

## NOTICE TO MEMBERS

Notice is hereby given that the **14<sup>th</sup> Annual General Meeting** of the Members of the **Vastu Housing Finance Corporation Limited** will be held at a shorter notice on Wednesday 16<sup>th</sup> May, 2018 at 4.00 p.m. at the Registered Office of the Company situated at Unit Nos. 203 & 204, 2<sup>nd</sup> Floor, A wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West) Mumbai – 400 015, India to transact the following business:

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### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and Board's Report and Auditors' Report thereon.
2. To appoint a director in place of Mr. Sudhir Variyar (DIN 00168672), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider ratification of 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, who have been appointed for a term of 5 years at the Annual General Meeting of the Company held on 15<sup>th</sup> June, 2016 till the conclusion of the Annual General Meeting for the financial year 2020-21; for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, on such remuneration as may be decided by the Board of Directors of the Company.

### SPECIAL BUSINESS:

4. **Re-appointment of Mr. Sandeep Menon (DIN 02032154) as the Managing Director for a term of 5 years and approval of remuneration**

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

**“RESOLVED THAT** pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such approvals as may be necessary in this regard, Mr. Sandeep Menon (DIN 02032154) be and is hereby re-appointed as the Managing Director of the Company, liable to retire by rotation, to hold office for a further period of 5 (Five) consecutive years commencing from 26<sup>th</sup>

## VASTU HOUSING FINANCE CORPORATION LTD.

August, 2018 till 25<sup>th</sup> August, 2023 on such terms and conditions as specified in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice and at a remuneration as under for a period of 3 (Three) consecutive years commencing from 26<sup>th</sup> August, 2018 till 25<sup>th</sup> August, 2021:

Sr. No.	Particulars	Amount (in INR)
1.	Basic Salary	60,00,000
2.	House Rent Allowance	30,00,000
3.	Leave Travel Allowance	10,00,000
4.	Other Allowance	24,91,400
5.	Provident Fund Contribution	7,20,000
6.	Gratuity	2,88,600
7.	Other Reimbursement	15,00,000
<b>Total</b>		<b>1,50,00,000</b>

with liberty to the Board of Directors and/or the Nomination and Remuneration Committee of the Company to alter and vary the terms and conditions of the said appointment and/ or remuneration in such manner so as not to exceed the applicable limit specified in Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), as may be agreed to between the Board of Directors and/or Nomination and Remuneration Committee and Mr. Sandeep Menon.

**RESOLVED FURTHER THAT** in event of no profits or inadequacy of profits, in any financial year, during the term of Mr. Sandeep Menon, the Company shall pay Mr. Sandeep Menon, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives exceeding the limit laid down in Schedule V to the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein subject to the prior approval of the Central Government if and to the extent necessary.

**RESOLVED FURTHER THAT** if required, necessary approval of the members be obtained for exceeding the limits prescribed under the Companies Act, 2013.

**RESOLVED FURTHER THAT** based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors:

- a) Managerial remuneration of INR 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum as Cost to Company and

## **VASTU HOUSING FINANCE CORPORATION LTD.**

b) One-time performance incentive of INR 1,25,00,000/- (Rupees One Crore Twenty Five Lakhs)  
be paid to Mr. Sandeep Menon, Managing Director for the Financial Year 2017-18.

**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 considered necessary, desirable or expedient to give effect to this resolution.”

**5. 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** in supersession of the resolution passed at the Annual General Meeting held on 10<sup>th</sup> May, 2017 and 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 and/or the Borrowing and Investment Committee of the Board; 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 or 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, provided however that the total amount up to which monies may be borrowed by the Board of Directors or the Borrowing and Investment Committee and outstanding at any time, shall not exceed the limit of INR 20,00,00,00,000/- (Rupees Two Thousand Crore only).

**RESOLVED FURTHER THAT** Board of Directors of the Company and/or ALCO Committee be and are hereby severally authorised to submit annual borrowing plan not exceeding INR 20,00,00,00,000/- (Indian Rupees Two Thousand Crore only) to the National Housing Bank (“NHB”) for availing refinance facility.

**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.”

**VASTU HOUSING FINANCE CORPORATION LTD.**

**6. 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 10<sup>th</sup> May, 2017 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, 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 20,00,00,00,000/- (Rupees Two Thousand 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.”

**7. 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 **Special Resolution**:

**“RESOLVED THAT** 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 Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations and guidelines, Foreign Exchange Management Act & Reserve Bank of India Guidelines, the Memorandum of Association and the Articles of Association of the Company and any statutory modifications, re-enactments or amendments from time to 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 authorities / bodies, whether in India or abroad,

**VASTU HOUSING FINANCE CORPORATION LTD.**

the consent of the Company 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 Redeemable Non-Convertible Debentures / Bonds (“NCDs”) for an amount not exceeding INR 20,00,00,00,000/- (Rupees Two 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 of this Annual General Meeting till 15<sup>th</sup> May, 2019 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 NCDs, the Board and/or the Borrowing and Investment Committee of 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 NCDs are to be allotted, number of NCDs to be allotted in each tranche, issue price, redemption, rate of interest, redemption period, allotment of NCDs, appointment of lead managers, arrangers, debenture trustees and other agencies, entering into arrangements for managing the issue, issue 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 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.”

**8. Authority to make Investments under Section 186 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** pursuant to the provisions of Section 186 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment(s) thereto or re-enactment(s) thereof for the time

**VASTU HOUSING FINANCE CORPORATION LTD.**

being in force) and the Memorandum of Association of the Company; the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company for making investment(s) by way of subscription, purchase or otherwise, securities of any body corporate; from time to time in one or more tranches, upto an aggregate amount not exceeding INR 500,00,00,000/- (Rupees Five Hundred Crores only) outstanding at any time notwithstanding that the aggregate of such investments so far made or to be made are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in case of divestment of the investment, the Board of Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Directors of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

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

**Sandeep Menon  
Managing Director  
DIN: 02032154**

Date: May 15, 2018  
Place: Mumbai

## **VASTU HOUSING FINANCE CORPORATION LTD.**

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

## 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. The route map for reaching the venue of the Annual General Meeting is annexed hereto and forms part of this notice.
6. Members / Proxies are requested to bring their copies of Annual Report at the time of attending the meeting.
7. 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.*
8. 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.

## **VASTU HOUSING FINANCE CORPORATION LTD.**

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 during business hours and will also be available at the venue during the continuance of the meeting.
10. 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 kept open for inspection at the venue during the continuance of the meeting.

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

**Sandeep Menon**  
**Managing Director**  
**DIN: 02032154**

**Date:** May 15, 2018  
**Place:** Mumbai

## **VASTU HOUSING FINANCE CORPORATION LTD.**

**Regd. Office:** Unit Nos. 203 & 204, 2<sup>nd</sup> Floor, A wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West) Mumbai 400015.  
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**CIN:** U65922MH2005PLC272501



**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item no. 4 - Re-appointment of Mr. Sandeep Menon (DIN 02032154) as the Managing Director for a term of 5 years and approval of remuneration**

Mr. Sandeep Menon (DIN 02032154) had been appointed as Managing Director of the Company on 26<sup>th</sup> August 2015 to hold office for a period of 3 consecutive years which is due to expire on 25<sup>th</sup> August, 2018. The Board of Directors of the Company (the 'Board'), at their meeting held on 27<sup>th</sup> April, 2018 have, subject to the approval of the members, approved and recommended re-appointment of Mr. Sandeep Menon for a further period of 5 consecutive years commencing from 26<sup>th</sup> August, 2018 till 25<sup>th</sup> August, 2023 at a remuneration as under for a period of 3 (Three) consecutive years commencing from 26<sup>th</sup> August, 2018 till 25<sup>th</sup> August, 2021:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount (in INR)</b>
1.	Basic Salary	60,00,000
2.	House Rent Allowance	30,00,000
3.	Leave Travel Allowance	10,00,000
4.	Other Allowance	24,91,400
5.	Provident Fund Contribution	7,20,000
6.	Gratuity	2,88,600
7.	Other Reimbursement	15,00,000
<b>Total</b>		<b>1,50,00,000</b>

Mr. Sandeep Menon shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board. A brief profile of Mr. Sandeep Menon is attached to this Notice. If the remuneration sought to be paid to Mr. Sandeep Menon exceeds at any time, limits prescribed under the Companies Act, 2013, it would be paid subject to approval of the members by way of a Special Resolution and members to authorize the Directors of the Company and/or the Nomination and Remuneration Committee of the Company to revise the remuneration to be paid to Mr. Sandeep Menon, Managing Director during the currency of his tenure within the limits envisaged under Schedule V to the Companies Act, 2013.

Since the managerial remuneration of Mr. Sandeep Menon for the Financial Year 2017-18 is in excess of the limits specified in Schedule V to the Companies Act, 2013, it is proposed to double the limit as prescribed in Part II - Section II – Part (A) of Schedule V to the Companies Act, 2013; by passing of a Special Resolution by the members at their General Meeting. The Nomination and Remuneration Committee as well as the Board also recommend to the members for their approval, a one-time performance incentive of INR 125 Lakhs to Mr. Sandeep Menon for the financial year 2017-18.

**VASTU HOUSING FINANCE CORPORATION LTD.**

Except for Mr. Sandeep Menon, none of the other Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 4.

The Board recommends the resolution as set out in Item No. 4 of the accompanying notice for the approval of the members of the Company as a Special Resolution.

**Item Nos. 5 and 6 - 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.

The members of the Company at their Annual General Meeting held on 10<sup>th</sup> May, 2017 have authorised the Board to borrow upto INR 1,000 Crores. 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 2,000 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/ 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. 5 and 6 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

**VASTU HOUSING FINANCE CORPORATION LTD.**

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. 5 & 6 of the accompanying notice for the approval of the members of the Company as Special Resolutions.

#### **Item No. 7 - Private Placement of Non-convertible Debentures and/or other Debt securities**

In order to provide the necessary flexibility of structuring the borrowings of the Company, it is proposed to borrow and raise by issue of Secured Redeemable Non-Convertible Debentures / Bonds ("NCDs") on private placement basis, as may be appropriate and as specified in the approvals, from both Indian and International markets. The Board at its meeting held on 27<sup>th</sup> April, 2018, recommended members to provide their consent to the Board of Directors or any Committee of the Board; to borrow and raise funds by issue of NCDs on private placement basis, up to an amount not exceeding INR 2,000 Crores (Rupees Two Thousand Crores only) under Sections 42 and 71 read with section 179 of the Companies Act, 2013. Such issue shall be subject to overall borrowing limits of INR 2,000 Crores as approved by members and will be issued in terms of the provisions of the Companies Act, 2013, Articles of Association of the Company and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time and other applicable laws, 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 NCDs on a private placement basis is required to obtain prior approval of the shareholders by way of a Special Resolution. For NCDs, 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 NCDs 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 NCDs to be made during the year. Accordingly, it is proposed to raise funds through Private Placement of NCDs in one or more tranches during the year starting from the date of this Annual General Meeting until 15<sup>th</sup> May, 2018. Such NCDs 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 Shareholders / Board, may think fit and proper.

The resolution contained in Item no. 7 of the accompanying Notice, accordingly, seeks members' approval by way of a Special Resolution for raising funds through Private Placement of NCDs 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

## **VASTU HOUSING FINANCE CORPORATION LTD.**

approved by the Board) of the Company to complete all the formalities in connection with the issue and allotment of NCDs.

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. 7 of the accompanying notice for the approval of the members of the Company as a Special Resolution.

**Item No. 8 - Authority to make Investments under Section 186 of the Companies Act, 2013**

Pursuant to the provisions of Section 186 of the Companies Act, 2013, the Board of Directors need to obtain prior approval of members by way of a Special Resolution, in case the amount of investments to be made by a Housing Finance Company is more than 60% of the paid up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of a Special Resolution for an amount not exceeding INR 5,00,00,00,000/- (Rupees Five Hundred Crores only) outstanding at any time notwithstanding that outstanding investments are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

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. 8 of the accompanying notice for the approval of the members of the Company as a Special Resolution.

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

**Date:** May 15, 2018

**Place:** Mumbai

**Sandeep Menon  
Managing Director  
DIN: 02032154**

**VASTU HOUSING FINANCE CORPORATION LTD.**

**Brief profile of Directors seeking re-appointment at the Annual General Meeting scheduled to be held on 16<sup>th</sup> May, 2018**

Name of Director	Mr. Sandeep Menon	Mr. Sudhir Variyar
DIN	02032154	00168672
Designation	Managing Director	Nominee Director
Date of Birth (Age)	22 <sup>nd</sup> November, 1972 (45 years)	1 <sup>st</sup> August, 1970 (47 years)
Date of first appointment on the Board	25 <sup>th</sup> January, 2014	26 <sup>th</sup> August, 2015
Qualifications	LLB (Hons), PGDBM (MBA) with specialization in Marketing, Masters in Management Sciences (MMS)	Engineering degree from IT-BHU and post-graduation in management from IIM, Kolkata
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.	He has Worked in the Indian financial services sector including private equity for over 17 years. He has had diverse experience across investment banking, structured finance, corporate finance and credit rating. He has a strong investment track record and has lead the deal cycle of origination, evaluation, investment, monitoring and exits. He has deep industry knowledge across a wide range of sectors including financial services, telecom, energy, infrastructure, metals and mining. He has worked earlier as a senior Senior Director at ICICI Venture. In this capacity, Sudhir led investments in the financial services and energy sectors and was part of the Investment Committee at ICICI Venture.
Shareholding in the Company	He is holding 0.40% of the paid-up capital of the Company jointly with his wife Mrs. Jeeja Menon.	He is a representative of Plenty Private Equity Fund I Ltd. Plenty Private Fund I Ltd is holding 77.13% of the paid-up share capital of the Company.

**VASTU HOUSING FINANCE CORPORATION LTD.**

<b>Number of meeting of the Board attended during the FY 2017-18/ Number of meetings held during the tenure of Director</b>	Board Meetings attended: 4 Board Meetings held during his tenure: 4	Board Meetings attended: 4 Board Meetings held during his tenure: 4
<b>Directorships held in other Companies as on date</b>	Nil	1. Multiples Alternate Asset Management Private Limited 2. Delhivery Private Limited 3. Vikram Hospital (Bengaluru) Private Limited
<b>Particulars of Committee Chairmanship/ Membership held in other Companies</b>	Nil	Nil
<b>Relationship with other Directors / KMP of the Company</b>	No relation	No relation
<b>Terms and Conditions of appointment/ re-appointment</b>	As per the Companies Act, 2013 - Re-appointment for a period of 5 consecutive years and approval of remuneration for a period of 3 consecutive years	Proposed to be re-appointed as a Director
<b>Remuneration sought to be paid</b>	As approved by the Board at their meeting held 27 <sup>th</sup> April 2018 and as mentioned in the resolution set out at Item No 4 of this Notice	Nil
<b>Remuneration last drawn during FY 2017-18</b>	INR 250.80 Lakhs	Nil

## VASTU HOUSING FINANCE CORPORATION LTD.

**Proxy Form**

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

**VASTU HOUSING FINANCE CORPORATION LIMITED**

**CIN:** U65922MH2005PLC272501

**Registered Office:** Unit Nos. 203 & 204, 2<sup>nd</sup> Floor, A wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West) Mumbai 400015

**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 Annual General Meeting of the Company, to be held on Wednesday, May 16, 2018 at 4.00 p.m. at the Registered Office of the Company situated at Unit Nos. 203 & 204, 2<sup>nd</sup> Floor, A wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West) Mumbai 400015 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

**CIN:** U65922MH2005PLC272501

Sr. No.	Resolutions	For	Against
ORDINARY BUSINESS			
1	To approve Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2018 and Directors' Report and Auditors' Report thereon		
2	To appoint a director in place of retiring auditors		
3	To approve ratification of appointment of M/s. T. R. Chadha & Co LLP, Chartered Accountants as statutory auditors for a period of 5 years		
SPECIAL BUSINESS			
4	To re-appoint Sandeep Menon as a Managing Director for a term of 5 years and approval of remuneration		
5	To approve Borrowing limits under Section 180(1)(c) of the Companies Act, 2013		
6	To approve Creation of charge on properties of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013		
7	To approve Private Placement of Non-convertible Debentures and/or other Debt securities		
8	To Authorise for making Investments under Section 186 of the Companies Act, 2013		

Signed this ..... day of..... 2018

Signature of shareholder .....

Signature of Proxy holder(s) .....

Affix Re.1/-  
Revenue  
Stamp

**Notes:**

1. Please put tick (v) in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
2. 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, 2<sup>nd</sup> Floor, A wing, Navbharat Estates, Zakaria Bunder Road, Sewri (West) Mumbai 400015, not less than 48 hours before the commencement of the Meeting.

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## ATTENDANCE SLIP OF ANNUAL GENERAL MEETING ('AGM')

of Shareholders of Vastu Housing Finance Corporation Limited (the 'Company') held on Wednesday, May 16, 2018 at 4.00 pm, at Unit Nos. 203 & 204, 2<sup>nd</sup> 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 Annual General Meeting of the Members of Vastu Housing Finance Corporation Limited held on Wednesday, May 16, 2018 at 4.00 pm, at Unit 203 & 204, 2<sup>nd</sup> Floor, A Wing, Navbharat Estate, Zakaria Bunder Road, Sewri (West), Mumbai - 400 015

\_\_\_\_\_  
Signature of Member / Proxy

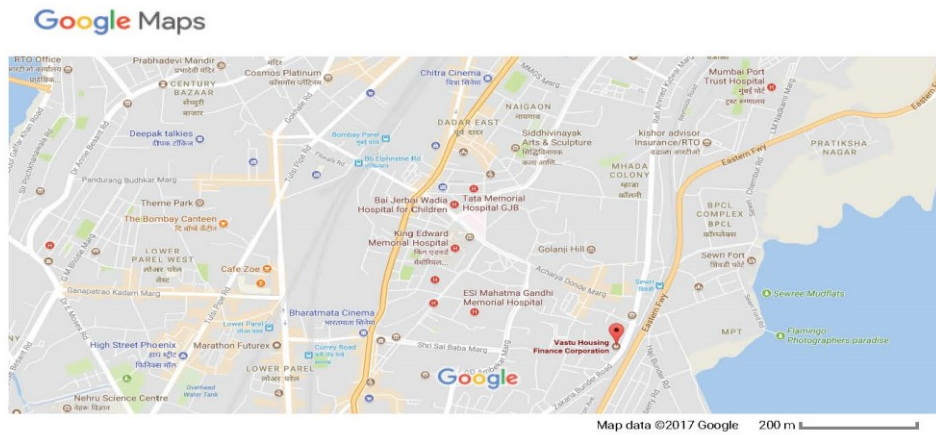
## VASTU HOUSING FINANCE CORPORATION LTD.

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**ROUTE MAP FOR REACHING THE VENUE OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY, 16<sup>TH</sup> DAY OF MAY, 2018 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NOS. 203 & 204, 2<sup>ND</sup> FLOOR, A WING, NAVBHARAT ESTATES, ZAKARIA BUNDER ROAD, SEWRI (WEST), MUMBAI - 400 015 AT 4.00 P.M.**

11/25/2017

Google Maps



<https://www.google.co.in/maps/@18.9966975,72.8580958,16z>

1/1

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