

NOTICE OF SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF AUXILO FINSERVE PRIVATE LIMITED WILL BE HELD ON 28 JUNE, 2022 AT 11.30 A.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT LG – 13 & 14, B-WING, ART GUILD HOUSE, PHOENIX MARKET CITY, LBS MARG, KURLA(W), MUMBAI 400 070 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, together with the reports of Board of Directors' and the Auditors thereon.**
- 2. To consider and appoint M/s. Nangia & Co. LLP, Chartered Accountants (Firm Registration No. 002391C/ N500069) as the Statutory Auditors of the Company, and if thought fit, to pass, the following resolution as an Ordinary Resolution from the conclusion of Sixth Annual General Meeting for a term of three years.**

“RESOLVED THAT pursuant to section 139, 142 of the Companies Act, 2013 (“Act”) and all other applicable provisions, if any, of the Act read with Companies (Audit and Auditors) Rules, 2014 along with the rules, guidelines and circulars issued by the Reserve Bank of India (“RBI”), in this regard from time to time and any other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment for the time being in force), approval of the members of the Company be and is hereby accorded for the appointment of M/S. **Nangia & Co. LLP**, Chartered Accountants, (Registration No. **002391C/ N500069**) who have offered themselves for appointment and have confirmed their eligibility to be appointed as the Statutory Auditors in terms of Section 141 of the Act and all other applicable rules and the general guidelines issued by RBI as Statutory Auditors of the Company for a term of three years commencing from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of Ninth Annual General Meeting (“AGM”) to be held in the year 2025 in place of retiring auditors M/s Price Waterhouse, Chartered Accountants, LLP who have completed their term, on such terms and conditions, including remuneration, as may be determined and approved by the Board of Directors of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Managing Director/ Chief Financial Officer of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

- 3. To consider issue of Non-Convertible Debentures**

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

“RESOLVED THAT pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014, including any modification, amendment, substitution or re-enactment thereof, for the time being in force and subject to 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 of the Company (“**Board**”) to issue and to make offer(s) and/or invitation(s) to eligible persons to



subscribe to, Non-Convertible Debentures ((a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, and/or (f) any others (as may be determined)) ("NCDs"), on a private placement basis, in one or more tranches, for a period of one year from the date of passing of this resolution, provided that the outstanding amounts of all such NCDs at any time during the period shall not exceed INR 250 Crores (Indian Rupees Two Hundred Fifty Crores only)."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) as it may think fit of such NCDs, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required from time to time."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to ratify any arrangement, the terms and conditions (including without limitation, interest, repayment, security or otherwise) agreed by the Authorized Officers of the Company, for the purpose of issuance of such NCDs, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions."

BY ORDER OF THE BOARD

For **AUXILO FINSERVE PRIVATE LIMITED**

Neeraj Saxena
Managing Director & CEO
DIN - 07951705

Registered Address: LG, B - 13 and 14, Art
Guild House, Phoenix Market City, LBS
Marg, Kurla West, Mumbai – 400070

DATE: 3rd June, 2022

PLACE: Mumbai



NOTES:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021, dated 14th December, 2021 and also vide General Circular No. 02/2022 dated 5th May, 2022 has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till 31st December, 2022. Accordingly, the 6th Annual General Meeting of the Company shall be conducted through VC/OAVM on Tuesday, June 28, 2022.
2. Pursuant to MCA Circular, the Members shall be provided with the facility to join the Annual General Meeting through VC mode. Members may access the same at the given link by clicking <https://zoom.us/j/93594368169?pwd=UVdoUzhmNWt1aGxObEpFaDRXSHNvUT09> 15 minutes before the scheduled time and shall be kept open until 15 minutes after the scheduled time.
3. A Member entitled to attend and vote in the meeting through VC is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Attendance of shareholders attending through VC shall be counted for reckoning the quorum under section 103 of the Act.
4. Pursuant to MCA Circular, Notice of AGM along with Annual Report for the financial year ended March 31, 2022, shall be sent only through electronic means to those members whose email addresses are registered with the Company. The notice of AGM and Annual report have been uploaded on the website of the Company at <https://www.auxilo.com>.
5. The relevant explanatory statement as per section 102 of the Companies Act, 2013 as per secretarial standards is enclosed herewith.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a scanned copy of the board resolution / partners resolution authorizing such a representative to attend and vote on their behalf at the meeting. The said Resolution/Authorization should be sent electronically through their registered email address to the compliance@auxilo.com.
7. All the documents referred to in the notice along with Register of Directors' and Key Managerial Personnel and their shareholding, maintained under the section 170 of the Companies Act, 2013 and Register of contracts or arrangements in which directors are interested, maintained under the section 189 of the Companies Act, 2013 will be available for inspection during the VC.
8. Since the AGM will be held through VC/OAVM Facility, hence the Route Map of the AGM Venue is not annexed to this notice.



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

Item no. 3: To Issue Non-Convertible Debentures

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("**Members**") by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("**NCDs**") exceeding the limits prescribed in Section 180(1)(c) of the Companies Act, 2013 for a period of one year from the date of passing of this resolution.

In order to augment resources for on-lending by the Company, repayment/refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes etc. the Company may invite subscription for secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable NCDs, in one or more series/tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the board of directors of the Company ("**Board**") on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

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| PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION | Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year. In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs (whether secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable (including market linked debentures) NCDs) shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs. |
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| KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED | <p>Non-convertible debt securities/NCDs.</p> <p>The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.</p> |
| BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF | <p>Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium or at a discount</p> |
| ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE | <p>to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).</p> |
| NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION | <p>Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.</p> |
| AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES | <p>The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Section 42 of the Companies Act, 2013.</p> |
| MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES | <p>The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.</p> |

Accordingly, consent of the Members is sought in connection with the issuance of NCDs by the Company from time to time and they are requested to authorize the Board to issue such NCDs during the year on private placement basis up to INR 250 Crores (Indian Rupees Two Hundred and Fifty Crores) as stipulated above, in one or more tranches.



None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company. The Board recommends the passing of the resolution as special resolution.

BY ORDER OF THE BOARD

Neeraj Saxena
Managing Director & CEO
DIN - 07951705

Registered Address: LG, B - 13 and 14, Art
Guild House, Phoenix Market City, LBS
Marg, Kurla West, Mumbai – 400070

DATE: 3rd June, 2022
PLACE: Mumbai