

## NOTICE

NOTICE is hereby given that the 1<sup>st</sup> (First) Annual General Meeting of the Members of Vridhi Finserv Home Finance Limited (formerly Vridhi Finserv Limited) will be held at 10 AM on 1<sup>st</sup> day of September 2023 at the Registered Office of the Company at the 1st Floor, No. 38, GKR Sathagiri Vaishtadhama, 12<sup>th</sup> Cross, Off CBI Road, Ganganagar, Bangalore - 560032, Karnataka to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Balance Sheet of the Company as at March 31, 2023, and the Statement of Profit and Loss for the period ended on that date together with the Board's Report and Independent Auditor's Report thereon.
2. To appoint Mrs. Sunku Sridevi Ram (holding **DIN:** 09133396), Director, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Statutory Auditors and to fix their Remuneration.

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 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for and the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) dated April 27, 2021, issued by the Reserve Bank of India ("RBI"), including any amendment, modification, variation or re-enactment thereof, Messrs Guru and Jana, Chartered Accountants (registered with ICAI Firm Registration Number 006826S), be and is hereby appointed as Statutory Auditors of the Company for a period of 2 consecutive years from the conclusion of this Annual General Meeting until the conclusion of 3<sup>rd</sup> Annual General Meeting subject to their continuity of fulfillment of the applicable eligibility norms and authorize the Board to fix their remuneration."

### SPECIAL BUSINESS:

4. Appointment of Mr. Sunil Shantilal Mehta (**DIN:** 08584238) as Director of the Company.

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



"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) and the Articles of Association of the Company, Mr. Sunil Shantilal Mehta (**DIN:** 08584238), who was appointed as an Additional Director of the Company by the Board of Directors on July 1, 2022 in terms of Section 161(1) of the Companies Act, 2013 and holds office till the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company."

5. Borrowing Powers of the Company and Creation of Charge/Providing of Security.

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

"RESOLVED THAT, the consent of the Company be and is hereby accorded to the Board of Directors of the Company under Section 180(1)(c) and all other applicable provisions if any, of the Companies Act, 2013 read with Article 29 of the Articles of Association of the Company, to borrow money for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, but so that the moneys to be borrowed together with the moneys already borrowed by the Company shall not exceed Rs. 200 Crores (Rupees Two Hundred Crores Only) in excess of the aggregate of its paid share capital and free reserves of the Company as per the latest annual audited financial statements, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to create charge/provide security for the sum borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the assets of the Company, as may be agreed to between the Company and the Lenders so as to secure the borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned Lenders/Institutions, under the respective arrangements entered into/to be entered by the Company and/or Board.

RESOLVED FURTHER THAT the Securities to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and/or charges already created or to be created in future by the Company as may be agreed to between the Board and concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorised by the Board, be and is/are hereby authorised to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all acts, deeds, matters and things as may in its/his/their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company."





On behalf of the Board  
For **Vridhi Finserv Home Finance Limited**  
(Formerly Vridhi Finserv Limited)

**Place:** Bengaluru  
**Date:** August 19, 2023

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**Rishul Bhasin**  
Company Secretary and  
Compliance Officer

**M. No.:** A71074  
**Address:** 1<sup>st</sup> Floor, No. 38,  
GKR Sapthagiri Vaishtadhama,  
12<sup>th</sup> Cross, Off CBI Road, Ganganagar,  
Bangalore - 560032, Karnataka

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY APPOINTED NEED NOT BE A MEMBER. THE DULY FILLED IN PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
2. Explanatory Statement under Section 102 of the Companies Act, 2013 is annexed herewith.
3. Members are requested to bring their copy of Annual Report to the meeting. Members/Proxies should also bring the printed attendance slip duly filled in for attending the meeting.
4. Members are requested to intimate to the Company their queries, if any, regarding the accounts/report at least ten days before the date of ensuing Annual General Meeting to enable the management to keep the information readily available at the meeting.



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

**Item No. 4:**

The Board of Directors appointed Mr. Sunil Shantilal Mehta (**DIN:** 08584238) as an Additional Director of the Company on July 1, 2022. Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") he will hold office up to the date of the ensuing Annual General Meeting.

Your Board recommends the Ordinary Resolution as set out in Item no. 4 for the approval of the Members.

Except Mr. Sunil Shantilal Mehta, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

**Item No.5:**

In terms of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company, shall exercise the power to borrow money, where money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business only with the approval of Shareholders by passing a Special Resolution.

In order to further expand its business and to meet the future financial needs, the Company would be required to borrow in excess of aggregate of its paid-up share capital and free reserves.

Further, a Housing Finance Company cannot borrow more than 16 times of its net owned funds as per the Guidelines issued by National Housing Bank.

The Company may be required to secure some of the borrowings by creating mortgage/charge on all or any of the movable or immovable properties of the Company in favor of the lender(s) in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s). In terms of Section 180 (1)(a) of the Act any proposal to sell, lease or otherwise dispose of the whole, or substantially the whole, of any such undertaking requires the approval of Shareholders by way of a Special Resolution.

Accordingly, the consent of the Shareholders is being sought for the borrowing limits and to secure such borrowings by mortgage/charge on any movable and/or immovable properties and/or the whole or any part of the undertakings of the Company as set out in the Special Resolution at Item No. 5 of the Notice.





Your Board recommends the Special Resolution as set out in Item no. 5 for the approval of the Shareholders.

None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or otherwise interested in this resolution.

On behalf of the Board  
For **Vridhi Finserv Home Finance Limited**  
(Formerly Vridhi Finserv Limited)

**Place:** Bengaluru

**Date:** August 19, 2023

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**Rishul Bhasin**  
Company Secretary and  
Compliance Officer

**M. No.:** A71074

**Address:** 1<sup>st</sup> Floor, No. 38,  
GKR Sapthagiri Vaishtadhama,  
12<sup>th</sup> Cross, Off CBI Road, Ganganagar,  
Bangalore - 560032, Karnataka

**ATTENDANCE SLIP**

**This attendance slip duly filled in to be handed over at the entrance of the meeting hall**

Name of the attending Member (in block letters): .....

Members' Folio Number: .....

Client ID No: .....

D.P.ID No: .....

Name of the Proxy (in Block Letters, to be filled in if the proxy attends instead of the members):  
.....

No. of Shares held: .....

I hereby record my presence at the First (1st) Annual General Meeting of the Members of Vridhi Finserv Home Finance Limited (formerly Vridhi Finserv Limited) will be held at 10 AM on 1<sup>st</sup> day of September, 2023 at the Registered Office of the Company at 1st Floor, No. 38, GKR Sapthagiri Vaishtadhama, 12th Cross, Off CBI Road, Ganganagar, Bangalore - 560032, Karnataka.

To be signed at the time of handing

Signature of Member/Proxy



**Form No. MGT-11**

**Proxy form**

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

Name of the member (s):
Registered address:
E-mail ID:
Folio No/Client ID:
DP ID:

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_ or failing him

2. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_ or failing him

3. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the First (1st) Annual General Meeting of the Members of Vridhi Finserv Home Finance Limited (formerly Vridhi Finserv Limited) will be held at 10 AM on 1<sup>st</sup> day of September, 2023 at the Registered Office of the Company at 1st Floor, No. 38, GKR Sathagiri Vaishtadhama, 12th Cross, Off CBI Road, Ganganagar, Bangalore - 560032, Karnataka to transact the following businesses:



**ORDINARY BUSINESS:**

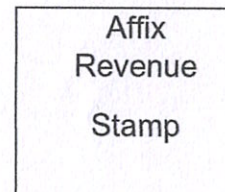
1. To receive, consider and adopt the Audited Financial Statements including Balance Sheet of the Company as at March 31, 2023 and the Statement of Profit and Loss for the period ended on that date together with the Board's Report and Independent Auditor's Report thereon.
2. To appoint Mrs. Sunku Sridevi Ram (holding **DIN:** 09133396), Director, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Statutory Auditors and to fix their Remuneration.

**SPECIAL BUSINESS:**

4. Appointment of Mr. Sunil Shantilal Mehta (**DIN:** 08584238) as a Director of the Company.
5. Borrowing Powers of the Company and Creation of Charge/Providing of Security.

Signed on this day of ..... 2023

Signature of shareholder:



Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



## ROUTE MAP

**Address:** 1<sup>st</sup> Floor, No. 38, GKR Sapthagiri Vaishtadhama, 12<sup>th</sup> Cross, Off CBI Road, Ganganagar, Bangalore 560032, Karnataka, India

