



Extraordinary General Meeting

NOTICE

Notice is hereby given that an Extraordinary General Meeting ("EGM") of the Shareholders of Sasvitha Home Finance Limited ("the Company") will be held on 26th day, the November, 2021 at 4:00 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following businesses:

SPECIAL BUSINESS:

ITEM NO. 1

ISSUE OF EQUITY SHARES THROUGH PRIVATE PLACEMENT

To consider and if thought fit to pass with or without modification the following resolution as a special resolution:

1. **RESOLVED THAT** pursuant to the provisions of section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time ("Act") and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents

SASVITHA HOME FINANCE PRIVATE LIMITED

Corporate Office: "Sathguru Complex", 1st Floor, No. 640, Anna Salai, Nāhdanān, Chennai - 600 035. ☎: +91 44 - 2431 3454 | 2434 4548

CIN No. U65999TN2017PTC117189 | GST No. 33AAYCS8440H1ZT



as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any other regulatory authorities which may be accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, subject to the articles of association of the Company, the consent of the Members be and is hereby accorded to create, offer, issue and allot upto 80,00,000 (Eighty Lakhs Only) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each at the issue price of Rs. 25/- (Rupees Twenty Five only) including a premium of Rs. 15/- (Rupees Fifteen Only) aggregating to maximum of Rs. 20,00,00,000 (Rupees Twenty Crores Only) to the following persons ("Investors"), in accordance with the applicable laws, for consideration in cash under "Non-Promoter Category" by way of preferential allotment on a private placement basis

1. 1 Mr. Y Meera Reddy
2. Mr. Y.Sreeven Reddy
3. Ms. A.Prathima
4. Ms. N.Sailaja Reddy
5. Ms. Jagabadi Chandrika
6. Mrs. Manisha Chordia



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7. Mr.Ivan Aloysius Fernandaz

RESOLVED FURTHER THAT the private placement offer cum application letter recorded as Form PAS-4 ("**Offer Letter**") for the issue of upto 80,00,000 (Eighty Lakhs Only) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each at the issue price of Rs. 25/- (Rupees Twenty Five only) including a premium of Rs. 15/- (Rupees Fifteen Only) aggregating to maximum of Rs. 20,00,00,000 (Rupees Twenty Crores Only), on a preferential basis by way of private placement as placed before the Meeting, be and is hereby approved for issue to the Investors after recording the names in PAS 5 Form.

RESOLVED FURTHER THAT monies received by the Company from the Investors as share application monies to allot Equity shares, pursuant to the Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with section 42 of the Act.

RESOLVED FURTHER THAT the Equity shares shall rank *pari passu* with the existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Directors be and are hereby severally authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Equity shares under the Offer and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of



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Equity share and the utilization of the issue proceeds for the purpose as stated in the Offer Letter.

RESOLVED FURTHER THAT the Board is hereby authorized to identify and approve the other investors as may be identified by the Board from time to time, to allot shares and to do such acts, deeds and things to complete the private placement issue.

RESOLVED FURTHER THAT the Board is hereby authorized and conferred with powers by this resolution for the purposes of :

- i. signing and sending the relevant Offer Letter to the Investors;
- ii. making all applications/filings to the appropriate authorities and to appoint any professional advisors, bankers, consultants;
- iii. to settle all such questions, difficulties or doubts that may arise in relation to the offer/Issue, allotment and utilisation of the proceeds and to finalise and execute all documents and writings as may be necessary, proper, desirable or expedient in implementation of this resolution; and
- iv. to sign or affix Digital signature and file relevant e-forms and documents with the Statutory authorities including Registrar of Companies, Chennai."

ITEM NO. 2

APPROVAL OF SHAREHOLDERS AGREEMENT OF THE COMPANY

To consider and if thought fit to pass with or without modification the following resolution as a special resolution:



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“RESOLVED THAT pursuant to the provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), and subject to such terms, conditions, amendments or modifications if any, and in accordance with any other applicable laws/acts as may be required, the Shareholders Agreement as placed before the Meeting be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the Shareholders Agreement, its execution and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

ITEM NO. 3

ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit to pass with or without modification the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, and subject to such terms, conditions, amendments or modifications if any, as may be required by any statutory bodies and any other appropriate authorities, the consent of the shareholders of the Company be and is hereby accorded for altering the Articles of Association in line with

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Shareholders Agreement proposed to be entered/executed among Company, Promoters and Investors;

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution."

By Order of the Board
For Sasvitha Home Finance Limited



Balachandran M.
Chairman

Place:Chennai

Date:03 /11/2021

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Notes:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circular dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of EGM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue. In compliance with the said provisions the EGM of the Company is being held through VC/OAVM.
2. Since this EGM is being held through VC/OAVM, the facility for appointment of proxies by the Members will not be available for this meeting. Hence the proxy forms and attendance slips are not attached to this Notice.
3. Members are also requested to provide their email ID, or otherwise notify changes in the email ID, if there is any to which the Company could forward all communications, notices and copies of accounts.
4. Corporate Members are requested to send duly certified true copies of Board resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the EGM. (Mail ID : cs@sasvithahome.com)
5. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to special business is annexed hereto.

INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

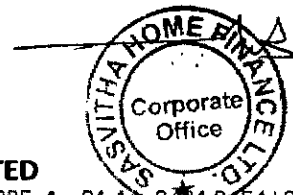
1. Shareholders shall attend the EGM through VC/OAVM through Zoom application by clicking on the link below:

[CLICK HERE TO JOIN](#)

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<https://zoom.us/j/6469840956>

The said link will be shared to your registered email address for the convenience of the Shareholders joining the meeting. Shareholders may please note that the link is confidential and should not be shared with anyone.

2. Facility for joining the meeting will be open 15 minutes before and after the scheduled time of commencement of Meeting.
3. Shareholders are encouraged to join the Meeting through laptops/IPads for better experience instead of Mobile devices. It is recommended to use stable WiFi or LAN connection to mitigate any kind of technical glitches during the Meeting.
4. Further, Shareholders will be required to allow camera and use the internet with a good speed to avoid any disturbance during the meeting.
5. Shareholders who would like to express their views or ask questions during the meeting may do so by unmuting themselves when called upon by the Chairman. Please note sufficient time will be provided for all the shareholder to express their views in the Meeting.

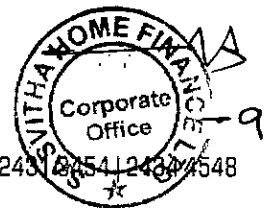
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Private Placement is one of the cost effective sources for raising of funds by the Company. In order to cope with the business plan and profit projections for the financial year 2020-2021 it is proposed that the Company's capital base be increased by issue of equity shares of upto 80,00,000 (Eighty Lakhs Only) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each at the issue price of Rs. 25/- (Rupees Twenty Five only) including a premium of Rs. 15/- (Rupees Fifteen Only) aggregating to a maximum of Rs. 20,00,00,000 (Rupees Twenty Crores Only) to certain identified investors on a private

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placement basis on such terms and conditions as are specified in the Private Placement Offer cum Application Letter.

The Board at its meeting held on 3rd November, 2021 has, subject to the approval of the members of the Company, approved the issue of the aforesaid equity shares to certain identified investors on private placement basis.

Section 42 of the Companies Act, 2013 read with rules framed thereunder provides that a company which intends to make a private placement should obtain approval of its shareholders by means of a special resolution before making an offer or invitation for subscription.

The approval of the members is being sought by way of a Special Resolution to enable the Company to raise funds by way of creation, offer, issuance and allotment of equity shares, on a private placement basis, for an amount of maximum Rs. 20,00,00,000 (Rupees Twenty Crores Only), in one tranche, with the authority to the Board of Directors to determine the terms and conditions, including the issue price of the equity shares.

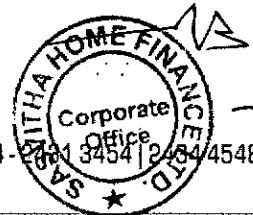
Disclosures required to be made in accordance with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are set out below:

1. Object of the Issue : The proceeds of the Issue are proposed to be used to supplement funding the company's business operations.
2. Total number of securities to be issued : upto 80,00,000 (Eighty Lakhs Only) Equity Shares
3. Price at which the allotment is proposed : Rs. 25/- per share (Rupees Twenty Five only) including a premium of Rs. 15/- (Rupees Fifteen Only)
4. Relevant date with reference to which the price has been arrived at: 31st March 2021
5. The class or classes of persons to whom the allotment is proposed to be made: Individuals

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6. Intention of promoters, directors or key managerial personnel to subscribe to the offer:

No intention to subscribe to this offer

7. Proposed time within which the allotment shall be completed: 12 months. However, on receipt of money, allotment shall be done as per section 42(6) of the Companies Act, 2013 i.e., within 60 days from the date of receipt of amount

8. The names of the proposed allottees and the percentage of post private placement capital that may be held by them:

S.No.	Name	No of shares	% of post preferential offer capital
1.	Mr. Y Meera reddy	20,00,000	6.65%
2.	Mr. Y.Sreeven Reddy	2,00,000	0.66%
3.	Ms. A.Prathima	8,00,000	2.66%
4.	Ms. N.Sailaja Reddy	6,00,000	1.99%
5.	Ms. Jagabadi Chandrika	4,00,000	1.33%
6.	Mrs. Manisha Chordia	32,00,000	10.64%
7.	Mr. Ivan Aloysius Fernandaz	8,00,000	2.66%

9. The change in control, if any, in the company that would occur consequent to the private placement: Not Applicable

10. The number of persons to whom allotment on preferential basis/ private placement/ rights has already been made during the year, in terms of number of securities as well as price: Nil

11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer : Not Applicable

12. Amount to be raised : Maximum Rs. 20,00,00,000 (Rupees Twenty Crores Only)

13. Date of Board Resolution : 3rd November, 2021

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14. Basis or justification of the price at which the offer or invitation is being made : The equity shares are being issued at a fair price at a premium of Rs. 15/- (Rupees Fifteen Only) on the basis of Valuation Report submitted by a registered valuer.

15. Name and address of valuer who performed valuation : Mr. Nagalingam Muthiah, Partner Pratapkaran Paul & Co, Chartered Accountants, Gems Court, B-8 & C-6, 25/14, Khader Nawaz Khan Rd, Nungambakkam, Chennai, Tamil Nadu - 600006, IBBI/RV/06/2018/10496, ICAI M No. 211326

16. Material terms of equity shares : Pari pasu with existing shares

17. Principle terms of assets charged as securities : Not applicable

18. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects : None

19. Proposed time schedule / time within which the allotment shall be completed : Within 60 days from the date or receipt of Subscription Amount.

20. The pre-issue and post-issue shareholding pattern of the company:

Sr. 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	34,03,300	15.41	34,03,300	11.31
	Bodies Corporate				
	Other (Corporate Body - State Government)				
	Sub Total	34,03,300	15.41	34,03,300	11.31
2	Foreign Promoters				
	Sub-Total(A)	34,03,300	15.41	34,03,300	11.31
B	Non-Promoters' holding				

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1	Institutional Investors				
2	Non-Institution				
	Private Corporate Bodies	250,000	1.13	250,000	0.83
	Directors and Relatives				
	Indian Public	1,84,35,811	83.46	2,56,35,811*	85.20
	Non-Resident Indian			8,00,000*	2.66
	Sub-Total (B)	1,86,85,811	84.59	2,66,85,811	88.69
	Grand Total(A+B)	22089111	100.00	3,00,89,111	100.00

*includes 80,00,000 Equity shares to be issued to prospective investors

The Board of Directors recommend the resolution for the approval of Members.

None of the Directors, key managerial personals and their relatives are interested in this resolution except as members of the Company.

Item No. 2

As the Company is proposing to issue shares through private placement to new investors the investors are keen to set out their rights and obligations in a Shareholders Agreement binding the Company and the Promoters. Accordingly, a Shareholders Agreement has been drafted engaging professionals and is ensured by the Management that the clauses agreed upon are not detrimental to the interest of the Company and Shareholders by carefully reviewing it, that is attached herewith. The new investors will be acquiring in aggregate 26.59 % shareholding of the Company, subject to applicable

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law and regulation, as per the terms defined in the SHA. In view of the above, the approval of the Shareholders is sought for execution of the Shareholders Agreement.

The Board of Directors recommend the resolution set out in the Notice for the approval of Members.

None of the Directors, key managerial personals and their relatives are interested in this resolution except as members of the Company.

Item No. 3

The Members are informed that the Company and Investors have agreed to enter into Share Holders Agreement ("SHA"). The Investors will be acquiring in aggregate 26.59 % shareholding of the Company, subject to applicable law and regulation as per the terms defined in the SHA. In view of the above, it is proposed to amend / alter the existing Articles of Association of the Company so as to incorporate the relevant provisions of the said Shareholders Agreement into the Articles of the Company, to adopt new set of Articles of Association in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, amendment of Articles of Association requires approval of shareholders by way of special resolution

The Board of Directors recommend the resolution set out in the Notice for the approval of Members.

None of the Directors, key managerial personals and their relatives are interested in this resolution except as members of the Company.

KEY TO YOUR DREAM HOME



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