

NOTICE IS HEREBY GIVEN THAT FOURTEENTH (14TH) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF AUXILO FINSERVE PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE ON WEDNESDAY, 20TH DECEMBER, 2023, AT 4:30 PM THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS AND THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OFFICE NO. 63, 6TH FLOOR, KALPATARU SQUARE, KONDIVITA ROAD, ANDHERI EAST, MUMBAI 400059 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE APPOINTMENT OF MS. LAVANYA ASHOK (DIN-03453279) AS A NOMINEE (NON- EXECUTIVE) DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the rules thereunder, guidelines and circulars issued by the Reserve Bank of India (“**RBI**”) in this regard from time to time; any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), Ms. Lavanya Ashok (DIN No. 03453279), who was appointed as an Additional Director (Nominee Non-Executive) of the Company by the Board of Directors, on basis of the recommendations of the Nomination and Remuneration Committee of the Board of Directors with effect from 20th December, 2023 and who holds office as such up to the date of the ensuing General Meeting, be and is hereby appointed as a Director (Nominee Non - Executive) on the Board of the Company with immediate effect.

RESOLVED FURTHER THAT any one of the Directors of the Company, Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with RBI, Ministry of Corporate Affairs or any other statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution.”

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or Chief Financial Officer or Company Secretary of the Company may be furnished to any person(s) as may be required.”

2. TO CONSIDER AND APPROVE APPOINTMENT OF SHRI. PERUMAL RAMAMURTHY SRINIVASAN (DIN- 00365025) AS A NOMINEE (NON- EXECUTIVE) DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the rules thereunder, guidelines and circulars issued by the Reserve Bank of India (“**RBI**”) in this regard from time to time; any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), Shri. Perumal Ramamurthy Srinivasan (DIN No. 00365025), who was appointed as an Additional Director

(Nominee Non-Executive) of the Company by the Board of Directors, on basis of the recommendations of the Nomination and Remuneration Committee of the Board of Directors with effect from 20th December, 2023 and who holds office as such up to the date of the ensuing General Meeting, be and is hereby appointed as a Director (Nominee Non - Executive) on the Board of the Company with immediate effect.

RESOLVED FURTHER THAT any one of the Directors of the Company, Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with RBI, Ministry of Corporate Affairs or any other statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution.”

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or Chief Financial Officer or Company Secretary of the Company may be furnished to any person(s) as may be required.”

3. TO APPROVE ADOPTION OF THE ALTERED ARTICLES OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Sections 5 and 14 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules, circulars and notifications thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the shareholders be and is hereby accorded for adoption of the amended Articles of Association of the Company, a copy of which has been placed before the meeting and initialed by the chairperson for the purpose of identification, in substitution of certain clauses of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the amended Articles of Association of the Company be and hereby incorporate the terms of the Amendment Agreement dated 20 July 2023 to the Share Subscription Agreement dated 14 June 2023, executed between ICICI Bank Limited, Tata Capital Growth Fund II, Trifecta Leaders Fund I and the Company along and the with Deed of Adherence dated 20 July 2023 executed between Xponentia Opportunities Fund- II and the Company and shall be in substitution for certain clauses of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any one of the Directors, the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to take all such steps and actions necessary or desirable in connection with or incidental or ancillary to give effect to the above resolutions, including for the purposes of making all such filings and registrations as may be required but not limited to filing of necessary documents and e-forms with the registrar of companies and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution with further powers to delegate all or any of the above authorities conferred to him to any officer(s)/authorities person(s) of the Company.

RESOLVED FURTHER THAT any one of the Directors, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to issue a certified true copy of this resolution to anyone concerned or interested in this matter.”

**BY ORDER OF THE BOARD
FOR AUXILO FINSERVE PRIVATE LIMITED**

Sd/-

Deepika Thakur Chauhan
Company Secretary

Registered Address: Office No. 63, 6th Floor,
Kalpataru square, Kondivita Road, Andheri East,
Mumbai – 400 059

Date: 20th December, 2023

Place: Mumbai

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of item nos. 1 to 3 is annexed herewith and forms part of the notice.
2. The Ministry of Corporate Affairs (MCA), vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2022, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 03/2022 dated May 05, 2022, General Circular 10/2022 dated 28th, December, 2022 and General Circular 09/2023 dated 25th September, 2023 (“**MCA Circulars**”) and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
3. In line with the aforesaid MCA Circular, the Notice of this EGM is being sent to Members only through electronic mode to their emails registered with the Company.
4. Pursuant to MCA Circular, the Members shall be provided with the facility to join the Extra Ordinary General Meeting (EGM) through VC mode. Members may access the same 15 minutes before the scheduled time and shall be kept open until 15 minutes after the scheduled time.
5. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Since this EGM is being held through VC / OAVM pursuant to the MCA circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the proxy form and attendance slip are not annexed hereto.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e 20th December, 2023 only shall be entitled attend and vote at the EGM
8. 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
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.auxilo.com.
10. Since the EGM will be held through VC/OAVM Facility, hence the Route Map of the EGM Venue is not annexed to this notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
ANNEXED TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING DATED 20TH
DECEMBER, 2023:**

Item 1: To consider and approve appointment of Ms. Lavanya Ashok (DIN-03453279) as a Nominee (Non-Executive) Director of the Company

Pursuant to the terms of the amended and restated shareholders agreement dated 14th June 2023 executed inter alia amongst the Company, ICICI Bank Limited, Tata Capital Growth Fund II, Trifecta Leaders Fund – I, Elme Advisors LLP and Balarampur Chini Mills Limited, Trifecta Leaders Fund – I has a right to nominate a person to be appointed as a Director on the Board of the Company as an Investor Director.

The Nomination and Remuneration Committee has reviewed the candidature of Ms. Lavanya Ashok (DIN No. 03453279), being a fit and proper person to be appointed as a Director of the Company, as per the norms prescribed by the Reserve Bank of India and has established the veracity of the declarations provided by Ms. Lavanya Ashok (DIN No. 03453279), In terms of Section 164 of the Act, Ms. Lavanya Ashok (DIN No. 03453279) is not disqualified from being appointed as a Director and has given her consent to act as a Director of the Company.

The brief profile of Ms. Lavanya Ashok has been provided as an Annexure to this Notice.

Ms. Lavanya Ashok is not related to any other Director or Key Managerial Personnel of the Company and is also not debarred from holding the office of director by virtue of any SEBI order or any other regulatory/statutory authority.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Lavanya Ashok is concerned or interested, financially or otherwise, in the resolution.

Your Directors, therefore, recommend the Ordinary Resolution, as set forth at Item No. 1 of this Notice, for the approval of the Members.

Item 2: To consider and approve appointment of Shri. Perumal Ramamurthy Srinivasan (DIN- 00365025) as a Nominee (Non- Executive) Director of the Company

Pursuant to the terms of the shareholders agreement dated 20th July 2023 executed inter alia amongst the Company and Xponentia Opportunities Fund-II, Xponentia Opportunities Fund-II has a right to nominate a person to be appointed as a Director on the Board of the Company as an Investor Director.

The Nomination and Remuneration Committee has reviewed the candidature of Shri. Perumal Ramamurthy Srinivasan (DIN- 00365025), being a fit and proper person to be appointed as a Director of the Company, as per the norms prescribed by the Reserve Bank of India and has established the veracity of the declarations provided by Shri. Perumal Ramamurthy Srinivasan (DIN- 00365025). In terms of Section 164 of the Act, Shri. Perumal Ramamurthy Srinivasan (DIN- 00365025) is not disqualified from being appointed as a Director and has given his consent to act as a Director of the Company.

The brief profile of Shri. Perumal Ramamurthy Srinivasan has been provided as an Annexure to this Notice.

Shri. Perumal Ramamurthy Srinivasan is not related to any other Director or Key Managerial Personnel of the Company and is also not debarred from holding the office of director by virtue of any SEBI order or any other regulatory/statutory authority.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Shri. Perumal Ramamurthy Srinivasan is concerned or interested, financially or otherwise, in the resolution.

Your Directors, therefore, recommend the Ordinary Resolution, as set forth at Item No. 2 of this Notice, for the approval of the Members.

Item 3: To Approve Adoption of the Altered Articles of Association of the Company

The Members are requested to note that the Company had executed the Amendment Agreement dated 20 July 2023 to the Share Subscription Agreement dated 14 June 2023 with ICICI Bank Limited, Tata Capital Growth Fund II and Trifecta Leaders Fund – I on 20 July 2023 (Amendment Agreement) and the Deed of Adherence with Xponentia Opportunities Fund- II and on 20 July 2023 (Deed of Adherence). The Members are requested to approve the amendment to the Articles of Association in order to align it with the terms of the Amendment Agreement and Deed of Adherence, subject to the approval of the Shareholders of the Company.

The consent of the Members of the Company by way of a Special Resolution is required for adoption of an amended set of articles of association of the Company. Accordingly, this matter has been placed before the Shareholders for approval.

The proposed draft of the articles of association will be kept open for inspection by the members during business hours on all working days till the date of meeting.

The Board of Directors recommend the resolution set out at Item no. 3 of this notice for approval by the members by way of a special resolution.

None of the directors, key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in passing the aforesaid resolution except to the extent of their directorship and respective interest as shareholders of the Company.

**BY ORDER OF THE BOARD
FOR AUXILO FINSERVE PRIVATE LIMITED**

Sd/-

Deepika Thakur Chauhan
Company Secretary

Registered Address: Office No. 63, 6th Floor,
Kalpataru square, Kondivita Road, Andheri East,
Mumbai – 400 059

Date: 20th December, 2023
Place: Mumbai

ANNEXURE

Details of Director to be appointed pursuant to Secretarial Standards- 2:

Name	Ms. Lavanya Ashok	Shri. Perumal Ramamurthy Srinivasan
Age	41 years ; DOB -11-07-1982	58 years; DOB- 01.06.1965
Qualification	BS in Economics and Finance summa cum laude from The Wharton School at the University of Pennsylvania MBA from 2008 to 2010 at Stanford University	Mechanical Engineer from Anna university. Further, a post graduate diploma in management from IIM Bangalore
Nature of expertise in specific functional area	Wide experience in the Financial industry	Wide experience in the Financial industry
Brief Profile	<p>Ms. Lavanya Ashok is a General Partner at Trifecta Capital. She joined the firm in 2020 to conceptualize their equity investment strategy and leads Trifecta's growth equity fund. Prior to joining Trifecta, she was Managing Director, Private Equity at Goldman, Sachs & Co. (GS) in their Principal Investment Area (PIA) in Mumbai where she worked for a decade from 2010 to 2020.</p> <p>Ms. Lavanya earned a BS in Economics and Finance summa cum laude from The Wharton School at the University of Pennsylvania in 2004 where she was among the top 1% of students in her graduating class. Upon graduation, she joined GS in the investment banking division in New York. After finishing her analyst program in 2006, Lavanya moved to SPO Partners, a \$10 billion California-based hedge fund, from 2006 to 2008. Lavanya did an MBA from 2008 to 2010 at Stanford University where she was a Barrett Fellow and President of the South Asia Students' Association.</p>	<p>Shri. Perumal Srinivasan co-founded Xponentia Capital in 2018 and serves as the Managing Partner. Previously he served as the Managing Director & Head of Citigroup - India Private Equity Team (CVCI)</p> <p>He was part of the Leadership Team that raised two global EM funds: USD 1.5 billion in 2005, USD 4.3 billion in 2007. He was one of 3 founders that set up HSBC India Private Equity & raised a USD 60 million fund in 1995 He has invested more than USD 700 million across his investing experience.</p> <p>Some of his marquee investments include:</p> <p>At CVCI - Axis Bank, Yes Bank , Suzlon, Lupin, GMR and Sharekhan At HSBC India PE – Sharekhan, Kurlon, Dishnet, and Millennium Software At ICICI Ventures – Geometric Software, Microland</p>
Terms and conditions of appointment	As per appointment Letter	As per appointment Letter
Sitting Fees/Remuneration paid	NIL	NIL
Date of first appointment	20 th December, 2023	20 th December, 2023
Shareholding as on 20 th December, 2023	NIL	NIL
Relationship with other Directors, Manager & KMP	NA	NA

Name	Ms. Lavanya Ashok	Shri. Perumal Ramamurthy Srinivasan
No. of Board Meetings attended as Director during FY 2023-24 (till date)	NA	NA
List of other Directorship	Sterne India Private Limited	<ol style="list-style-type: none"> 1. FSTC Flying School Private Limited 2. RESPO Financial Capital Private Limited 3. Easy Platform Services Private Limited 4. Flight Simulation Technique Centre Private Limited 5. Altigreen Propulsion Labs Private Limited 6. Easy Home Finance Limited
Membership /Chairmanship of committees of other Boards	NIL	<ol style="list-style-type: none"> 1. Easy Home Finance Limited – Audit Committee (Member), IT Committee (Chairman) 2. Flight Simulation Technique Centre Private Limited – CSR Committee (Member) 3. Easy Platform Services Private Limited – Borrowings & Investments Committee (Member) 4. RESPO Financial Capital Private Limited - Borrowings & Investments Committee (Member)