
NOTICE IS HEREBY GIVEN THAT NINETEENTH (19TH) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF AUXILO FINSERVE PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE ON MONDAY, 3RD FEBRUARY, 2025 AT 6:00 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 EMPLOYEE STOCK OPTION PLAN 2025

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

“RESOLVED THAT pursuant to Section 62(1)(b) of the Companies Act, 2013 (the “Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Act as may be applicable from time to time (including any amendment, modification, variation or re-enactment thereof) and rules made thereunder, if any, and provisions contained in the Memorandum of Association and Articles of Association of Auxilo Finserve Private Limited (“the **Company**”) and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time and subject to such other approval(s), permission(s), consent(s) and/or sanction(s) as may be required and subject to such conditions and modifications as may be prescribed while granting such approval(s), permission(s), consent(s) and sanction(s), the consent of members of the Company be and is hereby accorded for the adoption of the Employee Stock Options Plan 2025 (“**ESOP 2025**”) and to create, grant, offer, issue and allot, in one or more tranches under ESOP 2025, at any time such number of employee stock options (“**Options**”) (as the case may be) exercisable into not more than 50,00,000 (fifty lakhs) equity shares (subject to adjustments), at such price and on such terms and conditions as may be fixed or determined by the Board (or Nomination and Remuneration Committee “**NRC**”) in accordance with the ESOP 2025 for the benefit of the Employees of the Company as may be and in accordance with Applicable Laws as may be prevailing at that time.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company pursuant to ESOP 2025 in the manner aforesaid shall rank *pari-passu in all the respect* with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary to give effect to these resolutions including delegation of any powers, and with further powers on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any of the Directors of the Company or Chief Financial Officer or the Company Secretary be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

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

Sd/-

Deepika Thakur Chauhan
Company Secretary
ACS: 25977

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

Date: 3rd February, 2025

Place: Mumbai

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item no. 1 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, General Circular 09/2023 dated 25th September, 2023 and General Circular 09/2024 dated 19th September, 2024 (“**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 24th January, 2025 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 3RD
FEBRUARY, 2025:**

ITEM NO. 1: TO CONSIDER AND APPROVE EMPLOYEE STOCK OPTION PLAN 2025

With the objective to attract, retain, reward and motivate Employees to contribute to the growth and profitability of the Company, it is proposed to have an Employee Stock Option Plan. The Board at their meeting held on 3rd February, 2025 after due deliberations approved an Employee Stock Option Plan 2025 (“**ESOP 2025**”).

The proposed scheme provides for a pool of 50,00,000 (fifty lakhs) Options to be granted to the employees of the Company and the Scheme to be administered by the Nomination and Remuneration Committee of the Board of Directors of the Company.

The salient features and other details of ESOP 2025, as required under Rule 12(2) of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

Total Number of Stock Option to be granted	50,00,000 (Fifty Lakh) Options to be granted which correspond to 50,00,000 (Fifty Lakh) equity shares, in one or more tranches and on such Terms and Conditions as maybe specified by the Nomination and Remuneration Committee
Identification of classes of employees entitled to participate in the Employees Stock Option Scheme	Bonafide and a permanent employee of the Company identified by the Nomination and Remuneration Committee as being eligible for the grant of Options
The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme	The specific employees to whom the options would be granted and their eligibility criteria, if any, would be determined by the Nomination and Remuneration Committee from time to time.
The requirements of vesting and period of vesting	The options would vest not earlier than 1 (one) year and not later than 10 (ten) years from the date of Grant of Options
The maximum period within which the options shall be vested	The vesting period shall not be more than Ten (10) years from the grant of option
The exercise price or the formula for arriving at the same	The exercise price shall be the Fair Market value of the equity shares as determined by independent valuer and adopted by the Board at the time of grant.
The exercise period and process of exercise	The Exercise period and process of exercise shall be as per the ESOP 2025 and as approved by the Nomination & Remuneration Committee and provided in the grant letter.
The lock in period, if any	The Options shall be subject to the Lock in period of Four (4) years or till such time the Company provides an exit option as given in the ESOP 2025
Maximum number of option to be granted per employee and in aggregate	As determined by the Nomination & Remuneration Committee from time to time.
The methods which the company shall use to value its option	As per ESOP 2025
Conditions under which options vested in employee(s) may lapse	As per ESOP 2025
Specified Time Period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	As per ESOP 2025

A statement to the effect that the Company shall conform to the applicable accounting standards	The Company shall conform to the Accounting Policies as applicable to the Company, from time to time.
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Members are requested to note that the draft of the ESOP 2025 shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days up to the date of the Extra-ordinary General Meeting and during the continuance of the Extraordinary General Meeting.

Members are requested to note that it is proposed to seek the approval of the Members of the Company by way of passing Special Resolution in terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 for the introduction and implementation of ESOP 2025.

The Board recommends the resolution(s) set out at Item No. 1 of this Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their immediate relatives are, in any way, concerned or interested, in the Special Resolution(s) set out at Item No. 1 of this Notice, except to the extent of the options / equity shares that may be granted / offered to them under the ESOP 2025.

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

Sd/-

Deepika Thakur Chauhan
Company Secretary
ACS: 25977

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

Date: 3rd February, 2025
Place: Mumbai