



NOTICE

NOTICE IS HEREBY GIVEN THAT 1TH (FY 2025-26) EXTRA ORDINARY GENERAL MEETING OF NAMDEV FINVEST PRIVATE LIMITED ("COMPANY") WILL BE HELD ON MONDAY, APRIL 7TH 2025 AT 11.00 AM 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. RESTATEMENT OF ARTICLES OF ASSOCIATION

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 5, Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and subject to the provisions of the share subscription agreement and Deed of Adherence dated 21st March 2025 executed by and amongst LC Nueva Momentum Fund 1 ("LC Nueva"), Yukti Securities Private Limited ("Yukti") and Silverstone Capital Advisors Private Limited ("Silverstone"), (collectively referred to as "Investors"), Promoter Group and the Company ("Share Subscription Agreement"), the unanimous approval of all the shareholders of the Company be and is hereby accorded to restate and entrench the Articles of Association of the Company to incorporate the provisions of the said Share Subscription Agreement in the manner as per the draft tabled before the members duly initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things for restating the Articles of Association of the Company, and do such other acts, execute such documents and writings and to complete all such formalities as may be required in this regard and do all other acts and things as may be incidental or necessary to give effect to the above resolution including, without limitation, the preparation, execution and filing of statutory forms with the Registrar of Companies and any other filings required to be made with any authority in respect thereof.

RESOLVED FURTHER THAT the aforesaid alterations be carried out in every copy of the Articles of Association and that no copy of such Articles of Association be issued without carrying out the alterations as aforesaid.

RESOLVED FURTHER THAT all the Directors 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."

2. APPROVAL FOR PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES AND/OR OTHER DEBT INSTRUMENTS:

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, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 18 of Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular issued from time to time, and Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and other applicable regulations and guidelines, Foreign Exchange Management Act & Reserve Bank of India, the Memorandum of Association and the Articles of Association of the Company and any other statutory modifications, re-enactments or amendments from time to time to the above mentioned regulations and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent regulatory authorities/bodies, whether in India or abroad, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include Borrowing & Investment Committee ("Committee ") of the Board) to issue, and to make offer(s) and/or invitation(s) to eligible investors (whether residents, non-residents, institutions, banks, incorporated bodies, mutual funds, venture capital funds, financial institutions, body corporate [includes a corporate incorporated outside India], 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, to subscribe to, non-convertible debentures including bond by way of External Commercial Borrowings ("ECB") (a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, market linked debentures, and/or (g) any others (as may be determined)) ("NCDs" or "Debentures"), on a private placement basis, in one or more tranches, for a period of 1 (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 1000,00,00,000 (Indian Rupees One Thousand Crore).

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, invitation, issue or allotment through private placement of Debt Instruments, the Board and/or the Borrowing and Investment Committee of the Board as may be authorised by 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 Debt Instruments are to be allotted, number of Debt Instruments to be allotted in each tranche, issue price, redemption, rate of interest, redemption period, allotment of Debt Instruments, appointment of lead managers, arrangers, debenture trustees, Authorised Dealer 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 copies of the foregoing resolutions certified to be true copies by any director or Company Secretary of the Company be furnished to such persons as may be deemed necessary."

3. TO CONSIDER AND APPROVE THE INVESTMENT LIMIT OF THE COMPANY UPTO INR 1000 CRORES.

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 186 and all other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification or reenactment thereof) or of any other law for the time being in force, and the Memorandum of Association of the Company; Subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the members of the Company be and is hereby accorded to the Board of Directors ("Board") of the Company and/or the Borrowing and Investment Committee ("Committee") as may be authorized by the Board, to:

- (a) make investment(s), in securities (including without limitation, shares, money market instrument, units and/or other instruments issued by alternate investment funds, debentures, bonds, government securities issued by the Central and/or State Governments, treasury bills, liquid funds and/or other instruments issued by bodies corporate wholly owned by the Government of India, units and/or other instruments issued under any schemes of Mutual Funds – Debt Funds (including liquid funds for short term liquidity purpose, etc.) and/or fixed deposits;

RESOLVED FURTHER THAT the total amount of such investments, (together with any investments, previously made/provided), does not exceed INR 1,000,00,00,000 (Indian Rupees One Thousand Crore). The investments shall exclude Fixed Deposits (FDs), (FLDGs), or any other investment made for securing debt funding for the organization. Such investments shall be made on terms and conditions as deemed decided by the Board or the Committee in the best interests of the Company, in accordance with the Board-approved Investment Policy.

RESOLVED FURTHER THAT the Board or the Committee be and are hereby severally authorized to negotiate and finalize the terms and conditions of the said investments, on behalf of the Company as it may deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to authorize any person to sign and execute all deeds, applications, documents and such investments, and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary in relation to the above and file such documents with regulators, concerned persons/entities and to the Registrar of Companies, Rajasthan."

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any director or Company Secretary of the Company be furnished to such persons as may be deemed necessary."

For **NAMDEV FINVEST PRIVATE LIMITED**

NAME:
DESIGNATION:
MEMBERSHIP NO

SAKSHI SHARMA
COMPANY SECRETARY
25396



Date: 29.03.2025
Place: Jaipur

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 be deposited Form MGT 11, at least 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 of directors 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 than 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

AMENDMENT OF ARTICLES OF ASSOCIATION

Pursuant to and subject to share subscription agreement and Deed of Adherence dated 21st March 2025 executed by and amongst LC Nueva Momentum Fund 1 ("LC Nueva"), Yukti Securities Private Limited ("Yukti") and Silverstone Capital Advisors Private Limited ("Silverstone"), (collectively referred to as "Investors"), Promoter Group and the Company ("Share Subscription Agreement"); the Company is required to restate and entrench its Articles of Association to incorporate the provisions of the Share Subscription Agreement to the extent relevant upon successful consummation of the transactions contemplated therein.

The alteration in the Articles of Association requires approval of the members in terms of Section 5 and Section 14(1) of the Companies Act, 2013 by passing special resolution. Accordingly, the Board recommends the resolution for the unanimous approval of the members.

A draft copy of the Altered Articles of Association (AOA) of the Company 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 venue of the meeting.

Disclosure of Interest of Directors and Others, as required under Section 102(1) read together with the Proviso to Section 102(2) of the Companies Act, 2013:

None of the directors (*except in capacity of members*), the key managerial personnel or their relatives are deemed to be personally concerned or interested, financially or otherwise in passing the resolution.

ITEM NO. 2

APPROVAL FOR PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES AND/OR OTHER DEBT INSTRUMENTS:

The members are informed that 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 exceeding the limits prescribed in Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such non-convertible debentures issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

In order to augment the resources of the Company and for general corporate purposes and/or such other purposes as may be determined, the Company may invite subscription for non-convertible debentures including bond by way of External Commercial Borrowings ("ECB") ((a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, (f) market linked debentures and/or (g) any others (as may be determined) to be issued by the Company ("NCDs" or "Debentures"), 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 any premium or

discount) 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:

PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION	<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, or market linked 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>
KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED	<p>NCD's or Debentures</p> <p>The NCDs will be offered/issued either at par or at a 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 time of the respective issue.</p>
BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	<p>Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are NCD's or Debentures 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).</p> <p>A redemption premium may also be payable on the NCDs, which shall be determined in accordance with the manner prescribed in the transaction documents in relation to the issue of such NCDs.</p>
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	<p>Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.</p>

AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	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.
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	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 issuance of NCD's or Debentures by the Company from time to time and they are requested to authorize the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include Borrowing & Investment Committee ("Committee") of the Board) to issue such NCD's or Debentures during the year on private placement basis up to INR 1000,00,00,000 (Indian Rupees One Thousand Crore) as stipulated above, in one or more tranches.

The Board of Directors recommends the resolution set out at Item No. 2 of the accompanying notice, for the approval of the members of the Company by way of a Special Resolution.

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.

ITEM NO. 3

TO CONSIDER AND APPROVE THE INVESTMENT LIMIT OF THE COMPANY UPTO INR 1000 CRORES.

The members are proposed to pass resolution at item no.32 in suppression of earlier resolutions passed by the members of Company on June 28, 2024, regarding to grant loans advances, provide guarantees, security and make investments in terms of section 186 of the Companies Act, 2013 and rules made thereunder.

In resolution at item no. 3 of this notice, members are informed that the Company wishes to maintain adequate liquidity and to be well placed in terms of treasury buffer so as to don't loose on disbursement momentum projected for coming years.

Therefore, the members are requested to authorize the Board of Directors ("Board") and/or Borrowing & Investment Committee ("Committee") to make investments or to grant loans or giving of guarantee(s) or provide any security(ies) to any bank, financial institutions or any lending institutions, firms, proprietorship concern, body corporate or persons up to the limit of INR 1000,00,00,000 (Indian Rupees One Thousand Crores), in one or more trenches, and on such terms and conditions as may be considered suitable by the Board in the interest of the company.

The Board of Directors recommends the resolution set out at Item No. 3 of the accompanying notice, for the approval of the members of the Company by way of a Special Resolution.

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.

For **NAMDEV FINVEST PRIVATE LIMITED**



NAME:
DESIGNATION:
MEMBERSHIP NO

SAKSHI SHARMA
COMPANY SECRETARY
25396

Date: 29.03.2025

Place: Jaipur

**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, April 7th 2025 at 11.00 am at the Registered office of the company 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, April 7th 2025 at 11.00 am at the Registered office of the company 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

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**

