Nestavia Home Finance Private Limited

NOTICE OF THE 1ST ANNUAL GENERAL MEETING

PROPOSED TO BE SCHEDULED ON FRIDAY, 16TH MAY 2025

+91-44-46065151

Nestavia Home Finance Private Limited
Unit 005 - Cowrks, 2nd Floor, 2nd Wing, Sterling
Technopolis, No. 4/293, OMR, Perungudi,
Chennai - 600096.

www.nestaviahomefin.com
contactus@nestaviahomefin.com
CIN No. U64920TN2024PTC174499
GST No. 33AAJCN9653N1ZR

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the first Annual General Meeting of the Members of NESTAVIA HOME FINANCE PRIVATE LIMITED will be held on Friday, 16th May 2025 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 2025 and the Balance Sheet as on that date and the Report of the Auditors thereon.
2. Appointment of Statutory Auditors and fixing their remuneration thereon. The retiring Auditors M/s. **N C Rajagopal & Co., Chartered Accountants (Firm Registration No.: 003398S)** are eligible for re-appointment.

SPECIAL BUSINESS:

3. **To approve the increase in the Authorized Share Capital of the company and consequent amendment to the Memorandum of Association:**

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

"**RESOLVED THAT** pursuant to Section 61(1)(a), 64 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) thereto or re-enactment thereof for the time being in force, the Authorized Share Capital of the Company be and is hereby increased from INR 30,00,00,000/- (Indian Rupees Thirty Crores Only) consisting of 3,00,00,000 (Three Crores) Equity Shares of face value INR 10/- (Indian Rupees Ten Only) each to INR 1,00,00,00,000/- (Indian Rupees One Hundred Crores Only) consisting of 10,00,00,000 (Ten Crores) Equity Shares of face value INR 10/- (Indian Rupees Ten Only) each;

RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactment thereof), the consent of the Shareholders of the Company be and is hereby accorded for the alteration of the existing Clause V of the Memorandum of Association of the Company by deleting the same and substituting in its place and stead, the following new Clause V:

"The Authorised Share Capital of the Company is INR 1,00,00,00,000/- (Indian Rupees One Hundred Crores Only) consisting of 10,00,00,000 (Ten Crores) Equity Shares of face value INR 10/- (Indian Rupees Ten Only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters as may be required in connection with the aforesaid resolutions, including signing and filing the required e-forms with the Registrar of Companies (ROC) and execution of any documents on behalf of the Company."

4. **<u>To approve appointment of Mr. Vaideswaran V (DIN: 08164262), as an independent director of the company:</u>**

To consider and if thought fit to pass with or without modification(s) the following resolution as an **<u>Ordinary Resolution</u>**:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 read with relevant Rules and based on the recommendation of Board, Mr. Vaideswaran V (DIN: 08164262), be and is hereby appointed as an Independent Director of the Company with effect from May 16, 2025 for a term of 5 (Five) years at such terms and conditions as may be decided by the Board or a duly constituted Committee thereof, from time to time;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution."

5. **<u>To authorize the Company to borrow money from Banks/Financial Institutions:</u>**

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

"**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 loans, financial facility, 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 50,00,00,000/- (Rupees 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 50,00,00,000/- (Rupees Fifty Crores Only).

RESOLVED FURTHER THAT the Board of 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 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."

6. **<u>To authorize the further issuance of Class A- Fully paid-up Equity shares by Preferential Allotment:</u>**

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

"RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 and Rule 13 Companies (Share Capital and Debentures) Rules, 2014 read with Section 42 of the Act, and Rule 14 Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors to issue, offer and allot 4,63,00,000 (Four Crores Sixty Three Lakhs Only) Class A- Fully Paid-up Equity Shares of face value of INR 10/- (Rupees Ten only) in one or more tranches as decided by the Board of Directors on preferential allotment basis, at an issue price of INR 10/- (Rupees Ten only) per Equity Share aggregating to INR 46,30,00,000/- (Rupees Forty Six Crores Thirty Lakhs only) to the subscribers as identified by the Board of Directors;

RESOLVED FURTHER THAT the Equity Shares to be issued pursuant to this resolution shall be issued in Dematerialised form and in subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing Equity Shares of the Company in all respects;

RESOLVED FURTHER THAT the Preferential allotment offer cum application letter for the subscription of Equity Shares of the Company in Form PAS-4 be and is hereby approved and Mr. Suchindran VG (DIN: 10828949), Managing Director and CEO of the Company be and is hereby authorized to issue the Preferential allotment offer cum application letter to the subscribers as recorded in PAS-5 for subscription of the said Equity Shares;

RESOLVED FURTHER THAT the monies received by the Company from the Subscribers for application of Equity Shares offered pursuant to this preferential allotment shall be kept by the Company in a bank account maintained by the Company with IDFC First Bank Limited, KRM TOWER Branch, Harrington Road, Chetpet and shall be utilized by the Company in accordance with the provisions of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Suchindran VG (DIN: 10828949), Managing Director and CEO of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, deciding the offer period, circulation of letter of offer to the proposed allottees, preparing, signing, executing, and filing of various documents/ e-forms with the Registrar of Companies (ROC) and other appropriate authorities without being required to seek any further consent or approval of the members or otherwise."

7. **To authorize the issuance of Class B- Partly paid-up Equity shares by Preferential Allotment:**

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 62 of the Companies Act, 2013 and Rule 13 Companies (Share Capital and Debentures) Rules, 2014 read with Section 42 of the Act, and Rule 14 Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors to issue, offer and allot 57,00,000 (Fifty Seven Lakhs only) Class B- Partly Paid-up Equity Shares of face value of INR 10/- (Rupees Ten only) each on preferential allotment basis, at an issue price of INR 10/- (Rupees Ten only) and subscription price of INR

1/- (Rupee One only) per Equity Share aggregating to INR 5,70,00,000/- (Rupees Five Crores Seventy Lakhs only) to the subscribers as identified by the Board of Directors;

RESOLVED FURTHER THAT the Equity Shares to be issued pursuant to this resolution shall be issued in Dematerialised form and in subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing Equity Shares of the Company in all respects;

RESOLVED FURTHER THAT the Preferential allotment offer cum application letter for the subscription of Equity Shares of the Company in Form PAS-4 be and is hereby approved and Mr. Suchindran VG (DIN: 10828949), Managing Director and CEO of the Company be and is hereby authorized to issue the Preferential allotment offer cum application letter to the above-mentioned subscribers as recorded in PAS-5 for subscription of the said Equity Shares;

RESOLVED FURTHER THAT the monies received by the Company from the Subscribers for application of Equity Shares offered pursuant to this preferential allotment shall be kept by the Company in a bank account maintained by the Company with IDFC First Bank Limited, KRM TOWER Branch, Harrington Road, Chetpet and shall be utilized by the Company in accordance with the provisions of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Suchindran VG (DIN: 10828949), Managing Director and CEO of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, deciding the offer period, circulation of letter of offer to the proposed allottees, preparing, signing, executing, and filing of various documents/ e-forms with the Registrar of Companies (ROC) and other appropriate authorities without being required to seek any further consent or approval of the members or otherwise."

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

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

Date: 24th April 2025
Place: Chennai, Tamil Nadu

Notes:

1. 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.

2. 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.

3. 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.

4. 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.

5. The route map to the venue of the meeting is attached below.

6. 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).

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. 3

To approve the increase in the Authorized Share Capital of the company and consequent amendment to the Memorandum of Association:

The Company is expecting infusion of capital from investors so as to carry on the business efficiently. In this regard, the Company proposes to increase its authorized share capital to accommodate further allotments. The present Authorised Share Capital of the Company is INR 30,00,00,000/- (Indian Rupees Thirty Crores Only) consisting of 3,00,00,000 (Three Crores) Equity Shares of face value INR 10/- (Indian Rupees Ten Only) each which is insufficient. Taking this into account, the Company proposes to increase its Authorised Share Capital to INR 1,00,00,00,000/- (Indian Rupees One Hundred Crores Only) consisting of 10,00,00,000 (Ten Crores Only) Equity Shares of face value INR 10/- (Indian Rupees Ten Only) each in order to facilitate issuance of further shares as decided by the Board of Directors from time to time.

As per Section 61(1) of the Companies Act, 2013, the Authorised Share Capital shall be increased by obtaining the approval of the shareholders of the Company at a General Meeting. Further, consequent to this increase, it is required to alter the respective capital clause in the Memorandum of Association of the Company.

The Directors recommend the resolution as set out at Item No. 3 for the approval of the Members of the Company as an ***Ordinary resolution***. None of the Directors or their relatives is in any way concerned or interested, financially or otherwise in this Resolution.

ITEM NO: 4

To approve appointment of Mr. Vaideswaran V (DIN: 08164262), as an independent director of the company:

In the meeting held on 23rd April 2025, the Board of Directors has recommended the appointment of Mr. Vaideswaran V (DIN: 08164262), as an Independent Director for a term of 5 (Five) years, considering his expertise and varied experience and his association would largely benefit the organisation.

Accordingly, the Board recommends the approval of members for passing of the resolution set out in Item No. 4 of the Notice as an ***Ordinary Resolution.*** None of the Directors or their relatives is in any way concerned or interested, financially or otherwise in this Resolution.

Additional Information on Vaideswaran V, Independent Director recommended for appointment as required under Secretarial Standards – 2 (SS-2):

Name	Venkatachalam Vaideswaran
DIN	08164262
Date of Birth	03rd January 1963
Nationality	Indian
Date of first Appointment on the Board	23rd April 2025
Relationship with other Directors or Key Managerial Personnel of the Company	NIL
Qualification	M.A. Economics (University of Rajasthan) B.Sc. (Kerala University)
Experience/Expertise in Functional Areas	Mr. Vaideswaran is having more than 33 years of experience in Housing Finance. Retired as an Executive Director from National Housing Bank, he was instrumental in implementing various refinance schemes like Energy Efficient Housing, Affordable Housing, Informal Housing, Rural Housing and PM Awas Yojana. He recommended modifications in Regulatory framework for Housing Finance Companies keeping in view of the Government initiatives and market changes. He had exposure in working with important Committees in RBI and SEBI.
No. of Shares held	Nil
Board Position held	Independent
Terms and Conditions of appointment/Re-appointment	As mutually decided between the proposed director and Board of Directors from time to time.

Remuneration sought to be paid	Sitting fee will be paid as decided by the Board of Directors.
Remuneration last drawn (For the year 2023-24)	NA
No. of Board Meetings attended during the year	Nil
Directorship held in other Companies	Nil
Chairman/Member of the Committees of the Board of the other Companies in which he is a director	Nil

ITEM NO: 5

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

The Company in order to commence and conduct its business operations effectively, 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 50 Crores. Accordingly, the Board recommends the approval of members for passing of the resolution set out in Item No. 5 of the Notice as a ***Special Resolution.*** None of the Directors or their relatives is in any way concerned or interested, financially or otherwise in this Resolution.

ITEM NO: 6

To authorize the further issuance of Class A- Fully paid-up Equity shares by Preferential Allotment:

The Company in order to conduct its business operations, expand the business, meet the working capital expenses, and for general corporate purposes, needs to infuse capital apart from external borrowings. As per the provisions of Section 62 of the Companies Act, 2013 to be read with Section 42 of the Act, the Board of Directors, subject to the consent of the members in a general meeting by way of Special Resolution, may offer and issue further securities for subscription to the persons identified by the Board by way of Preferential Allotment. To enable the Company to issue shares to such persons, the Board recommends the approval of members for passing of the resolution set out in Item No. 6 of the Notice as a ***Special Resolution.*** Except for Mr. Suchindran VG, Managing Director & CEO of the Company, none of the Directors or their relatives is in any way concerned or interested, financially or otherwise in this Resolution.

Additional Information for Preferential Allotment pursuant to Rule 13 Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014:

The objectives of the issue	To conduct the business operations, expand Company's business, meet the working capital expenses and for general corporate purposes.
Date of passing Board Resolution approving the offer	April 23, 2025
Total Number of Shares to be issued	The Company proposes to issue 4,63,00,000 (Four Crores Sixty-Three Lakhs only) further Class A – Fully paid-up Equity Shares of face value of Rs. 10/- each by way of Preferential Allotment.
Types of Securities offered	Equity Shares
Price at which the securities are offered	INR 10/- per share
Basis at which the price of the securities were arrived at	The above price has been arrived post round-off based on the valuation report issued by the Registered valuer.
Name of the Valuer who had valued the securities	D. Santhosh Registered Valuer- S & FA IBBI No. IBBI / RV/02/2019/11541
Relevant date with reference to which the price has been arrived at	March 31, 2025
The class or classes of persons to whom the allotment is proposed to be made	Resident Individuals (Promoter Category) Resident Individuals (Non-promoter Category)
Intention of promoters, directors or key managerial personnel to subscribe to the offer	The Promoters of the Company intend to subscribe 3,08,00,000 Class A – Fully paid-up Equity Shares.

Amount which the Company intends to raise by way of preferential allotment	INR 46,30,00,000/- (Rupees Forty-Six Crores and Thirty Lakhs only)
Terms of offer	The Class A – Fully paid-up Equity Shares issued shall rank *pari-passu* with the existing Equity Shares of the Company in all respects.
Proposed time schedule	The Company will allot shares within 30 days from the date of receipt of application money.
The change in control, if any, in the company that would occur consequent to the preferential offer.	There will be no change in control that would occur consequent to the preferential offer.
The 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

The pre issue and post issue shareholding pattern of only Class A – Fully paid-up shares of the company:

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**				
	Individuals	3,00,00,000	100.00%	6,08,00,000	79.69%
	Bodies Corporate				
	Sub-total	**3,00,00,000**	**100.00%**	**6,08,00,000**	**79.69%**
2	**Foreign promoters**				
	Sub-total (A)	**3,00,00,000**	**100.00%**	**6,08,00,000**	**79.69%**
B	**Non-promoters' holding**				
1	**Institutional investors**				
2	**Non-institutional investors**				
	Private corporate bodies				
	Director and relatives				
	Indian public	0	0	1,55,00,000	20.31%
	Others [including Non-resident Indians (NRIs)]				
	Sub-total (B)	**0**	**0**	**1,55,00,000**	**20.31%**
	GRAND TOTAL (A+B)	**3,00,00,000**	**100.00%**	**7,63,00,000**	**100.00%**

Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	The Promoters of the Company intend to subscribe to 3,08,00,000 Class A – Fully paid-up Equity Shares.
Principle terms of assets charged as securities:	NIL

ITEM NO: 7

To authorize the issuance of Class B - Partly paid-up Equity shares by Preferential Allotment:

The Company in order to conduct its business operations, expand the business, meet the working capital expenses and for general corporate purposes, needs to infuse capital apart from external borrowings. As per the provisions of Section 62 of the Companies Act, 2013 to be read with Section 42 of the Act, the Board of Directors, subject to the consent of the members in a general meeting by way of Special Resolution, may offer and issue further securities for subscription to the persons identified by the Board by way of Preferential Allotment. To enable the Company to issue shares to such persons, the Board recommends the approval of members for passing of the resolution set out in Item No. 7 of the Notice as a ***Special Resolution.*** Except for Mr. Suchindran VG, Managing Director & CEO of the Company, none of the Directors or their relatives is in any way concerned or interested, financially or otherwise in this Resolution.

Additional Information for Preferential Allotment pursuant to Rule 13 Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014:

The objectives of the issue	To conduct the business operations, expand Company's business, meet the working capital expenses and for general corporate purposes.
Date of passing Board Resolution approving the offer	April 23, 2025
Total Number of Shares to be issued	The Company proposes to issue 57,00,000 Class B – Partly paid-up Equity Shares of face value of Rs. 10/- each by way of Preferential Allotment.
Types of Securities offered	Class B – Partly-paid up Equity Shares
Price at which the securities are offered	INR 10/- per share

	(Initial paid-up value will be INR 1/- per share)
Basis at which the price of the securities were arrived at	The above price has been arrived post round-off based on the valuation report issued by the Registered valuer.
Name of the Valuer who had valued the securities	D. Santhosh Registered Valuer- S & FA IBBI No. IBBI / RV/02/2019/11541
Relevant date with reference to which the price has been arrived at	March 31, 2025
The class or classes of persons to whom the allotment is proposed to be made	Resident Individuals (Promoter Category) Resident Individuals (Non-promoter Category)
Intention of promoters, directors or key managerial personnel to subscribe to the offer	Mr. Suchindran VG, the Promoter of the Company intends to subscribe upto 15,00,000 Class B – Partly-paid up Equity Shares.
Amount which the Company intends to raise by way of Preferential Allotment (partly paid-up issue)	INR 5,70,00,000/-
Terms of offer	The Class B – partly paid-up Equity Shares issued shall rank *pari-passu* with the existing Equity Shares of the Company in all respects upon becoming fully paid-up.
Proposed time schedule	The Company will allot shares within 30 days from the date of receipt of application money.
The change in control, if any, in the company that would occur consequent to the preferential offer.	There will be no change in control that would occur consequent to the preferential offer.
The 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
The pre issue and post issue shareholding pattern of only Class B - Partly paid-up shares of the company excluding the Class A - fully paid-up Equity shares:	

S. No	Category	Pre-issue (Partly paid @FV INR 10)		Post-issue (Partly paid @FV INR 10)	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	**Promoters' holding**				
1	**Indian**				
	Individual	0	0	15,00,000	26.32%
	Bodies Corporate				
	Sub-total	**0**	**0**	**15,00,000**	**26.32%**
2	**Foreign promoters**				
	Sub-total (A)	**0**	**0**	**15,00,000**	**26.32%**
B	**Non-promoters' holding**				
1	**Institutional investors**				
2	**Non-institutional investors**				
	Private corporate bodies				
	Director and relatives				
	Indian public	0	0	42,00,000	73.68%
	Others [including Non-resident Indians (NRIs)]				
	Sub-total (B)	**0**	**0**	**42,00,000**	**73.68%**
	GRAND TOTAL (A+B)	**0**	**0**	**57,00,000**	**100.00%**

Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Mr. Suchindran VG, the Promoter of the Company intends to subscribe upto 15,00,000 Class B – Partly-paid Equity Shares.
Principle terms of assets charged as securities:	NIL

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

Aruna V
Company Secretary & Compliance Officer
(CS Membership No. 30387)
Date: 24th April 2025
Place: Chennai, Tamil Nadu

<u>FORM NO. MGT-11</u>

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, 2^{nd} Floor, 2^{nd} 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 16, 2025 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 2025 and the Balance Sheet as on that date and the Report of the Auditors thereon.
2. Appointment of Statutory Auditors and fixing their remuneration thereon. The retiring Auditors M/s. **N C Rajagopal & Co., Chartered Accountants (Firm Registration No.: 003398S)** are eligible for re-appointment.
3. To approve the increase in the Authorized Share Capital of the company and consequent amendment to the Memorandum of Association.
4. To approve appointment of Mr. Vaideswaran V (DIN: 08164262), as an independent director of the company.
5. To authorize the Company to borrow money from Banks/Financial Institutions.
6. To authorize the further issuance of Class A- Fully Paid-up Equity shares by Preferential Allotment.
7. To authorize the issuance of Class B- Fully Paid-up Equity shares by Preferential Allotment.

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, No4/293 Old Mahabalipuram Road, Perungudi, Chennai - 600096, Tamil Nadu, India
Type of Meeting:	Annual General Meeting
Date of the Meeting:	May 16, 2025

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 16, 2025 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: