

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 Tuesday, the 27th day of February 2024, at 4:00 P.M. IST at 7th 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 authorize Board of Directors to grant loan, Guarantee or provide security or to acquire any security in excess of the limits specified in Section 186 of the Companies Act, 2013.**

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, Section 179 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to authorise Board of Directors to (a) grant any loan to any person or other body corporate; (b) give any guarantee or provide any security in connection with a loan to any other body corporate or person; or (c) to acquire by way of subscription, purchase or otherwise any security of any other body corporate, upto a maximum aggregate amount of Rs. 100 Crore outstanding at any point of time, on such terms and conditions as may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company and/or any person authorized by the Board from time to time, be and is hereby empowered and authorised to negotiate, finalise, sign and execute all such agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

RESOLVED FURTHER THAT Directors of the company and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution including but not limited to filing of MGT-14 with the Registrar of Companies, to make necessary entries in the Statutory Registers.

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

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

Place: Gurugram

Date: 22nd February 2024

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.
- B. 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.
- C. 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.
- D. 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.
- E. 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: 22nd February 2024

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

Item No. 1

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

The Company intends to grant corporate Guarantee to various lenders on behalf of Fincfriends Private Limited. The limit upto which the Company can grant guarantee to other body corporate as per Section 186 of the Companies Act, 2013 has been exhausted.

Hence, consent of the Members is being sought by way of a special resolution to make any further investment or to give loan/guarantee or provide security to other body corporate upto Rs. 100 Crore, as set out in item No. 2 of this Notice.

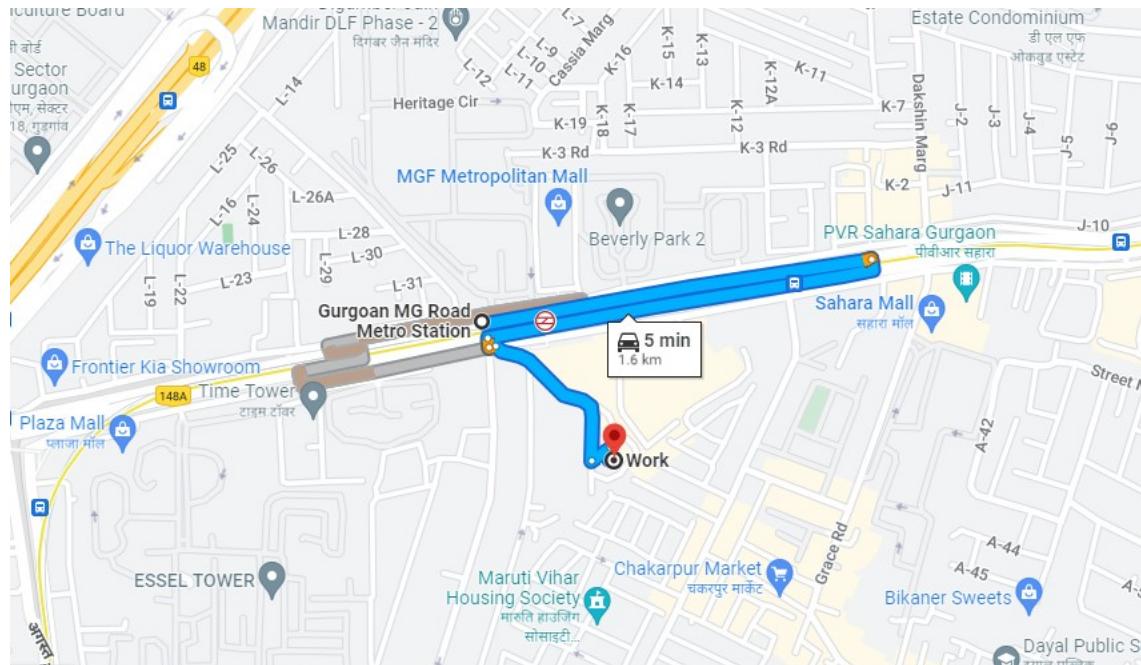
None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution. The Board of Directors recommends passing of the resolution as set out in item no. 2 of this Notice as a Special Resolution.

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

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

**Place: Gurugram
Date: 22nd February 2024**

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: 7th 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 Tuesday, 27th day of February 2024 at 4:00 P.M. (IST) at 7th 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 authorize Board of Directors to grant loan, Guarantee or provide security or to acquire any security in excess of the limits specified in Section 186 of the Companies Act, 2013.

Signed this ____ day of _____ 2024

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: 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok
Phase I, Gurugram - 122002**

Extra Ordinary General Meeting, Tuesday, 27th day of February 2024, at 4:00 P.M. (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 Tuesday, 27th day of February 2024 at 4:00 P.M. (IST) at 7th 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.