Africa, and the Middle East. Equally capable in strategy and execution, Vishu is skilled at diagnosing and resolving "under-the-radar" issues relating to people, culture, structure, and processes that impede business growth and scalability. He has successfully groomed next-gen leaders and cultivated top-performing teams by developing critical capabilities, forging progressive workplace cultures, and harmonizing cross-functional relationships. His core areas of expertise include people strategy & performance management, business growth and execution, digital transformation, risk management, and capability development. On-going board engagements: From 2015 onwards; Board of Standard Chartered Bank Singapore, Board Risk Committee Chairman, Audit Committee Member Board Chairman, Go Pik Connect Private Ltd.
Shareholding in the Company as on date	Nil
Number of meetings of the Board attended during the FY 2022-23	1 in FY-2022-23 (as on date of this Notice in the capacity of Additional Independent Director)
Directorships held in other Companies as on date	1. GoPik Connect Private Limited 2. Standard Chartered Bank Singapore Limited
Particulars of Committee Chairmanship/ Membership held in other Companies	<i>Standard Chartered Bank Singapore Limited:</i> Audit Committee (Member) Board Risk Committee (Chairman)
Relationship with other Directors / KMP of the Company	None
Terms and Conditions of appointment/ reappointment	Appointed as an Independent Director, subject to Members approval not liable to retire by rotation
Remuneration to be paid for FY 2022-23	As per relevant provisions of Companies Act, 2013
Remuneration last drawn during FY 2021- 22	Not Applicable
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	None

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

PROXY FORM

FORM MGT - 11

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

CIN:	U65922MH2005PLC272501
Name of the Company:	VASTU HOUSING FINANCE CORPORATION LIMITED
Registered Office:	Unit Nos. 203 & 204, 2 nd Floor, A wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West), Mumbai – 400 015 Tel. No.: (91) 22 2419 0911

Name of the member(s):	
Registered address:	
Email 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;

VASTU HOUSING FINANCE CORPORATION LTD.

3. Name:

E-mail Id:

Address:

.....

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..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held at shorter notice on Friday, 30th September, 2022 at 3.00 p.m., 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 and at any adjournment thereof in respect of such resolution as are indicated below:

Sr. No.	Resolutions
SPECIAL BUSINESS - ORDINARY RESOLUTION	
1	Appointment of Mr. Viswanathan Ramachandran (DIN: 09119780) as an Independent Director of the Company for the first term of 5 (Five) consecutive years.

Signed this day of..... 2022

Affix Re.1/-
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. 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, not less than 48 hours before the scheduled time for commencement of the Meeting.

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CIN: U65922MH2005PLC272501

ATTENDANCE SLIP OF EXTRA-ORDINARY GENERAL MEETING ('EGM')

of Members of Vastu Housing Finance Corporation Limited (the 'Company') held at a Shorter notice on Friday, 30th September, 2022 at 3.00 p.m., 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

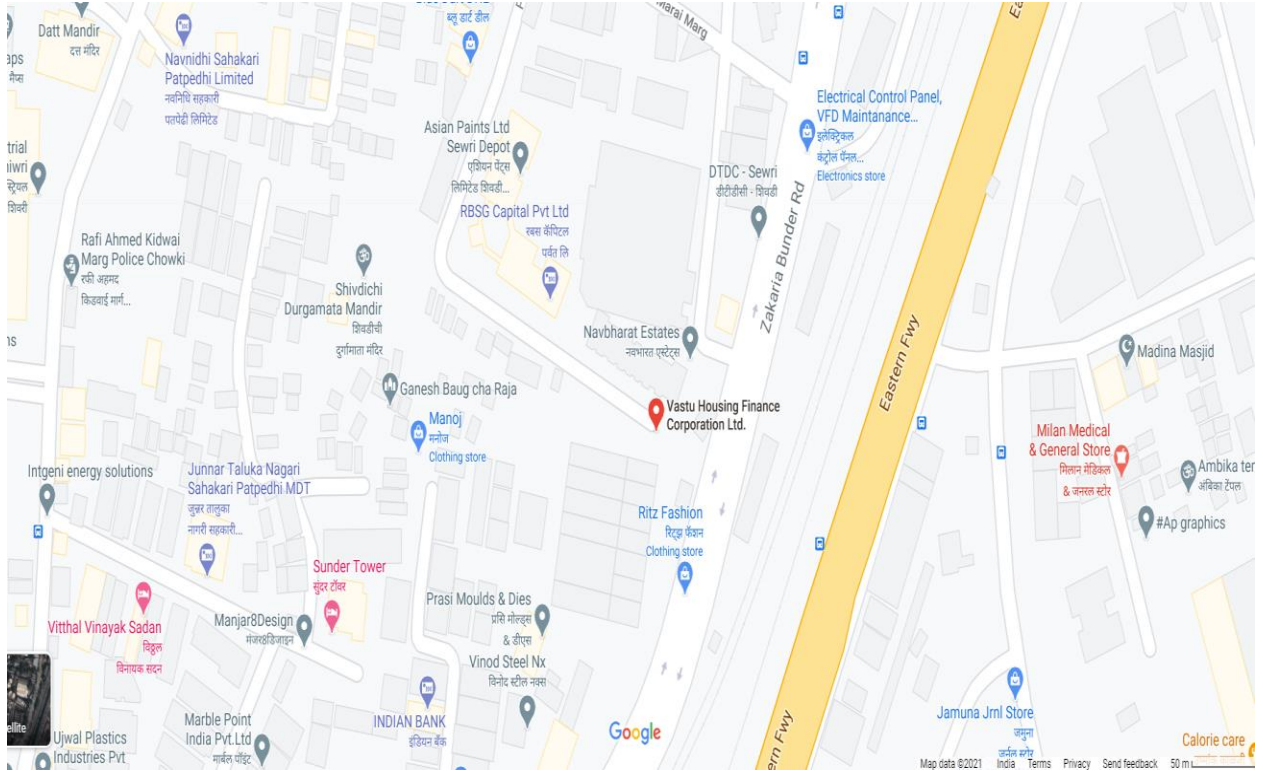
1.	Name(s) of Member(s) including joint holders, if any (in Block Letter(s))	
2.	Registered Address of the Sole/First named Member	
3.	Registered Folio No./*DP ID No. and Client ID No. <i>(*Applicable to Members holding shares in dematerialized form)</i>	
4.	Number of Shares held	

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Members of Vastu Housing Finance Corporation Limited held at Shorter notice on Friday, 30th September, 2022 at 3 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

VASTU HOUSING FINANCE CORPORATION LTD.

ROUTE MAP FOR REACHING THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD AT SHORTER NOTICE ON FRIDAY, 30TH SEPTEMBER, 2022 AT UNIT 203 & 204, 2ND FLOOR, A WING, NAVBHARAT ESTATE, ZAKARIA BUNDER ROAD, SEWRI (WEST), MUMBAI - 400 015 AT 3.00 P.M.



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