



NOTICE OF 28th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th (Twenty Eighth) Annual General Meeting ("AGM" or "Meeting") of the members of Namdev Finvest Private Limited ("Company") is scheduled to be held on Friday, the 27th day of September, 2024 at 11:00 A.M., Indian Standard Time ("IST"), at the Registered office of the Company situated at S-1, S-7-8, Shree Nath Plaza, Second Floor, Neer Sagar Market, Bhankrota, Jaipur Rajasthan 302026 India to consider and transact the following businesses:

ORDINARY BUSINESS:

1. TO ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024 AND THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 129 and 134 of the Companies Act, 2013 ("Act") and other applicable provisions, if any (including any statutory modifications, amendment(s) or re-enactment thereof for the time being in force), the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the report of the Board of Directors' and the Independent Auditor's report thereon, be and are hereby received, considered and adopted."

SPECIAL BUSINESS:

2. ALTERATION IN THE ARTICLE OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the relevant provisions of the Articles of Association of the Company, Section 14 and other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 and the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended from time to time, and all applicable, regulations, directions, guidelines, circulars and notifications of Reserve Bank of India, if any (including any amendments, statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of Board of Directors ("Board") of the Company, the consent of the members of the Company be and is hereby accorded to approve the insertion of new Article in the form and manner given below vide article no 3 in the existing AOA of the Company,

"The Board shall appoint the person nominated by the debenture trustee(s) in terms of applicable regulation of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as a director on its Board of Directors at the earliest and not later than one month from the date of receipt of nomination from the debenture trustee(s), subject to the provisions of applicable law(s)."

A. S. Sharma



Har Pal Aap Ke Saath ..

S1-S7-S8, 2nd Floor, Shreenath Plaza,
Neer Sagar Market, Ajmer Road,
Bhankrota, JAIPUR - 302026
Ph.: +91-141-2250026
Customer Care No. : 1800 103 5800
GST No.: 08AAACN6948D1ZE

“RESOLVED FURTHER THAT (i) Mr. Jitendra Tanwar; Managing Director and CEO (ii) Ms. Latika Tanwar, Director (iii) Ms. Sakshi Sharma, Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

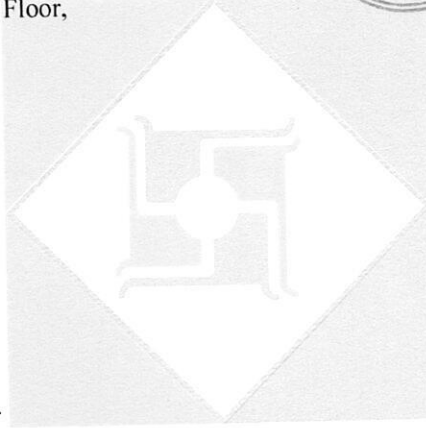
**By the Order of Board of Directors
For Namdev Finvest Private Limited**


Sakshi Sharma
Company Secretary
and Compliance Officer
M no. :25396

Registered Office

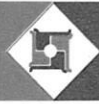
S-1, S-7-8, Shree Nath Plaza, Second Floor,

Neer Sagar Market, Bhankrota Jaipur
Rajasthan 302026 India
Tele No. 8233008611
CIN: U65921RJ1997PTC047090
Email: - cs@namfin.in
Website: - www.namfin.in



**Date: 04/09/2024
Place: Jaipur**

Har Pal Aap Ke Saath ..



NOTES:

1. The Securities and Exchange Board of India ("SEBI") vide its circular SEBI/HO/DDHS/P/C1R12023/0 164 dated October 06, 2023 read with circular dated September 25, 2023 issued by Ministry of Corporate Affairs ("MCA") has provided the relaxations for dispatching physical copies of the Annual Report to the securities holders, for the AGM conducted till September 30, 2024.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts concerning special businesses as stated under Item Nos. 2 of the accompanying AGM Notice, is annexed hereto.
3. Pursuant to the provisions of the Companies Act, 2013 a member who is entitled to attend and vote is also entitled to appoint a proxy to attend and vote on their behalf and a proxy need not be a member.
4. The instrument appointing a Proxy must be deposited with the Company at its office not less than 48 (forty-eight) hours before the time for holding the AGM in Form MGT-11 as annexed to this notice.
5. A person can act as proxy on behalf of the 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 Member.
6. In case of corporate shareholders proposing to participate at the AGM through their representative, necessary authorization under Section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.
7. The Register of Directors and KMPs and their shareholding, maintained under section 170 and Register of contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
8. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend, if any. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
9. The Members holding shares in demat form and have not registered their e-mail IDs with their Depository Participant are requested to register their e-mail address, to enable the Company to use the same for serving documents electronically. Shareholders holding shares in physical form shall provide their e-mail address to RTA.






10. Members may note that this notice of the AGM and Annual Report for the financial year 2023-24 is also available on the Company's website at www.namfin.in for download. The physical copies of the aforesaid documents will also be available for inspection at the registered office of the Company for inspection during normal business hours on working days.
11. All documents mentioned in this notice are available for inspection during business hours of the Company on all business days.
12. Members are requested to notify the Company immediately after any change in their address without any delay.
13. In all correspondence with the Company Members are requested to quote their account/Client ID/folio numbers.
14. Entry to the place of AGM will be regulated by an attendance slip which is annexed to this notice. The members/proxies and authorized representatives attending the meeting are requested to complete the enclosed attendance slip duly signed as per the specimen signature recorded with the Company at the place provided thereon and hand it over at the entrance.
15. The complete particulars of the venue of the meeting including route map and prominent landmark for easy location are annexed to this notice.
16. Members can submit questions/query in advance with regard to the financial statements or any other matter to be placed at the AGM from their registered email address, mentioning their name folio no./ DPID and Client ID and mobile number, to reach the Company's email address at vinod.sharma@namfin.in at least 7 (seven) working days prior to the meeting. Such questions/queries by the members shall be taken up during the meeting and replied by the Company suitably.

Har Pal Aap Ke Saath ..
By the Order of Board of Directors
For Namdev Finvest Private Limited



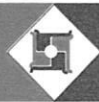
Sakshi Sharma
Sakshi Sharma
Company Secretary
and Compliance Officer
M no. :25396

Registered Office

S-1, S-7-8, Shree Nath Plaza, Second Floor,

Neer Sagar Market, Bhankrota Jaipur
Rajasthan 302026 India
Tele No. 8233008611
CIN: U65921RJ1997PTC047090
Email: - cs@namfin.in
Website: - www.namfin.in

Date: 04/09/2024
Place: Jaipur



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

The following explanatory statement pursuant to Section 102 of the Companies Act, 2013, sets out all Material facts relating to the special businesses mentioned in the accompanying notice of AGM:

In pursuance to the SEBI amendments made in the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and 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 amended from time to time, the issuer, shall appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors, within one month from date of receipt of nomination from the debenture trustee(s) and amend its Articles of Association (AOA) accordingly 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

Further, the Company is required to incorporate enabling provisions in its Articles of Association, therefore, the Board of the Company at its meeting held on August 28, 2024 has recommended the below amendment in Articles of Association (AOA) to the approval of shareholders in the ensuing Annual General Meeting by way of a Special Resolution. Further, the members are hereby informed to amend Part A of AOA by inserting a new Article in the existing AOA of the Company, as follows:

S no.	Addition/Deletion/ Modified	Clause Reference	Existing Clause	Updated / Amended Clause	Reason of updating /Amendment
1.	Addition	3	NIL	The Board shall appoint the person nominated by the debenture trustee(s) in terms of applicable regulation of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as a director on its Board of Directors at the earliest and not later than one month from the date of receipt of nomination from the debenture trustee(s), subject to the provisions of applicable law(s).	In accordance with the amendment in the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993

The Board of Directors recommends the resolution set out at Item No. 02 of the accompanying Notice, for the approval of the members of the Company as a Special Resolution.

Handwritten signature



Har Pal Aap Ke Saath ..

S1-S7-S8, 2nd Floor, Shreenath Plaza,
Neer Sagar Market, Ajmer Road,
Bhankrota, JAIPUR - 302026
Ph.: +91-141-2250026
Customer Care No. : 1800 103 5800
GST No.: 08AAACN6948D1ZE

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

By the Order of Board of Directors
For Namdev Finvest Private Limited



Sakshi Sharma
Company Secretary
and Compliance Officer
M no. :25396

Registered Office

S-1, S-7-8, Shree Nath Plaza, Second Floor,

Neer Sagar Market, Bhankrota Jaipur
Rajasthan 302026 India
Tele No. 8233008611
CIN: U65921RJ1997PTC047090
Email: - cs@namfin.in
Website: - www.namfin.in

Date: 04/09/2024
Place: Jaipur

Har Pal Aap Ke Saath ..

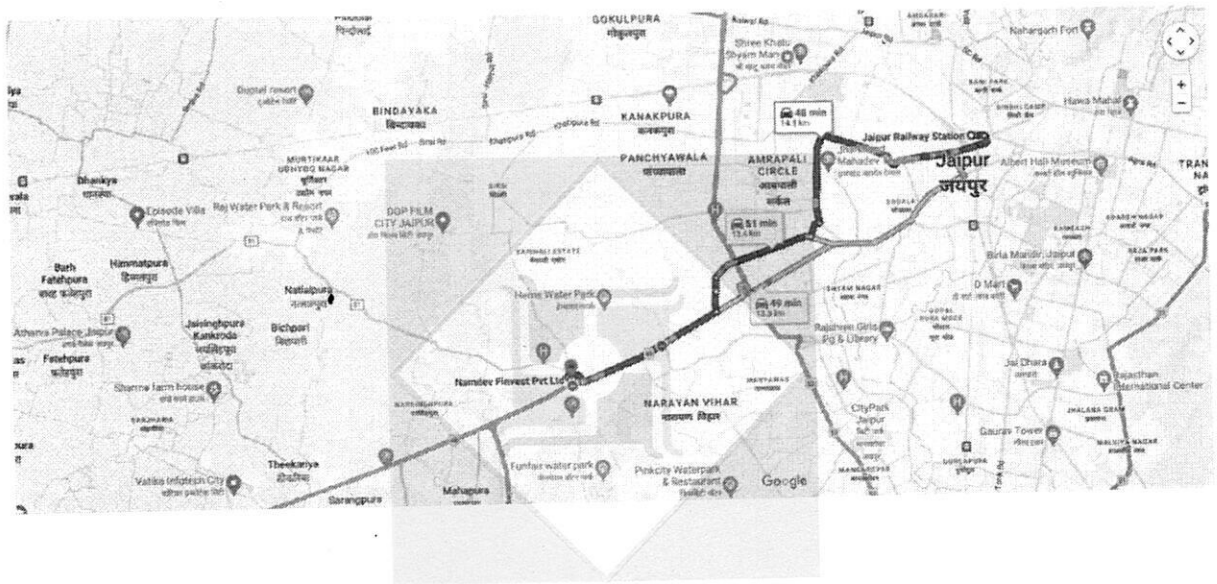


Har Pal Aap Ke Saath ..

S1-S7-S8, 2nd Floor, Shreenath Plaza,
Neer Sagar Market, Ajmer Road,
Bhankrota, JAIPUR - 302026
Ph.: +91-141-2250026
Customer Care No. : 1800 103 5800
GST No.: 08AAACN6948D1ZE

ROUTE MAP OF THE AGM VENUE

**Venue: S-1, S-7-8, SHREE NATH PLAZA, SECOND FLOOR, NEER SAGAR MARKET,
BHANKROTA, Jaipur, Rajasthan, India, 302026**



Har Pal Aap Ke Saath ..





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)

CIN: U65921RJ1997PTC047090

NAME OF THE COMPANY: Namdev Finvest Private Limited

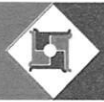
REGISTERED OFFICE: S-1, S-7-8, Shree Nath Plaza, Second Floor, Neer Sagar Market,
Bhankrota, Jaipur, Rajasthan, India, 302026

Name of the Member(s): _____
Registered address: _____
E-mail Id: _____
Folio No/ Client Id*: _____
DPID*: _____

* Applicable for investors holding shares in electronic/demat form.

I/We, being the member(s) of _____ equity/preference shares of Namdev Finvest Private Limited., hereby appoint:

Name:.....
Address:
E-mail Id:
Signature:.....or failing him/her



Name.....
Address:
E-mail Id:
Signature:.....or failing him/her

Name.....
Address:
E-mail Id:
Signature:.....or failing him/her

as my/our proxy to attend and vote for me/us and on my/our behalf at the 28th Annual General Meeting of the Company to be held on Friday, the 27th day of September, 2024 at 11:00 A.M.at the Registered office of the Company situated at S-1, S-7-8, Shree Nath Plaza, Second Floor, Near Sagar Market, Bhankrota Jaipur Rajasthan 302026 India and at any adjournment thereof in respect of such resolutions as are indicated below:

S. N.	Resolutions	For	Against
Ordinary Resolution: -			
1.	To adopt the audited financial statements of the Company for the financial year ended on March 31, 2024 and the reports of the Board of Directors and the auditors thereon.		
Special Resolution:			
2.	Alteration in the Article of Association of the company		

Signed thisDay of....., 2024.
Signature of Shareholder.....
Signature of Proxy Holder(s).....

Affix a
Revenue
Stamp of Rs.
1/-

NOTES:

- 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.**
- o For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the AGM.
 - o Members holding shares under more than one folio may use photocopy of this Proxy Form for other folios. The Company shall provide additional form on request.
 - o Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.



Attendance Slip

28th Annual General Meeting

(Please fill attendance slip and hand it over at the entrance of the meeting hall)

Day : Friday, 27th day of September, 2024
Time : 11:00 A.M.
Place : S-1, S-7-8, Shree Nath Plaza, Second Floor, Near Sagar Market, Bhankrota Jaipur
Rajasthan 302026 India

Full name of Shareholder	
Joint Shareholders, if any:	

DP Id*		Folio No.**	
Client Id*		No. of Shares	

Full name of person attending the meeting as Shareholder/Proxy:	
--	--

I/We hereby record my presence at the 28th Annual General Meeting of the Company held on Friday, the 27th day of September, 2024 at 11:00 A.M. at the Registered office of the Company situated at S-1, S-7-8, Shree Nath Plaza, Second Floor, Near Sagar Market, Bhankrota Jaipur Rajasthan 302026 India.

Har Pal Aap Ke Saath ..

(Signature of Shareholder/Proxy)

** Applicable for investors holding share in electronic form.

** Applicable for investors holding share in physical form.