

NOTICE IS HEREBY GIVEN THAT THE 2ND (FY 2024-25) EXTRA ORDINARY GENERAL MEETING OF NAMDEV FINVEST PRIVATE LIMITED ("COMPANY") WILL BE HELD ON 17th MARCH 2025 AT 5:10 PM AT THE REGISTERED OFFICE OF THE COMPANY AT S-1, S-7-8, SHREE NATH PLAZA, SECOND FLOOR, NEER SAGAR MARKET, BHANKROTA, JAIPUR 302026.

TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

1. ISSUE OF PARTLY PAID EQUITY SHARES BY WAY OF PRIVATE PLACEMENT

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

"RESOLVED THAT pursuant to: (i) Section the provisions of Section 23(2), Section 42, Section 62(1)(c), and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and any rules framed thereunder (including any statutory modifications, enactments, or re-enactments thereof for the time being in force), (ii) the Memorandum of Association and Articles of Association of the Company, (iii) the Foreign Exchange Management Act, 1999 and rules, regulations, notifications, circulars, issued thereunder and in accordance with other applicable laws or rules, regulations, circulars, guidelines issued by the Government of India, Reserve Bank of India and all such applicable statutory, regulatory and governmental approval, permission or sanctions and subject to such conditions, consent and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, the consent of the Shareholders of the Company be and is hereby accorded to issue up to, to create, offer, issue and allot 11,46,788 (Eleven Lakhs Forty Six Thousand Seven Hundred and Eighty Eight Only) partly paid Equity shares of Rs.10/- each at a premium of Rs.208 each ("Pre-Series C PPS VI") as partly paid up shares in the manner provided herein to the following persons by way of preferential offer through Private Placement, as per the terms and conditions detailed in the **Annexure I**:

S. No.	Name of the Investor	No. of Partly Paid-up Shares
1.	Jitendra Tanwar	11,46,788.00
	TOTAL	11,46,788.00

Application, allotment and call money detail

CONSIDERATION	NO. OF SHARES	FACE VALUE PER SHARE (2)	PREMIUM AMOUNT PER SHARE (3)	TOTAL VALUE
PAYBLE ON				(=1*2*3)
	(1)			4
APPLICATION AND ALLOTMENT	11,46,788	2	41.6	4,99,99,956.80

FIRST CALL	11,46,788	2	41.6	4,99,99,956.80
SECOND CALL	11,46,788	2	41.6	4,99,99,956.80
THIRD CALL	11,46,788	2	41.6	4,99,99,956.80
FOURTH AND FINAL CALL	11,46,788	2	41.6	4,99,99,956.80
TOTAL		10	208	24,99,99,784.00

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to call the pending call money shall be called upon by the Board within 36 months from the date of allotment of Pre-Series C PPS VI.

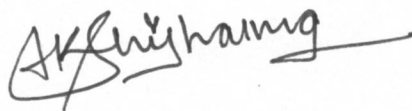
RESOLVED FURTHER THAT pursuant to Section 42 read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014, the consent of the members of the Company be and is hereby accorded for the issue of draft private placement offer cum application letter in Form PAS-4 in relation to the proposed issuance of such number of Pre-Series C PPS VI to the person mentioned in table above, along with all relevant annexures and the application form annexed thereto ("**Offer Letter**"), as tabled before the meeting, duly initialled by the Chairman for the purpose of identification, to the parties identified by the Board for preferential offer, and any director of the Company be and is hereby authorised to issue the Offer Letter to the persons mentioned in the table above for the issuance of Pre-Series C PPS VI.

RESOLVED FURTHER THAT pursuant to Section 42(7) read with Rule 14(3) of Companies (Prospectus and Allotment of Securities) Rules, 2014, the consent of the members of the Company be and is hereby accorded to record the list of persons to whom the Offer Letter is to be sent for the issue of Pre-Series C PPS VI and the draft record of private placement in Form No. PAS-5 as placed before the members be and is hereby authorised to finalise, record and sign Form No. PAS-5.

RESOLVED FURTHER THAT each director of the Company and Company Secretary of the Company be and are hereby severally authorized to do all such acts and deeds as may be necessary to give effect to this resolution, to finalize, amend, issue Private Placement Offer Letter and file any forms (including form FC-GPR), Form MGT-14, returns, applications with the Registrar of Companies/ the Ministry of Corporate Affairs (including form PAS-3) / the Reserve Bank of India and / or any other competent authority(ies) including representing the Company before such authorities, and to take all other steps which may be incidental, consequential, relevant or ancillary in connection with the issue..

RESOLVED FURTHER THAT each director of the Company and Company Secretary of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties."

For **NAMDEV FINVEST PRIVATE LIMITED**



NAME: SAKSHI SHARMA
DESIGNATION: COMPANY SECRETARY
MEMBERSHIP NO 25396

Date: 05th FEBRUARY 2025
Place: JAIPUR, INDIA

Note:-

1. Any member entitled to attend and vote may attend and vote either by himself / herself or through proxies appointed *vide* Form MGT 11 and the proxies need not be a member of the Company and the proxies, in order to be valid should deposit Form MGT 11, atleast 24 hours before from the time for holding the meeting.
2. The member/proxies should bring their attendance slip, sent herewith, duly filled in, for attending the meeting.
3. Pursuant to Section 113 of the Companies Act, 2013, if a body corporate is a member of the Company, it may authorize a person by resolution of its Board to act as its representative at a meeting of a Company, then such a person shall be deemed to be a member present in person and counted for the purpose of quorum.
4. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 is attached herewith.
5. In case this general meeting is adjourned for want of quorum then adjourned meeting shall be conducted as per Section 103 of Companies Act, 2013 read with rules made there under.
6. Members are requested to bring their attendance slip along with their copy of notice to the meeting.
7. Particulars of venue including route map and prominent landmark for easy location is attached.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO.1

ISSUE OF PRE SERIES C PARTLY PAID EQUITY SHARES ("PRE SERIES C PPS VI") BY WAY OF PRIVATE PLACEMENT

The Company proposes to raise funds from the identified investor and issue Pre Series C PPS VI of the Company by way of Private Placement.

In terms of the Section 23, Section 42, Section 62 of the Companies Act, 2013 and the rules made thereunder, an issue of equity shares by way of private placement requires approval of the shareholders by way of special resolution. Therefore, the Board of Directors of the Company ("**Board**") recommends the resolution for the approval of the members.

A draft copy of the private placement offer letter in the prescribed form (Form PAS-4) is kept open for the inspection of the members at the registered office of the Company on all working days during usual business hours until the conclusion of the Extra Ordinary General Meeting and also will be kept before the members at the place of the meeting.

NATURE OF INTEREST:

- a. None of the directors of the Company and key managerial persons except Mr. Jitendra Tanwar are financially or otherwise concerned or interested in the resolution.
- b. None of the relatives of the directors and key managerial persons except Mrs. Latika Tanwar are financially or otherwise concerned or interested in the resolution.

DISCLOSURES:

1. With respect to private placement of Partly Paid-up Shares, the following disclosures are made further to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

a)	Particulars of the offer including date of passing of Board resolution	Up to 11,46,788 (Eleven Lakhs Forty Six Thousand Seven Hundred and Eighty Eight Only) Partly Paid Equity Shares (" Pre Series C PPS VI "). 05 February 2025
b)	Kinds of securities offered and the price at which security is being offered	Partly Paid Equity Shares
c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Per the valuation report issued by Sumit Dhadda dated 04 February 2025
d)	Name and address of valuer who performed valuation;	The valuation has been performed by Sumit Dhadda, having IBBI registration no. IBBI/RV/14/2018/10160. <u>Address of the Registered Valuer:</u> 308, III rd Floor, Shree Mansion, Kamla Marg, C-Scheme, Jaipur

e)	Amount which the company intends to raise by way of such securities	Up to INR 24,99,99,784.00/- (Indian Rupees Twenty Four Crores Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred Eighty Four only)
f)	Material terms of raising such securities, proposed time schedule, propose or objects of the offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities	<p>For organic loan portfolio growth and expansion into newer geographies</p> <p>Contribution is being made by the promoters or directors</p> <p>No assets is provided as securities</p> <p>Per the terms specified in Annexure I</p>

2. The following disclosures are made pursuant to Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 with respect to the issue of the Partly Paid-up Shares:

S. No	Particulars	Details
a) 1.	Objectives of the issue	For organic loan portfolio growth and expansion into newer geographies
b)	Total number of shares or other securities to be issued	11,46,788 Equity Shares of INR 10/- each including a premium of INR 208/- per share
c)	The price or price band at /within which allotment is proposed	INR 218/- per Equity Share including premium of Rs. 208/- per share.
d)	Basis on which the price has been arrive at along with report of the registered valuer	The Pre Series C PPS VI are being offered each at a price of INR 218/- basis the valuation report dated 04 February 2025 received from Sumit Dhadda, Registered Valuer.
e)	Relevant date with reference to which the price has been arrived at	31 January 2025
f)	The class or classes of persons to whom the allotment is proposed to be made	Individuals.
g)	Intention of the promoters, directors or	The Promoter and Director of the Company intend to subscribe to the offer.

	key managerial personnel to subscribe to the offer					
h)	Proposed time within which the allotment shall be completed	The offer is valid for 12 months from the date of passing special resolution, subject to allotment of shares within 60 days from the date receipt of each of tranche of share subscription/application money.				
i)	Names of proposed allottees and percentage of post preferential capital that may be held by them	S. No.		Name of the Investors		Percentage. of Capital (Fully Diluted Basis)
		1.	Jitendra Tanwar		23.87%	
j)	Change in control, if any, in the Company that would occur consequent to preferential offer.	Nil				
k)	Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Allotment on preferential basis/private placement has already been made as follows: Nil				
		S. No.	Number of securities / Shares allotted	Type of securities / Shares allotted	Face value of each security (in INR)	Face value of securities / Shares (in INR)
		1				
		2				
l)	Justification for allotment proposed to be made for consideration other than cash together with valuation report of registered valuer.	Not applicable				
m)	Determination of price of	Not Applicable				

	resultant equity shares post conversion of preference shares into equity shares	
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	CATEGORY		PRE ISSUE		POST ISSUE	
A			NO OF SHARES	% OF SHREHOLD ING	NO OF SHARES	% OF SHREHOL DING
	PROMOTERS HOLDING					
1	INDIAN					
	INDIVIDUAL	EQUITY SHARES	1,90,34,176	43.74%	2,01,80,964	45.18%
		PREFERENC E SHARES				
	BODIES CORPORATE	EQUITY SHARES		0.00%		
		PREFERENC E SHARES				
	SUB TOTAL	EQUITY SHARES	1,90,34,176	43.74%	2,01,80,964	45.18%
		PREFERENC E SHARES	-		-	
2	FOREIGN PROMOTERS					
	SUB TOTAL (A)	EQUITY SHARES	1,90,34,176	43.74%	2,01,80,964	45.18%
		PREFEREN CE SHARES	0		0	
B	NON-PROMOTERS HOLDING					
1	INSTITUTIONAL INVESTORS					

2	NON- INSTITUTIONAL INVESTORS					
3	PRIVATE CORPORATE BODIES					
4	DIRECTORS AND RELATIVES	EQUITY SHARES	1,92,200	0.44%	1,92,200	0.43%
		PREFERENC E SHARES				
5	INDIAN PUBLIC	EQUITY SHARES	42,94,573	9.87%	42,94,573	9.62%
		PREFERENC E SHARES				
6	OTHERS – ALTERNATE INVESTMENT FUND REGISTERED WITH SEBI	EQUITY SHARES	70,81,402	42.28%	70,81,402	41.19%
		PREFERENC E SHARES	1,13,16,219		1,13,16,219	
7	ESOP TO EMPLOYEES		15,99,164	3.67%	15,99,164	3.58%
	SUB TOTAL (B)	EQUITY SHARES	1,31,67,339	52.59%	1,31,67,339	54.82%
		PREFERENC E SHARES	1,13,16,219		1,13,16,219	
	GRAND TOTAL (A+B)	EQUITY SHARES	3,22,01,515	96.33%	3,33,48,303	100.00%
		PREFERENC E SHARES	1,13,16,219		1,13,16,219	
	TOTAL		4,35,17,734		4,46,64,522	

For NAMDEV FINVEST PRIVATE LIMITED

NAME:
DESIGNATION:
MEMBERSHIP NO

SAKSHI SHARMA
COMPANY SECRETARY
25396



Date: 05th FEBRUARY 2025
Place: JAIPUR, INDIA

PROXY 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: 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. :

I / We, being the member(s) of _____ Equity Shares of the Company, hereby appoint

1. Name : _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him / her
2. Name : _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him / her
3. Name : _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him / her

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 on Monday, 17th March 2025 at 5.10 PM at the Registered Office of the At S-1, S-7-8, Shree Nath Plaza, Second Floor, Neer Sagar Market, Bhankrota Jaipur 302026, in respect of such resolutions set out in the Notice convening the meeting.

Signed this ____ day of _____

Signature of Proxy Holder(s)

Revenue
Stamp

Note: The proxy must be returned so as to reach the Registered Office of the Company not later than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

ATTENDANCE SLIP

Folio No:

No. of Shares:

NAMDEV FINVEST PRIVATE LIMITED

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

I/We hereby record my/our presence at the Extra-Ordinary Meeting of the Company being held on Monday, 17th March 2025 at 5.10 PM at the Registered Office of the At S-1, S-7-8, Shree Nath Plaza, Second Floor, Neer Sagar Market, Bhankrota Jaipur 302026.

A. Name(s) of the Member:

1. Mr./Ms.

and Joint Holder(s)

2. Mr./Ms.

(in block letters)

3. Mr./Ms.

B. Address :

.....
.....

C. Father's/Husband's
Name (of the Member) :

Mr.

D. Name of Proxy

Mr./Ms.

Signature of the Proxy

Signature(s) of Member and Joint Holder(s)

Note: Please complete the Attendance slip and hand it over at the Registration Counter at the venue

ANNEXURE I

TERMS OF PRE-SERIES C PPS VI

The Pre-Series C PPS issued shall have the following key terms:

1. The price shall be INR 218/- (Indian Rupees Two Hundred Eighteen only) per Pre Series C PPS with a face value of INR 10/- (Indian Rupees Ten only) each and premium of INR 208/- (Indian Rupees Two Hundred Eight only);
2. 20% (Twenty Percent) of the subscription value of the Pre Series C PPS shall be paid upfront;
3. Unless otherwise agreed by the Active Investors, the balance amount of the subscription value shall be paid within 36 months;
4. The holders of Pre Series C PPS shall have voting to the full extent and Section 106 of the Companies Act, 2013 shall not be applicable to the Company and shall be bound by the terms of the Share Subscription Agreement;

Failure to deposit the balance amount of the subscription value by the members of the Promoter Group shall amount to forfeiture of the upfront payments by the relevant member of the Promoter Group

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**

