



Nestavia Home Finance Private Limited

NOTICE OF THE 2ND ANNUAL GENERAL MEETING

SCHEDULED ON FRIDAY, 22ND MAY 2026

Your Key to a Brighter Future

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Second Annual General Meeting of the Members of NESTAVIA HOME FINANCE PRIVATE LIMITED will be held on Friday, 22nd May 2026 at 10.00 AM at the registered office of the Company at Unit 005-Cowrks, 2nd Floor, 2nd Wing, Sterling Technopolis, No. 4/293, Old Mahabalipuram Road, Perungudi, Chennai – 600096, Tamil Nadu, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report and the Audited Profit and Loss Account for the year ended 31st March 2026 and the Balance Sheet as on that date and the Report of the Auditors thereon.

SPECIAL BUSINESS:

2. To authorize the Company to borrow money from Banks/Financial Institutions:

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

“RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of any financial facility including term loans, cash credit, working capital demand loan, overdraft facility, corporate credit cards, bank guarantee etc. and also through the issuance of debentures, commercial paper, or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company's business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (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, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to INR 2,50,00,00,000/- (Rupees Two Hundred and Fifty Crores Only) over and above the aggregate, of the paid-up share capital and free reserves of the Company;

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Board of Directors of the Company to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature and kind whatsoever as may be necessary on such of the moveable or immoveable assets and properties of the Company wherever situated, both present and future, including where such assets and properties constitute the whole or substantially the whole of the undertaking of the Company, in such manner as the Board of Directors may direct, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, and other bodies corporate (hereinafter referred to as the "Lending Agencies") to secure the due payment of the principal together with interest, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of borrowings availed of from such Lending Agencies of an outstanding aggregate value not exceeding INR 2,50,00,00,000/- (Rupees Two Hundred and Fifty Crores Only).

RESOLVED FURTHER THAT the Executive Directors of the Company be and is hereby authorized to accept the said sanction letters from Lending Agencies, sign the agreements, if any, and all such documents and writings on behalf of the Company, and the Company Secretary of the Company be and is hereby authorized to file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

3. To amend the Articles of Association 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 Section 14 and other applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the company be and are hereby altered in the following manner:

1. After Article I (m), the following be inserted as Article I (n), (o), (p) and (q),

n) 'Beneficial Owner' means a person or persons whose name is recorded as such with a depository.

o) 'SEBI' means the Securities and Exchange Board of India.

p) 'Depository' means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992.

q) 'Security' means such security as may be specified by SEBI from time to time.

and existing Article I (n) and I (o) be renumbered as I (r) and I (s).

2. Existing Article II (2) of 'Share Capital and Variation of rights' be deleted and the following Articles be renumbered accordingly;
3. Existing Article II (3) of 'Share Capital and Variation of rights' be amended as follows:
"The provisions of Articles II (1) shall mutatis mutandis apply to debentures of the Company."
4. Existing Article II (27) of 'Transmission of Shares' be deleted and the following Articles be renumbered accordingly;
5. After existing Article II (38) of 'Alteration of Capital', the following be inserted and numbered accordingly in line with the previous deletions:

"ALLOTMENT OF SHARES: *Company can issue and allot securities as prescribed under Companies Act, 2013 read with the relevant rules made there under and includes the following:*

- a. *Private Placement under section 42 including but not restricted to Preferential Allotment 62 (1) (c);*
 - b. *Rights Basis under section 62 (1) (a);*
 - c. *Employees' Stock Option under 62 (1) (b);*
 - d. *Bonus Shares under section 63;*
- And any guidelines as may be laid down in this regard, from time to time."*

6. Existing Article II (48) of 'Proceedings at General Meeting' be deleted and the following Articles be renumbered accordingly;
7. Existing Article II (76) of 'Proceedings of the Board' be deleted and the following Articles be renumbered accordingly;
8. Existing Article II (79) of 'The Seal' be deleted and the following Articles be renumbered accordingly;

9. Existing Article II (92) of “Others” be reclassified as per the format of INC-34 (e-Articles of Association) to be filed with the Registrar of Companies;

"RESOLVED FURTHER THAT the Articles of Association of the Company, incorporating the above-mentioned amendments, be filed with the Registrar of Companies in accordance with the format of INC-34 (e-Articles of Association) prescribed on the MCA Portal, and that the revised article numbers as appearing in INC-34 shall be treated as final."

By order of the Board
For **Nestavia Home Finance Private Limited**

Aruna V
Chief Compliance Officer & Company Secretary
CS Membership No. 30387

Date: 30th April 2026

Place: Chennai, Tamil Nadu

Notes:

1. Ms. Nivedita Haran, Independent Director of the Company was appointed as the Chairperson of the Company by the Board of Directors with effect from 23rd October 2025. As per the Articles of Association of the Company, the Chairperson of the Company shall chair the General Meetings. Hence, Ms. Nivedita Haran will chair the meeting and in her absence, the Directors present shall elect among themselves as the Chairperson and in their absence, the members present shall choose one of the members to be the Chairperson for the meeting.
2. A Member of the Company who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company.
3. Instrument of proxies, in order to be effective, must be received at the company's registered office not later than 48 (Forty-Eight) hours before the commencement of the meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business as given in the notice is annexed.
5. All documents referred to in the accompanying notice and the statement shall be open for inspection at the registered office of the company during normal business hours from 11 A.M. to 1 P.M. on all working days, up to and including the date of the annual general meeting of the company and will also be available for inspection at the meeting.
6. The route map to the venue of the meeting is attached below.
7. Members are requested to hand over the attendance slips over at the entrance of the hall (the format is herewith attached along with this notice) or sign the Attendance Register kept thereat.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following Explanatory Statement sets out all the material facts relating to the Special Business of the accompanying notice.

ITEM NO. 2

To authorize the Company to borrow money from Banks/Financial Institutions:

The Company in order to conduct its business operations effectively, expand the business, meet the working capital expenses, and for general corporate purposes, in line with its annual business plan, would need to borrow money from Banks/Financial Institutions. Section 179(3)(d) of the Company's Act, 2013 empowers the Board of Directors to authorize the Company to borrow money subject to the provisions of Section 180(1)(c) of the Act, which requires the approval of the Shareholders through a Special Resolution in case of proposed borrowings exceed the paid-up share capital and free reserves.

The Company hereby proposes to borrow money from Banks/Financial Institutions not exceeding an amount of INR 250 Crores as per the planned financial projections. Accordingly, the Board recommends the approval of members for passing of the resolution set out in Item No. 2 of the Notice as a ***Special Resolution***. None of the Directors, Key Managerial Personnel (KMP), or their relatives are concerned or interested, financially or otherwise, in this resolution.

ITEM NO: 3

To amend the Articles of Association of the Company:

Pursuant to the Ministry of Corporate Affairs' (MCA) notification no. G.S.R. 802(E) dated 27th October 2023 and Rule 9B of the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2023, requiring all private limited companies to mandatorily dematerialize its securities, the Company has dematerialized all the shares and hence the requirement of physical share certificate is dispensed with. However, the existing Articles of Association of the Company provides provisions with respect to physical share certificates under Article II 2 & 3. Further provisions regarding one person company are present under Article II- 27, 48 and 76 which are irrelevant to the Company being a private limited company and the concept of common seal being not followed under the Companies act, 2013, is provided under Article II- 79.

The proposed amendment is aimed at ensuring better clarity and operational efficiency. The revised AOA is available for inspection by members at the Registered Office of the Company

during business hours on all working days (except Saturdays, Sundays, and public holidays) up to the date of the Annual General Meeting.

Accordingly, the Board recommends the approval of members for passing of the resolution set out in Item No. 3 of the Notice as a ***Special Resolution***. None of the Directors, Key Managerial Personnel (KMP), or their relatives are concerned or interested, financially or otherwise, in this resolution.

By order of the Board
For **Nestavia Home Finance Private Limited,**

Aruna V
Compliance Officer & Company Secretary
(CS Membership No. 30387)
Date: 30th April 2026
Place: Chennai, Tamil Nadu

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U64920TN2024PTC174499
Name of the company: Nestavia Home Finance Private Limited
Registered office: Unit 005-Cowrks, 2nd Floor, 2nd Wing, Sterling Technopolis, No4/293 Old Mahabalipuram Road, Perungudi, Chennai - 600096, Tamil Nadu, India

Name of the member(s):
Registered address:
E-mail Id:
Folio No / Client Id:
DP ID:

I / We, being the member(s) of..... shares of the above-named Company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:, or failing him

2. Name:
Address:
E-mail Id:
Signature:, or failing him

3. Name:
Address:
E-mail Id:
Signature:

As my/ our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company, to be held on the May 22, 2026 at 10:00 A.M. at

the Registered Office of the Company situated at Unit 005-Cowrks, 2nd Floor, 2nd Wing, Sterling Technopolis, No. 4/293, Old Mahabalipuram Road, Perungudi, Chennai - 600096, Tamil Nadu, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. To receive, consider and adopt the Directors' Report and the Audited Profit and Loss Account for the year ended 31st March 2026 and the Balance Sheet as on that date and the Report of the Auditors thereon.
2. To authorize the Company to borrow money from Banks/Financial Institutions.
3. To amend the Articles of Association of the Company.

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

CIN: U64920TN2024PTC174499

Name of the company: Nestavia Home Finance Private Limited

Registered office: Unit 005-Cowrks, 2nd Floor, 2nd Wing, Sterling Technopolis, No. 4/293, Old Mahabalipuram Road, Perungudi, Chennai - 600096, Tamil Nadu, India

Type of Meeting: Annual General Meeting

Date of the Meeting: May 22, 2026

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DPID:

No. of shares held:

I certify that I am a registered shareholder / proxy for the registered Shareholder of the Company and hereby record my presence at the Annual General Meeting of the Company on May 22, 2026 at 10:00 A.M. at the Registered Office of the Company situated at Unit 005-Cowrks, 2nd Floor, 2nd Wing, Sterling Technopolis, No. 4/293, Old Mahabalipuram Road, Perungudi, Chennai - 600096, Tamil Nadu, India.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

LOCATION OF THE MEETING

The route map to the venue is given below:

