CIN: U70200DL2016PTC300960

Regd. Office: First Floor, Plot No. 221, Okhla Industrial Estate Phase III,

New Delhi - 110020 Tel: 011-66481090

Website: www.your-space.in Email: info@your-space.in

#### NOTICE OF EXTRA-ORDINARY GENERAL MEETING NO. 01/FY 2024-25

**NOTICE** is hereby given that an Extra-Ordinary General Meeting (EGM) No. 01/FY 2024-25 of the Shareholders of **Ashimara Housing Private Limited** ("The Company") will be held at **shorter notice**, through other audio-visual means on **Friday**, 03<sup>rd</sup> **January**, 2025 at 10:30 a.m. (IST) at deemed venue of the meeting at the Registered Office of the Company at First Floor, Plot No. 221, Okhla Industrial Estate, Phase III, New Delhi 110020 to transact the following business:

#### **SPECIAL BUSINESS:**

#### **ITEM NO. 1:**

# TO APPROVE ISSUANCE OF UNSECURED COMPULSORILY CONVERTIBLE DEBENTURES (CCDS) THROUGH PREFERENTIAL BASIS VIA PRIVATE PLACEMENT AND LETTER OF OFFER IN FORM PAS-4 & RECORD OF PRIVATE PLACEMENT IN FORM PAS-5

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 applicable provisions of Section 23, Section 42, Section 62(1)(c), 62(3), Section 71 and Section 179(3)(c) of the Companies Act, 2013 (the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Foreign Exchange Management Act, 1999, the regulations, guidelines and circulars issued by Reserve Bank of India and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the Memorandum and Articles of Association of the Company, consent of the Shareholders of the Company be and is hereby accorded to create, invite, offer and issue up to 10,14,493 unsecured Compulsorily Convertible Debentures ("CCDs"), at an issue price of Rs. 690/- per CCD, amounting to Rs. 70,00,00,170/- (Rupees Seventy Crore One Hundred Seventy only) as per the draft letter of offer in Form PAS-4 for issue of CCDs and record of Private Placement offer in Form PAS-5;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the consent of the Shareholders of the Company be and is hereby accorded to authorize Ms. Nidhi Kumra, Whole-Time Director and CEO of the Company:

- (a) to finalize offer period, to propose/make/agree to any modification(s) in the offer document and/or the list of identified Investors, in the interest of the Company, to execute/sign Form PAS-4 (Offer Letter) and all other requisite documents;
- (b) to maintain and record offer in Form PAS-5;
- (c) to circulate the letter of offer to the proposed Investors;
- (d) withdraw or cancel any portion of the issue/offer which is not subscribed
- (e) to sub-delegate the power as and when required and to do all such acts, matters, deeds and things as may be required, necessary, expedient or desirable;
- (f) to sign and file all the necessary e-Forms, documents, applications, returns with the Registrar of Companies, Depositories (NSDL/CDSL), Registrar and Share Transfer Agents, Collector of Stamps, Reserve Bank of India, Authorised Dealer Bank etc. and such other authorities and to do all necessary acts, deeds, matters and things to give effect to the aforesaid resolution matter."

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**RESOLVED FURTHER THAT** the unsubscribed portion of the above issue, if any and/or fraction thereof shall be disposed off as per the discretion of the Board of Directors of the Company, which is not dis-advantageous to the shareholders and the Company;

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary or incidental thereto to give effect to the above said resolution."

#### ITEM NO. 2:

# APPROVAL AND AUTHORIZATION FOR EXECUTION OF THE DEBENTURE SUBSCRIPTION AGREEMENT ("DSA") ON BEHALF 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 the consent of the Shareholders of the Company be, and is hereby, granted to approve the draft Debenture Subscription Agreement, as presented to and placed before the meeting;

**RESOLVED FURTHER THAT** the Whole-Time Directors and Key Managerial Personnel (collectively referred to as the "**Authorized Persons**") of the Company be, and are hereby, severally authorized to:

- a) negotiate, finalize, execute, and deliver the Debenture Subscription Agreement on behalf of the Company, with such amendments, modifications, or additions to the Agreement as the Authorized Persons may deem necessary or advisable,
- b) sign and execute any and all related documents, deeds, or instruments that may be required to give full effect to the Agreement and the resolutions herein,
- c) take such further steps, perform such acts, and do all such things that may be necessary or desirable to implement, give effect to, or complete the execution and delivery of the Agreement, and
- d) to take all necessary or appropriate actions in furtherance of the Agreement;

**RESOLVED FURTHER THAT** the Agreement, once executed by the Authorized Persons, shall be deemed to be legally binding upon the Company, and the Company shall be fully committed to the terms and conditions therein as duly executed."

## **ITEM NO. 3:**

# TO APPOINT MR. VENAYAK SARAN GUPTA, CHIEF BUSINESS OFFICER (KEY MANAGERIAL PERSONNEL), AS WHOLE-TIME DIRECTOR OF THE COMPANY

To consider and if thought fit to pass with or without modifications the following resolution as a **Ordinary Resolution:** 

"RESOLVED THAT pursuant to Section 196 of the Companies Act, 2013, read with Rule 8 and Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, read with the Articles of Association, consent of the Shareholders of the Company be and is hereby accorded to appoint Mr. Venayak Saran Gupta having DIN: 10549042 (Chief Business Officer - KMP) as a Whole-Time Director of the Company for a period of 5 years with immediate effect;

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**RESOLVED FURTHER THAT** the Whole-Time Directors of the Company be and are hereby severally authorized to sign and file eForm(s), along with any other necessary forms/documents with the Registrar of Companies, to make the necessary entries in the Registers of Directors and Key Managerial Personnel of the Company and complete all other formalities related to the appointment of Mr. Venayak Saran Gupta as Whole-Time Director on the Board of the Company."

By the Order of the Board For Ashimara Housing Private Limited

Nidhi Kumra

Whole time Director and CEO

DIN: 07601214

Address: R-635, New Rajinder Nagar, Delhi-110060

Date: 23<sup>rd</sup> Dec'2024 Place: Mumbai

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#### **NOTES:**

#### A. AVAILABILITY OF VIDEO CONFERENCE FACILITY

In furtherance of the Government's objective of facilitating corporate compliances, the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated 08.04.2020, General Circular No. 03/2022 dated 05.05.2022, General Circular No. 11/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023, has allowed companies to hold Extra-Ordinary General Meetings (EGMs) through Video Conferencing (VC) or Other Audio-Visual Mode (OAVM).

Accordingly, the above-mentioned General Circulars issued by the MCA allows Companies, other than Listed Companies and Companies having 1000 Shareholders or more, a highly simplified mechanism for voting through registered emails has been put in place for easy compliance.

In terms of the said circular, as the Company is a Private Company and is not required to provide the option of e-voting facility, the Company is pleased to provide the Video Conferencing Facility to its Shareholders. The instructions to access and participate in the meeting through VC/OAVM are provided in the subsequent paragraph.

In respect to the above circular, Shareholders are requested to take note of the following:

- 1. Shareholders may pose questions on the Special Business con-currently during the Extra-Ordinary Meeting or may send their questions prior to the date of the meeting in advance on the designated email address of the Company at nk@your-space.in ("Designated Email").
- 2. The facility of participation through VC/OAVM is available to all Shareholders without any restriction.
- 3. The facility for joining this meeting shall be opened before 15 minutes of the scheduled time of the meeting and shall be closed after the expiry of 15 minutes of the scheduled time.
- 4. Attendance of Shareholders present through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 and Section 113 of the Companies Act, 2013.
- 5. Corporate Shareholders/ other institutions intending to send their authorized representative to attend the Meeting are requested to send to the Company a scanned copy of certified true copy of the Board Resolution/ Authority letter authorizing their representative to attend and vote on their behalf at the Meeting.
- 6. Since the EGM of the Company has been convened on short notice, Shareholders are requested to provide their consent for holding the meeting under these circumstances.
- 7. Mr. K.R. Kamath, Chairman of the Board will preside as Chairman of the meeting. In the event he is not present within fifteen minutes after the time appointed for holding the Meeting, the Chairman will be appointed as under:
  - a) The Shareholders present shall elect the Chairman on show of hands.
  - b) By a poll. Shareholders may convey their votes by sending the same on the **nk@your-space.in** (Designated email), when a poll is required to be taken during the meeting on any resolution. Shareholders shall send emails through their email addresses which are registered with the Company

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- 8. Where Poll on any item is required, the Shareholders shall cast their vote on the resolutions only by sending e-mail through their e-mail addresses which are registered with the Company. The said e-mails shall only be sent to the Designated Email.
- 9. AS THE MEETING IS BEING HELD VIA VC/OAVM, AND PHYSICAL ATTENDANCE OF THE SHAREHOLDERS HAVE BEEN DISPENSED WITH, THE FACILITY TO APPOINT A PROXY BY THE SHAREHOLDERS WILL NOT BE AVAILABLE.
- 10. Relevant documents pertaining to the Special Business will be made available to the Shareholder(s) electronically upon sending a request at the Designated Email and shall be open for inspection at the Registered Office of the Company, up to and including the date of EGM of the Company.
- 11. In accordance with the aforementioned circulars, the Notice calling the EGM is available on the website of the Company at **www.your-space.in.**

#### B. INSTRUCTION FOR JOINING THE MEETING THROUGH VC/OAVM

Shareholders can join the meeting the VC/OVM facility by following the steps below:

- 1. Please click the link sent on email.
- 2. Click "Join" to sign in for the meeting

In case of any queries regarding VA/OAVM facility before or during the meeting, Shareholders may call at Ms. Nidhi Kumra, CEO and Whole Time Director of the Company at +91-8879500970 or email at nk@your-space.in, to receive a response.

Shareholders desiring any assistance relating to joining the meeting are requested to write to us at least **2 hours before the meeting** to enable us to assist you effectively.

#### C. OTHER NOTES

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1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Business set out in the Notice is enclosed herewith.

By the Order of the Board For Ashimara Housing Private Limited

Nidhi Kumra

Whole time Director and CEO

DIN: 07601214

Address: R-635, New Rajinder Nagar, Delhi-110060

Date: 23<sup>rd</sup> Dec'2024 Place: Mumbai

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

#### **ITEM NO. 1:**

# TO APPROVE ISSUANCE OF UNSECURED COMPULSORILY CONVERTIBLE DEBENTURES (CCDS) THROUGH PREFERENTIAL BASIS VIA PRIVATE PLACEMENT AND LETTER OF OFFER IN FORM PAS-4 & RECORD OF PRIVATE PLACEMENT IN FORM PAS-5

The Shareholders are informed that it is proposed to offer and issue up to **10,14,493 unsecured Compulsorily Convertible Debentures** ("CCDs"), at an issue price of Rs. 690/- per CCDs, amounting to Rs. 70,00,00,170/- (Rupees Seventy Crore One Hundred Seventy only) by way of Preferential issue via Private Placement as per terms and conditions stipulated in the offer letter (Form PAS-4).

The details of the issue as per Rule 13 of The Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014 are as follows:

1.	Objects of the issue	The investment amount will be used by the Company for working capital, creditor payments, and general business operations, including, but not limited to, paying security deposits for properties, purchasing furniture, and conducting marketing and branding activities		
2.	Nature of shares	Unsecured Compulsorily Convertible Debentures		
3.	Total number of securities to be issued	10,14,493 unsecured Compulsorily Convertible Debentures ("CCDs")		
4.	Price at which the security is being offered	Rs. 690/- per CCD		
5.	Manner of Issue of shares	Preferential issue via private placement		
6.	Basis on which the price has been arrived	Issue price of the shares has arrived based on valuation report of Registered valuer		
7.	Name and address of valuer who performed the valuation	M/s. Resonate Valutech LLP (Registered valuer entity- IBBI/RV-E/06/2024/209)		
		Address: 120, First Floor, Vipul Business Park, Sohna Road, Sector-48, Gurugram - 122018		
8.	Amount which the Company intends to raise by way of securities	Rs. 70,00,00,170/- (Rupees Seventy Crore One Hundred Seventy only)		
9.	Relevant date with reference to which the price has been arrived at	30.09.2024		
10.	Class or classes of persons to whom	The offer is being made to select existing equity		

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	the allotment is proposed to be made	shareholders of the Company, including Indian Nationals, NRIs, Indian Body Corporates, Current Directors and Key Managerial Personnel (KMPs) and Hindu Undivided Families (HUFs)	
11.	Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer	Mr. K. R. Kamath, Mr. Ajay Kumar Gupta (Partner for Ajax Capital), Ms. Shubha Lal and Ms. Nidhi Kumra, Directors of the Company, along with Mr. Venayak Saran Gupta, Key Managerial Personnel of the Company, will subscribe to the CCD issue	
12.	Material terms of raising such securities	As per <u>Annexure-2</u>	
13.	Principle terms of assets charged as securities	Nil	
14.	Proposed time schedule	It is proposed to authorize Ms. Nidhi Kumra, Whole-Time Director and CEO of the Company to finalize offer period, as stated in the resolution above	
15.	The proposed time within which the allotment shall be completed	Allotment will be made within 60 days from the date of receipt of remittance	
16.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Mr. K. R. Kamath, Mr. Ajay Kumar Gupta (Partner for Ajax Capital), Ms. Shubha Lal and Ms. Nidhi Kumra, Directors of the Company, along with Mr. Venayak Saran Gupta, Key Managerial Personnel of the Company, will subscribe to the CCD issue.  The details of subscription/investment are as per Annexure-3	
17.	Names of the proposed allotees and the percentage of post preferential offer capital that may be held by them	Annexure-3	
18.	Change in control, if any, in the Company that would occur consequent to the preferential offer	There will be no change of control as CCDs will not form part of the share capital until they are converted into equity shares	
19.	Number of persons to whom allotment on preferential basis have been already made during the year, in terms of number of securities as well as price	There was no allotment on preferential basis/private placement/ rights issue during the year. However, the Company has converted its existing 1,57,332 CCDs into equivalent number of	

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		equity shares via Board resolution passed on 10.05.2024
20.	The pre and post shareholding pattern of the Company	There will be no change in pre-issue and post-issue capital as the paid-up capital will only be affected upon the conversion of the CCDs into equity shares

The Board, in its meeting held on 9<sup>th</sup> **December 2024**, approved the issuance of CCDs and now seeks the approval of the Shareholders to proceed with this issuance. Approval is being requested in the form of a Special Resolution, as outlined in Item No. 1 of the agenda.

Mr. K. R. Kamath, Mr. Ajay Kumar Gupta (Partner at Ajax Capital), Ms. Shubha Lal and Ms. Nidhi Kumra, Directors of the Company, along with Mr. Venayak Saran Gupta, Key Managerial Personnel ("KMP") of the Company and Mr. Sanjaya Gupta (Shareholder and Father of Mr. Venayak Saran Gupta), are concerned or interested, in the resolution, being subscribers to Compulsorily Convertible Debentures ("CCDs").

#### ITEM NO. 2:

# APPROVAL AND AUTHORIZATION FOR EXECUTION OF THE DEBENTURE SUBSCRIPTION AGREEMENT ("DSA") ON BEHALF OF THE COMPANY

As part of the process for issuing Compulsory Convertible Debentures (CCDs), as outlined in Agenda Item No. 1, it is necessary for the Company to execute a Debenture Subscription Agreement ("DSA") with the subscribers of the CCD issue. In line with this, certain provisions in the Company's Articles of Association (AOA) will need to be amended to incorporate the relevant clauses from the DSA. Following the conclusion of the CCD issuance, the matter of amending the AOA will be presented to the Shareholders for their approval.

To ensure transparency, a draft of the DSA will be provided to the Shareholders prior to the Extra-Ordinary General Meeting (EGM) for their reference.

The Board of Directors seeks the approval of the Shareholders in the form of an Ordinary Resolution, as outlined in Item No. 2 of the agenda, to authorize the execution of the DSA on behalf of the Company.

Mr. K. R. Kamath, Mr. Ajay Kumar Gupta (Partner at Ajax Capital), Ms. Shubha Lal and Ms. Nidhi Kumra, Directors of the Company, along with Mr. Venayak Saran Gupta, Key Managerial Personnel ("KMP") of the Company and Mr. Sanjaya Gupta (Shareholder and Father of Mr. Venayak Saran Gupta), are concerned or interested, in the resolution, being subscribers to Compulsorily Convertible Debentures ("CCDs").

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#### **ITEM NO. 3:**

# TO APPOINT MR. VENAYAK SARAN GUPTA, CHIEF BUSINESS OFFICER (KEY MANAGERIAL PERSONNEL), AS WHOLE-TIME DIRECTOR OF THE COMPANY

The Board of Directors, in its meeting held on 29<sup>th</sup> November 2024, passed a resolution to propose the appointment of Mr. Venayak Saran Gupta, the current Chief Business Officer and Key Managerial Personnel (KMP) of the Company, as a Whole-Time Director ("WTD") of the Company, effective from **03**<sup>rd</sup> **January**, **2025.** 

The Board believes that Mr. Gupta's appointment as WTD will be highly beneficial to the Company, and accordingly, recommends the passing of an ordinary resolution for the appointment of Mr. Venayak Saran Gupta as Whole-Time Director of the Company.

PARTICULARS	Details		
Name	Mr. Venayak Saran Gupta		
DIN	10549042		
Age	32 years		
Qualifications	Master degree		
Terms and Conditions of appointment	As per the proposed resolution of appointment		
Experience	Masters -IIM Calcutta Boston Consultancy Group		
Remuneration	Rs. 60,00,000/- (for FY 2024-25)		
Last drawn remuneration	Rs. 60,00,000/- (for FY 2023-24)		
Date of First appointment in the Board	Mr. Venayak Saran Gupta, formerly Chief Revenue Officer, was designated as Key Managerial Personnel (KMP) in the Board meeting held on 10 <sup>th</sup> August 2023.  His designation was subsequently changed to Chief Business Officer, Key Managerial		
	Personnel in the Board meeting held on 29 <sup>th</sup> November 2024.		
Shareholding in the Company	7,588 Equity shares and 18,771 Preference shares		
Relationship with other Director, Manager and KMPs of the Company	Nil		
Number of Meetings of the Board attended during the year	In FY 2024-25, Mr. Venayak Saran Gupta has attended 7 meetings of Board of Directors		
Other Directorships, Memberships/ Chairmanships of Committees of the Board	Mr. Venayak Saran Gupta is Director of Ashimara Foundation		

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Except for Mr. Venayak Saran Gupta, Chief Business Officer (KMP)/the proposed appointee and Mr. Sanjaya Gupta (Shareholder and Father of Mr. Venayak Saran Gupta), none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above said resolution.

By the Order of the Board

For Ashimara Housing Private Limited

Nidhi Kumra

Whole time Director and CEO

DIN: 07601214

Address: R-635, New Rajinder Nagar, Delhi-110060

Date: 23<sup>rd</sup> Dec'2024 Place: Mumbai

CIN: U70200DL2016PTC300960

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## Annexure-2

## TERMS OF COMPULSORILY CONVERTIBLE DEBENTURES ("CCDS")

S. NO.	TERM	PARTICULARS		
1.	Annual Coupon Rate	Annual Coupon applicable on the CCDs issued hereby shall be @ 0.01% per annum payable on 20 <sup>th</sup> of January of each year starting 20 <sup>th</sup> January 2026		
2.	Observer	Investor shall have the right to nominate a non-voting board observer so long as such Investor holds 5% shareholding in the Company on a fully diluted basis		
3.	Board Seat Investor shall have the right to nominate a Board Member so long investor holds 18% shareholding in the Company on a fully dilute			
4.	Conversion	The conversion of the CCDs will be at a valuation of INR 185 Crore (INR 690/- per share.		
5.	Mandatory Conversion	CCDs issued hereby shall, at the sole discretion of the investor be compulsorily converted into equity at avaluation of INR 185 Crore on or before: (a) 20 <sup>th</sup> January 2034; or (b) one day prior to the filing of Draft Red Herring Prospectus ("DRHP") or (c) at such other date as may be decided by the holders of the CCDs		
6.	Right of First Offer	In the event the Investor desires to sell any of its CCDs to any third party, the Investor shall first offer such CCDs to the Promoters on such terms set out in the Debenture Subscription Agreement		
7.	Right of First Refusal and Tag Along Right			
8.	Sale to Competitor	The Investor shall not transfer any debenture, shares or securities to a competitor (namely any other student housing or co-living operator in India/globally or any of their promoters or shareholders with greater than 25% holding in another student housing or co-living operator) of the Company, unless as part of an overall sale or merger of the Company with such competitor		

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## Annexure-3

## **DETAILS OF THE PROPOSED ALLOTTEES**

S.No.	Name of Investor	No. of CCDs being offered	Price per CCD (in Rs.)	Amount (in Rs.)
1.	Mr. Shantanu Rastogi	3,62,319.00	690.00	25,00,00,110.00
2.	Mr. Rahul Narain Bhagat	3,623.00	690.00	24,99,870.00
3.	Mr. Vinay Vaish	9,420.00	690.00	64,99,800.00
4.	Mr. K. Ramachandra	3,460.00	690.00	23,87,400.00
	Kamath			
5.	Ms. Shubha Lal	4,348.00	690.00	30,00,120.00
6.	Mr. Venayak Saran Gupta	5,072.00	690.00	34,99,680.00
7.	Ms. Nidhi Kumra	4,638.00	690.00	32,00,220.00
8.	Satyadharma Investmements & Trading Company Pvt. Ltd.	1,08,696.00	690.00	7,50,00,240.00
9.	Castle Investments & Industries P Ltd.	1,08,696.00	690.00	7,50,00,240.00
10.	Ajay Kumar Gupta Partner for Ajax Capital	1,44,928.00	690.00	10,00,00,320.00
11.	Eudora Ventures LLP	10,174.00	690.00	70,20,060.00
12.	Mr. Ashish Rameshchandra Kacholia	1,44,928.00	690.00	10,00,00,320.00
13.	Ms. Aarti Verma	2,899.00	690.00	20,00,310.00
14.	Salarpuria Investment Pvt. Ltd	7,246.00	690.00	49,99,740.00
15.	Mr. Sushant Bhasin	942.00	690.00	6,49,980.00
16.	Mr. Vikas Gujral	942.00	690.00	6,49,980.00
17.	Mr. Sanjaya Gupta	21,739.00	690.00	1,49,99,910.00
18.	Mr. Rahul Ahuja	2,233.00	690.00	15,40,770.00
19.	Mr. Yash Sharma	1,639.00	690.00	11,30,910.00
20.	Mr. Jaideep Hansraj	7,246.00	690.00	49,99,740.00
21.	Mr. Aditya Kumar, Karta for Bhavnesh Kumar HUF	5,072.00	690.00	34,99,680.00
22.	Mr. Anurag Singh	1,014.00	690.00	6,99,660.00
23.	Stabhya Projects Private Limited	1,449.00	690.00	9,99,810.00
24.	Mr. Sunil Sood	1,449.00	690.00	9,99,810.00