



**NOTICE CALLING THE EGM**

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Namdev Finvest Private Limited will be held at the registered office of the Company at S-1, S-7-8, Shree Nath Plaza, Second Floor, Neer Sagar Market, Bhankrota Jaipur Rajasthan 302026 India, on Friday, 28<sup>th</sup> Day of June 2024 at 11.00 A.M. to transact the following business:

**ITEM NO. 01. ALTERATION IN THE ARTICLE OF ASSOCIATION OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of section 14 of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, and subject to approvals, permissions and sanctions from the appropriate authority, if any, The word "seal" wherever it appears in the Articles of Association be and is hereby deleted in its entirety.

**"RESOLVED FURTHER THAT** (i) Mr. Jitendra Tanwar; Managing Director and CEO (ii) Ms. Latika Tanwar, Director (iii) Ms. Sakshi Sharma, Company Secretary and or be and are hereby be jointly or severally authorized to execute the relevant documentation and all necessary and ancillary documents, and do all other incidental acts in this matter."

**"RESOLVED FURTHER THAT** (i) Mr. Jitendra Tanwar; Managing Director and CEO (ii) Ms. Latika Tanwar, Director, (iii) Ms. Sakshi Sharma, Company Secretary be and are hereby jointly or severally authorized to do, or cause to be done all such acts, deeds and things, and execute, deliver and/or file all such documents, as may be necessary or desirable, including filing of requisite reports, returns or forms with the Registrar of Companies, or other concerned regulatory authorities."

**"RESOLVED FURTHER THAT** (i) Mr. Jitendra Tanwar; Managing Director and CEO (ii) Ms. Latika Tanwar, Director (iii) Ms. Sakshi Sharma, Company Secretary be and are hereby jointly or severally authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to the aforesaid transactions and to do all acts, deeds and things in connection therewith and incidental thereto."

**ITEM NO. 02: PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES**

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

**"RESOLVED THAT** pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014, including any modification, amendment, substitution or re-

enactment thereof, for the time being in force and the provisions of the memorandum of association and the articles of association of the Company, the approval and consent of the members of the Company, be and is hereby accorded to the board of directors of the Company (the "**Board**") to issue, and to make offer(s) and/or invitation(s) to eligible persons to subscribe to, non-convertible debentures ((a) listed or unlisted, (b) senior secured, (c) senior unsecured, (d) unsecured, (e) subordinated, (f) any others (as may be determined)) (including market linked debentures) ("**NCDs**"), on a private placement basis, in one or more tranches, for a period of one year from the date of passing of this resolution, provided that the outstanding amounts of all such NCDs at any time during the period shall not exceed INR 1000 Crore [Indian Rupees One Thousand crore Only]

**"RESOLVED FURTHER THAT** (i) Mr. Jitendra Tanwar; Managing Director and CEO (ii) Ms. Latika Tanwar, Director, (iii) Ms. Sakshi Sharma, Company Secretary be and are hereby jointly or severally authorized and empowered to arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) as it may think fit of such NCDs, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions."

**ITEM NO. 03: TO BORROW IN EXCESS OF THE PAID-UP CAPITAL AND FREE RESERVES.**

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

**"RESOLVED THAT** subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being, exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, convertible debenture, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate not exceeding Rs.2500.00 Crores (Rupees Two Thousand Five Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves."

**"FURTHER RESOLVED THAT** (i) Mr. Jitendra Tanwar; Managing Director and CEO (ii) Ms. Latika Tanwar, Director, (iii) Ms. Sakshi Sharma, Company Secretary be and are hereby jointly or severally

authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual 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."

**"RESOLVED ALSO THAT** (i) Mr. Jitendra Tanwar; Managing Director and CEO (ii) Ms. Latika Tanwar, Director, (iii) Ms. Sakshi Sharma, Company Secretary be and are hereby jointly or severally authorized to take such borrowing up to Rs. 2500.00 Crores (Rupees Two Thousand Five Hundred Crores Only) without calling of extra general meeting."

**ITEM NO. 04: AUTHORITY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO SELL, LEASE OR OTHERWISE DISPOSE OF, TO MORTGAGE/ CREATE CHARGES ON THE PROPERTIES OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), and such other approvals/sanctions/permissions as may be necessary, the members of the Company hereby accord their consent to the Board of Directors of the Company (hereinafter referred to as the "Board") to sell, lease or otherwise dispose of, to mortgage, charge, hypothecate, pledge or otherwise, encumber from time to time, movable and/or immovable, tangible and/or intangible properties/assets, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company in such form, manner and time as the Board may deem fit, for securing any loans and/or borrowings and/or advances and/or guarantees and/or any financial assistance whether all/any of such financial assistance taken or to be taken in foreign currency and/or rupee currency by the Company and/or affiliates/associates Companies from any lender including without limitation, any bank, financial or other institutions, and/or public financial institutions as defined under Section 2(72) of the Act and/ or any other bodies corporate for working capital or in favour of trustees for debenture holders that may be appointed here after, as security for the debentures/bonds that may be issued by the Company, up to a value of and within the overall limits of Rs. 2500.00 Crores (Rupees Two Thousand Five Hundred Crores Only).

**"RESOLVED FURTHER THAT** (i) Mr. Jitendra Tanwar; Managing Director and CEO (ii) Ms. Latika Tanwar, Director, (iii) Ms. Sakshi Sharma, Company Secretary be and are hereby jointly or severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual 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 THE ORDER OF THE BOARD  
FOR NAMDEV FINVEST PRIVATE LIMITED**

For NAMDEV FINVEST PRIVATE LIMITED

  
COMPANY SECRETARY

M. No: 25396

**(SAKSHI SHARMA)**

**COMPANY SECRETARY**

**M.NO. 25396**

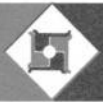
**PLACE: JAIPUR**

**DATE: 20/06/2024**

**NOTES:**

01. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend, and on Poll, to vote instead of Himself. The proxy need not be member of the company. The proxy form duly completed and signed must be deposited at Registered Office of the Company not less than 48 hours before the Meeting.
02. A person appointed as proxy, shall act as a proxy for not more than 50 Members and holding in aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. A Member holding more than 10% of the paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person appointed cannot act as proxy for any other Member.
03. The Explanatory Statement as required to be annexed under Section 102 of The Companies Act, 2013 is annexed along with this notice.
04. Companies / Bodies Corporate Members are requested to send a certified copy of the board resolution authorising their representatives to attend and vote at the Meeting pursuant to provisions of Section 113 of the Act.
05. The Ministry of Corporate affairs (MCA) wide circulars nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has taken a 'Green initiative in Corporate Governance' and allowed Companies to send communication to the shareholders through electronic mode. Members are requested to support this Green initiative by registering/updating their email address, in respect of the shares held in physical form with the company





## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

### ITEM NO. 1: ALTERATION IN THE ARTICLE OF ASSOCIATION OF THE COMPANY

The Board of Directors of the Company in its meeting held on 20/06/2024 proposes to amend the Articles of Association of the Company to remove references to the word "seal" wherever it appears. This proposed amendment is in line with the provisions of the Companies Act, 2013 and other applicable laws.

The concept of affixing a company seal to documents has traditionally been a formal requirement under corporate law. However, with the evolution of corporate governance practices and the amendments introduced by the Companies Act, 2013, the requirement for a company seal has been relaxed. The Act allows companies to execute documents without the necessity of affixing a seal, thereby simplifying administrative procedures and aligning with contemporary corporate practices.

In accordance with these provisions, the proposed amendments to the Articles of Association seek to delete references to the word "seal" throughout the document. This deletion aims to reflect the current legal framework and streamline the execution of documents by the Company, enabling more efficient business operations without compromising on legal validity.

As per the provisions of section 14 of the Companies Act, 2013, approval of shareholders is required to be accorded for the Alteration in the Article of Association of the company by passing a Special resolution, hence the resolution is put up for shareholders approval.

The draft of the new set of amended Articles proposed for approval is being circulated along with this notice of the General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

None of the directors are concerned or interested in this resolution.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members

### ITEM NO.2: PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("**Members**") by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("**NCDs**") exceeding the limits prescribed therein, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

In order to augment resources for on-lending by the Company, repayment/refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes, ongoing business operations etc. the Company may invite subscription for non-convertible debentures ((a) listed or unlisted, (b) senior secured, (c) senior unsecured, (d) unsecured, (e) subordinated, (f) any others (as may be determined)) (including market linked debentures) to be issued by the Company, in one or more series/tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the board of directors of the Company ("**Board**") on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

<p><b>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</b></p>	<p>Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs (whether secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable (including market linked debentures) NCDs) shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p>
<p><b>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</b></p>	<p>Non-convertible debt securities/NCDs.</p> <p>The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the</p>

	time of the respective issue.
<b>BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE</b>	Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).
<b>NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION</b>	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.
<b>AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES</b>	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Section 42 of the Companies Act, 2013.
<b>MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES</b>	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board to issue such NCDs during the year on private placement basis up to INR 1000 Crore [Indian Rupees One Thousand Crore Only] as stipulated above, in one or more tranches.

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. The Board recommends the passing of the resolution as special resolution.

### **ITEM NO.3: TO BORROW IN EXCESS OF THE PAID-UP CAPITAL AND FREE RESERVES**

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

Keeping in view of enhanced requirement of loan and also the legal requirement that Section 180(1) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the said power only with the consent of the Company by a special resolution. Hence, the Special Resolution at Item No. 3 for authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. Rs. 2500.00 Crores (Rupees Two Thousand Five Hundred Crores Only) is intended for this purpose.

The Directors recommends the resolution for members' approval as a Special Resolution.

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

**ITEM NO.4: AUTHORITY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO SELL, LEASE OR OTHERWISE DISPOSE OF, TO MORTGAGE/ CREATE CHARGES ON THE PROPERTIES OF THE COMPANY**

As per provisions of Section 180(1) (a) of the Companies Act, 2013, it is required in the interest of the Company to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company. So the Board has decided to mortgage/ create charges on the properties of the Company up to a value of and within the overall limits Rs. Rs. 2500.00 Crores (Rupees Two Thousand Five Hundred Crores Only).

The Directors recommends the resolution for members' approval as a Special Resolution.

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

**BY THE ORDER OF THE BOARD  
FOR NAMDEV FINVEST PRIVATE LIMITED**

For NAMDEV FINVEST PRIVATE LIMITED

  
COMPANY SECRETARY  
M. No: 25396

**PLACE: JAIPUR  
DATE: 20/06/2024**

**(SAKSHI SHARMA)  
COMPANY SECRETARY  
M.NO. 25396**



## ROUTE MAP OF THE EGM VENUE

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

