

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF VARASHAKTI HOUSING FINANCE PRIVATE LIMITED FOR FY2020-21 WILL BE HELD AT SHORTER NOTICE THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) ON MONDAY, DECEMBER 28TH, 2020 AT 11.00 A.M. IN ACCORDANCE WITH THE APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH MCA GENERAL CIRCULAR NOS. 14/2020, 17/2020, 22/2020 AND 33/2020 DATED APRIL 8TH, 2020, APRIL 13TH, 2020, JUNE 15, 2020 AND SEPTEMBER 28, 2020 RESPECTIVELY, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

1. To consider and approve the issue of Equity Shares on Preferential basis:

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 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Memorandum and Articles of Association of the Company and subject to Statutory/Regulatory approvals, if any, the consent of the Shareholders be and is hereby accorded to the Board to create, issue, offer and allot 40,00,000 (Forty Lakhs only) Equity shares of the Company of the face value of Rs. 10 (Rupees Ten) per share at a price of Rs. 20 (Rupees Twenty) per share (including a premium of Rs. 10 per share) aggregating to Rs. 8,00,00,000/- (Rupees Eight Crore only) to the following persons as identified by the Board of Directors of the Company on preferential allotment/private placement basis and the same may be issued with an option to apply for shares in multiple tranches within one year of passing this Special Resolution:

Names of the proposed subscribers	No. of Equity shares	Amount (in Rs.)
Mr C V Sankar	30,000	6,00,000
Ms Bindu Sridhar	5,00,000	1,00,00,000
Ms Kamini Dandapani	2,50,000	50,00,000
M/s Kalpathi Investments Private Limited	5,00,000	1,00,00,000
M/s Kalpataru Ventures Private Limited	2,00,000	40,00,000
Mr J Raghunathan	20,000	4,00,000
M/s Sahasankha Advisory and Consulting Services Private Limited	25,00,000	5,00,00,000
Total	40,00,000	8,00,00,000



RESOLVED FURTHER THAT pursuant to Section 62(1)(c) of the Companies Act, 2013, the Share Valuation report dated September 22,2020 obtained by the Company from M/s Systematix Corporate Services Limited (a Category I Merchant Banker registered with SEBI vide Registration Number - INM000004224) for determination of the share value of the Company at Rs.20 per share as at June 30, 2020 be and is hereby taken on record.


RESOLVED FURTHER THAT the Equity shares proposed to be issued and allotted pursuant to this resolution shall rank pari-passu with the existing equity shares of the Company in all respects."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to proceed for issue and allotment of the shares, issue of Offer Letter, Share Certificates and other necessary papers, documents or letters in accordance with the Companies Act, 2013."

By Order of the Board
For Varashakti Housing Finance Private Limited

Date : December 17, 2020
Place : Chennai




Sridevi Surender
Company Secretary
Membership No. A20212

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its aforementioned circulars (collectively referred to as 'MCA Circulars') permitted holding of the Extraordinary General Meeting ('EGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act') and MCA Circulars, the EGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-EGM'.
2. The deemed venue for the first e-EGM shall be the Registered Office of the Company at New No. 33, Old No. 14, 48th Street, 9th Avenue, Ashok Nagar, Chennai - 600083
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In accordance with the MCA Circulars, the Registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
5. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
6. Statement to be made pursuant to Section 102 of the Companies Act, 2013 for the Special Business is being annexed hereto.
7. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution, authorizing their representative to attend and vote on their behalf at the Meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE FIRST EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY FOR FY 2020-21

Item 1: Issue of Equity Shares on Preferential basis

The Members are informed that the Board of Directors had, at their meeting held on December 17, 2020, recommended the resolution for raising funds up to Rs. 8,00,00,000 (Rupees Eight crore only) by way of issue of 40,00,000 (Forty Lakhs only) Equity shares of the Company of the face value of Rs. 10 (Rupees Ten) per share on preferential allotment/private placement basis, at a price of Rs. 20 (Rupees Twenty) per share (including a premium of Rs. 10 per share) to strengthen the capital base of the Company, to be passed as Special Resolution by its members.

As per Section 62 of the Companies Act, 2013, for issue of shares to persons other than the existing shareholders, the approval of shareholders in general meeting by passing a special resolution is required. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42 & 62 and all other applicable provisions of the Companies Act, 2013, read with the Rules made there under, for the issue of 40,00,000 (Forty Lakhs only) Equity shares of the Company of the face value of Rs. 10 (Rupees Ten) per share on preferential allotment/private placement basis, at a price of Rs. 20 (Rupees Twenty) per share (including a premium of Rs. 10 per share) aggregating to Rs. 8,00,00,000/- (Rupees Eight Crore only) and to offer and allot the Equity Shares to eligible investors entitled to subscribe on a preferential allotment/ Private placement basis on the terms and conditions set out as under.

The following information is being furnished to the shareholders in terms of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014:

- i. **Objects of the issue**
The object of the proposed issue is to augment the share capital of the Company in order to achieve its business objectives.
- ii. **The total number of shares or other securities to be issued:**
The Company proposes to issue 40,00,000 (Forty Lakhs only) equity shares on preferential basis.
- iii. **Price at which the allotment is proposed:**
The price per share is fixed at Rs.20/- (including a premium of Rs. 10 per share) as determined by way of Valuation Report.





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iv. **Basis on which the price has been arrived at along with report of the registered valuer:**

The Share value is arrived at on the basis of Valuation done by M/s Systematix Corporate Services Limited (a Category I Merchant Banker registered with SEBI vide Registration Number – INM000004224). The relevant Valuation Report has been obtained. A copy of the same is available for inspection.

v. **The Relevant date with reference to which the price has been arrived at:**

The price of the shares has been determined as at June 30, 2020 based on the valuation report issued on September 22, 2020.

vi. **Class and classes of person to whom the allotment is proposed to be made:**

The Company proposes to allot shares to a few Existing Shareholders and a new investor M/s Sahasankha Advisory and Consulting Services Private Limited on a preferential basis from whom interest has been received for subscribing to the shares of the Company.

vii. **Intention of the Promoters/Directors/Key Management Personnel to subscribe to the offer:**

Mr C V Sankar, Promoter and Managing Director has expressed interest to subscribe to 30,000 shares.

viii. **The proposed time within which the allotment shall be completed:**

The Proposed allotment is expected to be completed within 12 months from the date of the Special Resolution as permitted under Rule 13 of Companies (Share Capital and Debentures) Rules, 2014.

ix. **Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Name of the Allottees	Pre-Issue Holding	No. of Equity shares to be allotted	Post Issue Holding	Post Issue Holding %
Mr C V Sankar	4,50,000	30,000	4,80,000	2.79%
Ms Bindu Sridhar	5,00,000	5,00,000	10,00,000	5.81%
Ms Kamini Dandapani	5,00,000	2,50,000	7,50,000	4.36%
M/s Kalpathi Investments Private Limited	25,00,000	5,00,000	30,00,000	17.44%
M/s Kalpataru Ventures Private Limited	10,00,000	2,00,000	12,00,000	6.97%
Mr J Raghunathan	1,00,000	20,000	1,20,000	0.70%
M/s Sahasankha Advisory and Consulting Services Private Limited	-	25,00,000	25,00,000	14.53%



- x. Change in control, if any, in the company that would occur consequent to the preferential/ Private Placement offer:
There will be no change in control of the Company.
- xi. 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: Nil
- xii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:
Not relevant as all the shares are proposed to be issued for cash.
- xiii. The pre issue and post issue shareholding pattern of the company in the following format:

S. No.	Category	Pre issue		Post Issue	
		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
A	Promoters' holding:				
1	Indian:				
	Individual	15,05,000	11.40	22,85,000	13.28
	Bodies Corporate	5,00,000	3.79	30,00,000	17.44
	Others (Trust)	71,00,000	53.76	71,00,000	41.27
	Sub -Total	91,05,000	68.95	1,23,85,000	71.99
2	Foreign Promoters	-	-	-	-
	Sub -Total (A)	91,05,000	68.95	1,23,85,000	71.99
B	Non- Promoters' holding:				
1	Institution Investors	-	-	-	-
2	Non - Institution:	-	-	-	-
	Private Corporate Bodies	30,00,000	22.72	35,00,000	20.34
	Indian Public	1,00,000	0.76	1,20,000	0.70
	Other (NRIs)	-	-	-	-
	Others (Residents)	-	-	-	-
	Others	10,00,000	7.57	12,00,000	6.97
	Sub -Total (B)	41,00,000	31.05	48,20,000	28.01
	GRAND TOTAL	1,32,05,000	100	1,72,05,000	100

As it is proposed to issue and allot the aforesaid securities on preferential basis, special resolution is required to be passed by the members of the company pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013.



None of the Directors or Key Managerial Personnel and their relatives, except Mr C V Sankar, Managing Director, are concerned or interested, financially or otherwise, in the resolution. The Board recommends the Special resolution set forth in Item no.1 for the approval of the members.

By Order of the Board
For Varashakti Housing Finance Private Limited

Date : December 17, 2020
Place : Chennai




Sridevi Surender
Company Secretary
Membership No. A20212