

**NOTICE IS HEREBY GIVEN THAT THE FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF AUXILO FINSERVE PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, 22<sup>ND</sup> JULY, 2020 AT 11.00 A.M. AT 14<sup>TH</sup> FLOOR, EXPRESS TOWERS NARIMAN POINT MUMBAI 400021 TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2020, together with the reports of Board of Directors' and the Auditors thereon**

**SPECIAL BUSINESS:**

- 2. To consider the Appointment of Shri. C. Ilango as an Independent Director of the company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri. C. Ilango (DIN: 03498879), who has been appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 29<sup>th</sup> May, 2020, in terms of Section 161 of the Act and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and who has also submitted a declaration confirming that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013, and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years.

**RESOLVED FURTHER THAT** any Director of the Company, Shri. Raghavendra Prabhu, Chief Financial Officer and Ms. Deepika Thakur Chauhan, Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary, desirable and expedient by them for the purpose of giving effect to this resolution.”

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

To consider and, if thought fit, to pass the following resolution 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 the provisions of the memorandum of association and the articles of association of the Company, the approval and consent of the members of the Company, be and is hereby accorded to the Board of directors of the Company or any Committee of the Board of Directors ("**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 Rupees 200 Crores (Indian Rupees Two Hundred Crores)."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised 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 to give effect to these resolutions."

**"RESOLVED FURTHER THAT** the Board be and hereby ratifies any arrangement, the terms and conditions (including without limitation, interest, repayment, security or otherwise) agreed by the Authorized Officers, 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**

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**Deepika Thakur Chauhan**  
**Company Secretary**  
**Membership No.: A25977**  
**Date: 30<sup>th</sup> June, 2020**

**Registered office**  
LG, B - 13 and 14, Art Guild House,  
Phoenix Market City, LBS Marg, Kurla West,  
Mumbai - 400070, Maharashtra, INDIA  
CIN U65990MH2016PTC286516

**NOTES:**

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The proxy forms duly complete should be lodged with the Company at the registered office at least 48 hours before the time of the meeting.
2. Members / proxies / authorised representatives should bring duly filled attendance slip enclosed herewith to attend the meeting.
3. The relevant explanatory statement as per section 102 of the Companies Act, 2013 and route map as per secretarial standards is enclosed herewith.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the board resolution / partners resolution authorizing such a representative to attend and vote on their behalf at the meeting.
5. All the documents referred to in the notice will be available for inspection at the venue of the meeting and at the registered office of the Company during the normal working hours on working days of the Company up to the date of this Annual General Meeting.
6. The 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 continuance of the meeting.

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

**Item No 2: Appointment of Shri.C. Ilango as the Independent Director of the Company**

The Board of Directors in their Meeting held on 29<sup>th</sup> May, 2020, appointed Shri. C. Ilango as an Additional Director (Independent) of the Company. As an Additional Director, Shri.C. Ilango holds office till the conclusion of ensuing Annual General Meeting of the Company.

Shri. C. Ilango is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given his consent to act as an Independent Director of the Company. The Company has also received a declaration from Shri.C. Ilango confirming that he meets the criteria of independence as prescribed under the Act.

In the opinion of the Board, Shri. C. Ilango fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013. Considering his vast experience, his presence on the Board will be of immense value to the Company.

Shri. C. Ilango has completed his M.Sc. (Agri) - Post-Graduate in Agricultural Economics. He started his career as an Officer in Canara Bank in the year 1980. Retired with 36 years of experience in commercial banking service including a 5 year stint in Housing Finance industry in CanFin Homes as Managing Director. Creative and dynamic marketer with proven expertise in consistently penetrating new markets to ensure sustainable revenue growth. . Shri. C Ilango was awarded as a Chartered Associate by the Indian Institute of Banking (CAIIB) and was ranked as one of the Top BFSI CEO's for 2016 by Business Standard and PWC alongside the CEOs like Aditya Puri, HDFC Bank & Uday Kotak, Kotak Mahindra Bank

A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the Registered Office of the Company on all working days between 10:00 am to 6:00 pm.

Shri. C. Ilango is not related to any Director and Key Managerial Personnel of the Company.

The Board recommends the passing of the resolution as an Ordinary resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the above resolution.

**Item no. 3: To consider issuance of 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, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special 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:

<p><b>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</b></p>	<p>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.</p> <p>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.</p>
<p><b>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</b></p>	<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>
<p><b>BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE</b></p>	<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 to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).</p>
<p><b>NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION</b></p>	<p>Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.</p>
<p><b>AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES</b></p>	<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</p>

	under Section 42 of the Companies Act, 2013.
<b>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</b>	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.

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 authorise the Board to issue such NCDs during the year on private placement basis up to INR 200 Crores (Indian Rupees Two Hundred Crores) as stipulated above, in one or more tranches (which may be in excess of the overall borrowing limit of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013).

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**

**Deepika Thakur Chauhan**  
**Company Secretary**  
**Membership No.: A25977**  
**Date: 30<sup>th</sup> June, 2020**

**Registered office**  
 LG, B - 13 and 14, Art Guild House,  
 Phoenix Market City, LBS Marg, Kurla West,  
 Mumbai - 400070, Maharashtra, INDIA  
 CIN U65990MH2016PTC286516

**Proxy form**

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

CIN: U65990MH2016PTC286516

Name of the Company: AUXILO FINSERVE PRIVATE LIMITED

Registered office: Office No. LG-B-13 & 14, Lower Ground Floor, Art Guild House, Phoenix Market City, LBS Marg, Kurla West, Mumbai – 400 070

Name of the Member (s) :
Registered address:
E-mail Id :
Folio No/Client ID:

I/We being the member (s) of ..... shares of the above named company, hereby appoint

Sr. no	Name	Address	E-mail Id	Signature
1				
2				
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting, to be held on the 22<sup>nd</sup> July, 2020, at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

1.....

2.....

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

<b>Affix Revenue Stamp</b>
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting**

**Attendance Slip**

Registered Folio / DP ID & Client ID	
Name	
Address of Shareholder	
No. of Shares held	

I/We hereby record my/our presence at the Annual General Meeting of the Company at \_\_\_\_\_ on \_\_\_\_\_ A.M/P.M

Signature of Shareholder / Proxy Present.....

**Note: 1.**

1. You are requested to sign and hand this over at the entrance of the registered office of the Company.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting



**Route Map:**

