

SHORTER NOTICE OF EXTRA-ORDINARY GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (01/FY 2025-26) OF THE MEMBERS OF ARYADHAN FINANCIAL SOLUTIONS PRIVATE LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, 16TH MAY, 2025 AT 06:00 P.M AT THE REGISTERED OFFICE OF THE COMPANY AT H-82, BEHIND GINGER HOTEL SECTOR-63 NOIDA, UP- 201301 TO TRANSACT THE FOLLOWING BUSINESS:

CONSIDERATION AND APPROVAL FOR OFFER AND ISSUANCE OF SECURITIES

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, in supersession of any previous resolutions to this effect and pursuant to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board has constituted / may constitute), for making offer(s) or invitation(s) to subscribe and to issue and allot securities and secured/unsecured/subordinated, rated/unrated, listed/unlisted, non-convertible debentures (collectively the "**Securities**") on a private placement basis, in one or more tranches, for a period of 1 (one) year from the date hereof, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board / Committee thereof, based on the prevailing market condition."

"RESOLVED FURTHER THAT the aggregate amount to be raised through the issuance of Securities pursuant to the authority under this resolution shall not exceed the aggregate limit of Rs. 18,20,00,00,000/- (Rupees One Thousand Eight Hundred Twenty Crores only), which aggregate limit is within the overall limits specified by the Board for other forms of borrowings (including Term Loan, Advances, Overdraft Facility (OD), Cash Credit Facility, Term Loan Facility or any other debt instrument/facility) under the resolution passed by the Board in its meeting held on April 23, 2025."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this resolution."

**By order of the Board
For Aryadhan Financial Solutions Private Limited**

**Raj Nandini Jain
Company Secretary
M.no.: 56152**

**Place: Noida
Date: 16/05/2025**

NOTES :

1. **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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The proxy form duly completed must reach the registered office not later than 48 hours before the commencement of the Meeting.
3. A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013. The representative so appointed, shall have the right to appoint a proxy.
4. An Explanatory Statement with respect to the special business to be transacted at the meeting, as required under Section 102(1) of the Companies Act, 2013, is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the Company is required to obtain the approval of its members by way of a special resolution, before making any offer or invitation for issuance of securities on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of Securities by the Company for a period of 1 (One) year from the date on which the members have provided the approval by way of the special resolution.

The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out hereinbelow:

- a) Particulars of the offer including date of passing of board resolution: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of Securities, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time;
- b) Kinds of securities offered and price at which security is being offered: This special resolution is presently restricted to the private placement issuance of certain securities by the Company primarily in the form of non-convertible debentures to be issued by the Company which may be secured/unsecured/subordinated, rated/unrated, listed/unlisted with the terms of each issuance being determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time;
- c) Basis or justification for the price (including premium, if any) at which offer or invitation is being made: Not applicable;
- d) Name and address of valuer who performed valuation: Not applicable;
- e) Amount which the company intends to raise by way of such securities: As may be determined by the Board of Directors from time to time but subject to the limits approved under Section 42 of the Companies Act, 2013 up to an aggregate limit of Rs. 18,20,00,00,000/-/- (Rupees One Thousand Eight Hundred Twenty Crores only), which aggregate limit is within the overall limits specified by the Board for other forms of borrowings (including Term Loan, Advances, Overdraft Facility (OD), Cash Credit Facility, Term Loan Facility or any other debt instrument/facility) under the resolution passed by the Board in its meeting held on April 23, 2025.
- f) Material terms of raising such 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: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of Securities, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by



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the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time.

The Directors recommend the resolution for members' approval as a **Special Resolution**.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

**By order of the Board
For Aryadhan Financial Solutions Private Limited**

**Raj Nandini Jain
Company Secretary
M.no.: 56152**

**Place: Noida
Date: 16/05/2025**