

**NOTICE**

**Notice** is hereby given that the Extraordinary General Meeting (EGM) of the Members of MoneyMitra IT Solutions Private Limited (the '**Company**') will be held on Wednesday, the 25<sup>th</sup> day of January 2023, at 5:30 PM IST at 7<sup>th</sup> Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram - 122002, to consider and transact the following business:

**SPECIAL BUSINESS:**

- 1. To approve new Master Service agreement to be entered into by the Company with Fincfriends Private Limited**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 and other applicable provisions of the Companies Act. 2013 (including any statutory modification or re-enactment thereof for the time being in force), the consent of the shareholder of the Company be and is hereby accorded for entering into new master service agreement with Fincfriends Private Limited with effect from 01 December 2022 for a period of 5 years, the copy of which was placed before the members.

**By Order of the Board  
For MoneyMitra IT Solutions Pvt. Ltd.**

**Sd/-**  
**Name: Damini Varshney**  
**Designation: Company Secretary**  
**M. No: A53713**

**Place: Gurugram**

**Date: 25<sup>th</sup> January, 2023**

**NOTES:**

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY(IES) NEED NOT BE A MEMBER.** The instrument appointing the proxy(ies) in order to be effective should be completed and deposited with the Company not less than 48 hours before the commencement of the meeting.
- Any documents referred to in this notice and statement, are open for inspection at the office of the Company during business hours on a working day up to the date of general meeting and will also be available for inspection at the meeting.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') in respect of the Special Business is annexed hereto and forms part of this Notice.
- Companies / Bodies Corporate Members are requested to send a certified copy of the board resolution authorizing their representatives to attend and vote at the Meeting pursuant to provisions of Section 113 of the Act.
- A route map along with prominent landmark for easy location to reach the venue of the Extra Ordinary General Meeting is annexed to this notice.

**By Order of the Board  
For MoneyMitra IT Solutions Pvt. Ltd.**

**Sd/-**  
**Name: Damini Varshney**  
**Designation: Company Secretary**  
**M. No: A53713**

**Place: Gurugram**

**Date: 25<sup>th</sup> January, 2023**

**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

**Item No. 1**

The Shareholders are hereby informed that keeping in view the guidelines issued by Reserve Bank of India (RBI) from time to time including but not limited to Digital Lending Guidelines issued by RBI on 02 September 2022 and the business understanding, it is proposed to enter into a new Master Service Agreement between the Company and Fincfriends Private Limited.

The draft master service agreement is enclosed as Annexure-1. The agreement has been signed off by the auditors of the Company and is at arms' length basis.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the turnover of the Company as per last audited financial statements of the Company.

The Board of Directors have approved the proposed agreement vide its meeting held on 25 January, 2023. Hence, board of directors seeks approval of the shareholders for the said Related Party Transaction proposed to be entered into by your Company with Fincfriends. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction are as follows:

<b>S. No.</b>	<b>Particulars</b>	<b>Information</b>
1.	Name of related party	Fincfriends Private Limited
2.	Name of the director or key managerial personnel who is related if any	NIL
3.	Nature of relationship	Enterprise owned or significantly influenced by group of individuals or their relatives who have control or significant influence over the company
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	<p>Master Service Agreement shall commence from 01 December 2022 for a period of 5 years</p> <p>Fincfriends Private Limited is desirous of availing the services of the Company and the Company which is a fintech company is agreed to facilitate the provision of financial products and services to the customers of Fincfriends Private Limited</p>

		through its proprietary web application <a href="http://www.Rupeeredee.com">www.Rupeeredee.com</a> and Digital Lending Application (DLA) named "RupeeRedee" (collectively referred to as 'Platform')
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	Statutory Auditor have reviewed the Agreement

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 1 of this Notice as an Ordinary Resolution.

**By Order of the Board  
For MoneyMitra IT Solutions Pvt. Ltd.**

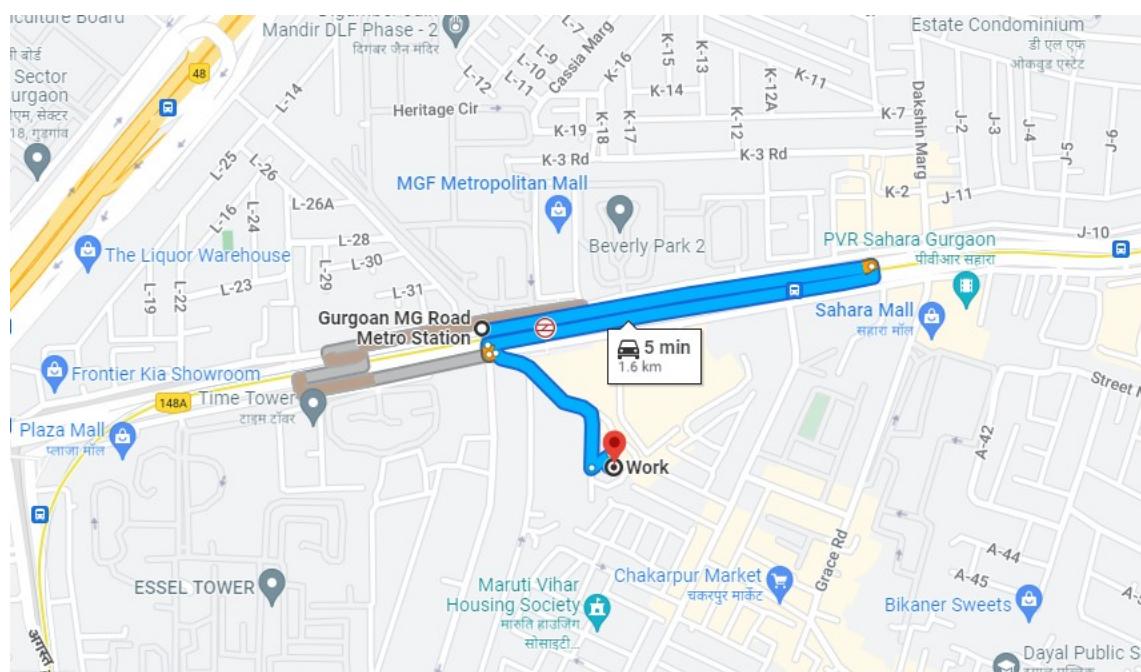
Sd/-

**Name: Damini Varshney  
Designation: Company Secretary  
M. No: A53713**

**Place: Gurugram**

**Date: 25<sup>th</sup> January, 2023**

**Route Map to the venue of EGM of the Company**



Form No. MGT-11  
Proxy form

MONEYMITRA IT SOLUTIONS PRIVATE LIMITED  
CIN: U67100HR2015PTC068942

Registered office: 7<sup>th</sup> Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram - 122002

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

**Name of the Member(s):**

**Registered address:**

**E-mail Id:**

**Folio No/ Clint Id:**

**DP ID:**

We, \_\_\_\_\_, being the member of **MONEYMITRA IT SOLUTIONS PRIVATE LIMITED**, holding \_\_\_\_\_ shares, hereby appoint

Name:

Address:

E-mail Id:

Signature: .....

as our proxy to attend and vote (on a poll) for us and on our behalf at the Extra Ordinary General Meeting of members of the Company, to be held on Wednesday, 25<sup>th</sup> day of January, 2023 at 5:30 PM (IST) at 7<sup>th</sup> Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram - 122002 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

1. To approve new Master Service agreement to be entered into by the Company with Fincfriends Private Limited

Signed this \_\_\_\_ day of \_\_\_\_\_ 2023

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue  
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.**

ATTENDANCE SLIP

**MONEYMITRA IT SOLUTIONS PRIVATE LIMITED**

**CIN: U67100HR2015PTC068942**

**Registered office: 7<sup>th</sup> Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I,  
Gurugram - 122002**

**Extra Ordinary General Meeting, Wednesday, 25<sup>th</sup> day of January, 2023, at 5:30 PM (IST)**

Regd. Folio No.	
DP ID	
Client ID/Ben. A/C	
No. of shares held	

I certify that I am a registered shareholder/proxy/authorised representative for the registered Shareholder of the Company and hereby record my presence at the Extra Ordinary General Meeting of the Company held on Wednesday, 25<sup>th</sup> day of January, 2023 at 5:30 PM (IST) at 7<sup>th</sup> Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram - 122002.

\_\_\_\_\_  
Member's/Proxy's/Authorised representative's  
name in Block Letters

\_\_\_\_\_  
Signature

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