

NOTICE IS HEREBY GIVEN THAT THE FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF AUXILO FINSERVE PRIVATE LIMITED WILL BE HELD ON TUESDAY, 22nd JUNE, 2021 AT 11.00 A.M. THROUGH VIDEO CONFERENCING AT A COMMON VENUE 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 31st March, 2021, together with the reports of Board of Directors' and the Auditors thereon**

SPECIAL BUSINESS:

- 2. To consider issue 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 ("**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 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 is 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

Deepika Thakur Chauhan

Company Secretary

Membership No.: A25977

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

DATE: 30th May, 2021

PLACE: Mumbai

NOTES:

1. The Ministry of Corporate Affairs("MCA") vide its General Circular No. 20/2020 dated May 05, 2020 on 'Clarification on holding of Annual General Meeting (AGM) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") , has allowed the Companies to conduct the AGM through VC/OAVM without the physical presence of the Members at a common venue. Accordingly, the 5th Annual General Meeting of the Company shall be conducted through VC/OAVM on Tuesday, June 22, 2021.
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/94180117431?pwd=Nm5SdFI3eFZCZ1h1eGRaVjVtV3hscz09> 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, 2021, shall be sent only through electronic means to those members whose email address 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.

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

Item no. 2: 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:

<p>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</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>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</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>BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF</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</p>

ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	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.
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	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.