

## **NOTICE OF THE ADJOURNED 8<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 8th Annual General Meeting of the members of “Ashiana Dwellings Private Limited” (which was convened on 30th September, 2022 and was adjourned) will now be held on Friday, 07th October, 2022 at 03.00 P.M. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS**

#### **1. ADOPTION OF FINANCIAL STATEMENTS**

To receive, consider and adopt the audited financial statements for the year ended 31<sup>st</sup> March 2022 and the reports of the Board of Directors and Auditor thereon.

### **SPECIAL BUSINESS**

#### **2. DISCUSSIONS ON APPOINTMENT OF NOMINEE DIRECTORS ON BEHALF OF VISTRA ITCL (INDIA) LIMITED (TRUSTEE TO INDIA REIT FUND SCHEME V) & IDBI TRUSTEESHIP SERVICES LIMITED (DEBENTURE TRUSTEE TO INDIA REIT FUND SCHEME V)**

To discuss about the nomination and appointment of 1 Director on behalf of Vistra ITCL (India) Limited (Trustee of India REIT Fund Scheme V) as Shareholder/Investor Nominee Director and 1 Director on behalf of IDBI Trusteeship Services Limited (Debenture Trustee of India REIT Fund Scheme V) as OCDs Holder's Nominee Director as per the terms of Share Purchase and Shareholders Agreement dated 17/02/2015 and Articles of Association of the company.

#### **3. RATIFICATION OF APPOINTMENT OF MR RAMPHAL YADAV AS DIRECTOR OF THE COMPANY**

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

“Resolved That Mr Ramphal Yadav (DIN: 09419155) who was appointed as Non Executive Additional Director of the company u/s 161 of The Companies Act, 2013 by Board of Directors in their meeting held on 02/12/2021 be and is hereby appointed as Non Executive Director of the company.”

**Resolved Further That** any of the Director of the company be and is hereby authorized by the members of the company to severally apply, sign, submit, requisite documents, forms, applications, appear for and to represent the company before the Registrar of Companies, West Bengal for inserting the name of Mr Ramphal Yadav as Authorized Director/Authorized Signatory on the portal of Ministry of Corporate Affairs from back end of Registrar of Companies/Regional Director as the case may be.

**Resolved Further That** the board of directors of the company be and is hereby authorized to file necessary forms and documents both in hard copy and in digital form, as the case may be with Registrar of Companies/Regional Director, West Bengal or at the portal of Ministry of Corporate Affairs and to do all such act, deeds and things as may be necessary to give effect to aforesaid resolution.”

By Order of the Board of Directors  
For Ashiana Dwellings Private Limited

Place: New Delhi  
Date: 03/10/2022

  
Ramphal Yadav  
Director  
DIN: 09419155



**NOTES:**

- 1) In view of the continuing COVID 19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 2/2022 dated May 05, 2022 respectively (collectively referred to as ‘MCA Circulars’) permitted to hold Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) means without the physical presence of members at the venue. Thus, the AGM of the company is being held through VC/OAVM.
- 2) All the resolutions shall be decided by show of hands, unless a demand for poll is made by any member in accordance with section 109 of the Act. During Poll, every member shall communicate its Assent or Dissent only by sending mails to [contact@ashianahomes.com](mailto:contact@ashianahomes.com) from its email id registered with the company.
- 3) Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/ OAVM on their behalf and to vote through electronic means.
- 4) Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company before the start of meeting by email at [contact@ashianahomes.com](mailto:contact@ashianahomes.com), a certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
- 5) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 6) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.

- 8) Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
- 9) Members desirous of obtaining any information as regards to accounts, are requested to write to the company atleast one week before the meeting, so that the information required will be made available at the meeting.
- 10) *The 8th Annual General Meeting of the company was held on 30th September, 2022, however due to lack of adequate quorum as per the provisions of Articles of Association of company; the same was adjourned to same day, same time of next week.*

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

**ITEM NO. 2**

As per Clause 6.2 of Share Purchase and Shareholders Agreement dated 17/02/2015 executed between the company, Ashiana Homes Pvt Ltd as Seller and Vistra ITCL India Limited as Investor read with Clause 57 of Articles of Association of the company, the board of directors of the company in addition to 2 promoter nominated directors shall also comprises of 1 nominee director on behalf of Vistra ITCL (India) Limited (Trustee of India REIT Fund Scheme V) as Shareholder's/Investor's nominee Director and 1 Nominee Director on behalf of IDBI Trusteeship Services Limited (Debenture Trustee of India REIT Fund Scheme V) as OCDs Holder's Nominee Director. Thus, it is mandatory to have 2 nominee directors on the board of directors of the company of India REIT Fund Scheme V; however, till date no nomination was ever received by the company in this regards from IDBI Trusteeship Services Limited or Vistra ITCL India Limited. Therefore, to ensure the compliance of the Share Purchase and Shareholders Agreement and Articles of Association of the company, it is proposed to discuss the same with the shareholders.

**ITEM NO. 3**

Mr Ramphal Yadav was appointed as the Non Executive Additional Director of the Company by the board of directors of the company as per the provisions of Section 161 of The Companies Act, 2013 w.e.f 02/12/2021 to hold office upto the date of ensuing annual general meeting of the Company. Further, the Company is unable to file any e-form on the portal of Ministry of Corporate Affairs due to ongoing technical issue. As per inputs received from Registrar of Companies Kolkata Office, the Company shall be required to submit hard copy of certain documents as per the checklists of the Registrar of Companies, West Bengal to be signed by both the shareholders of the company for backend appointment of director (s), who shall be allowed to file all e-forms for and on behalf of the company.



One of the requirements of the checklists is approval of the members of the company for appointment of Authorized Director in a duly convened general meeting. The Company had called an Extra Ordinary General Meeting to be held on 21.03.2022 for the same agenda which gets adjourned to 28.03.2022 due to lack of quorum. However, Vistra ITCL India Limited as trustee to India Reit Fund Scheme V did not attend either of the meeting even as required to attend the same under clause 6.12 of Share Purchase and Share Holders agreement dated 17.02.2015 executed between the Vistra ITCL India Limited as trustee to India Reit Fund Scheme V and the company.

The Directors, therefore recommends the aforesaid resolution for your approval by way of Ordinary Resolution for compliance of the various provisions of The Companies Act, 2013.

None of the Directors and KMP or their relatives except Mr Ramphal Yadav deemed to be concerned or interested in this resolution.

By Order of the Board of Directors  
For **Ashiana Dwellings Private Limited**

Place: New Delhi  
Date: 03/10/2022



Ramphal Yadav  
Director  
DIN: 09419155