



NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting (01/2022-23) of the Members of **DIGIKREDIT FINANCE PRIVATE LIMITED** will be held at Shorter Notice at on Monday, December 5, 2022 at 5:00 PM IST via Video Conference, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1:

TO DISCUSS AND APPROVE SALE OF IDENTIFIED BUSINESS ASSETS AND LIABILITIES OF THE COMPANY:

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

"**RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and as per the relevant provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to exit and sell certain [identified assets and assumed liabilities, including loans sourced by identified partners of the Company] of the Company ("**Identified Assets and Liabilities**") on a slump sale basis, as a going concern, to Ambit Finvest Private Limited ("**AFPL**") ("**Transaction I**").

RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and as per the relevant provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to sell its [identified portfolio of non-performing assets] to any other banking company, non-banking financial company/companies or asset reconstruction companies, including but not limited to AFPL ("**Transaction II**").

RESOLVED FURTHER THAT the binding term sheet dated November 19, 2022 recording the agreed terms and conditions in relation to the Transaction I and Transaction II (collectively, "**Transaction**") is hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the Board is hereby authorised to approve, negotiate,

DIGIKREDIT FINANCE PRIVATE LIMITED CIN: U65100MH2013PTC250061

Unit No: 1B, Times Square, A wing, 4th Floor, Andheri Kurla Road, Marol, Andheri (East), Mumbai - 400059 Tel: +91-22-24955420; 24955438 Email: info@smecorner.com Website:

www.smecorner.com



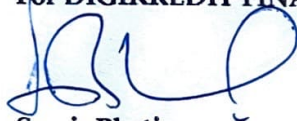
finalise and ratify the terms of the Transaction, the term sheet, the business transfer agreement proposed to be entered into inter alia by and between the Company and AFPL ("BTA"), assignment deeds in respect of the loans given by the Company, assignment deeds in respect of the trademarks, assignment deeds in respect of intellectual property of the Company, escrow agreements, novation agreements, and all other deeds, documents letters, undertakings, mandates, agreements, assignments, powers of attorney, in connection with the Transaction, provide representations, warranties and indemnities in relation to the businesses of the Company being transferred under the BTA, including in relation to title, business and accounting representations, warranties and indemnities to enable the transfer of the businesses of the Company being transferred.

RESOLVED FURTHER THAT Mr. Samir Bhatia, Chairman and Managing Director of the Company ("**Authorised Signatory**") be and is hereby authorized to negotiate, finalise, sign and execute, on behalf of the Company, the term sheet, the BTA, assignment deeds in respect of the loans given by the Company, assignment deeds in respect of the trademarks, assignment deeds in respect of intellectual property of the Company, escrow agreements, novation agreements, and all other deeds, documents letters, undertakings, mandates, agreements, assignments and powers of attorney, in connection with the Transaction.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, and execute such other documents, as may be necessary and /or expedient in the interest of the Company to give effect to these resolutions and the Transaction.

RESOLVED FURTHER THAT the Authorised Signatory be and is hereby authorised to certify a copy of the above resolutions and issue the same to all concerned parties."

**By Order of the Board of Directors
For DIGIKREDIT FINANCE PRIVATE LIMITED**



Samir Bhatia
Chairman & Managing Director
DIN: 01769655

Date: 29.11.2022
Place: Mumbai

Registered Office:
Unit No. 1B, 4th Floor, A-Wing, Times Square
Andheri Kurla Road, Andheri (E)
Mumbai - 400 059

NOTE:-

1. The Extra-Ordinary General Meeting is being held in compliance with the provisions of General Circular no. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (MCA) and the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.
2. Since the Extra-Ordinary General Meeting is being held through Video Conference, in terms of the provision of MCA circular no. 14/2020 dated April 8, 2020, the facility for appointment of proxy by members will not be available for the Meeting. However, in pursuance of section 113 of the Companies Act, 2013, representatives of the body corporate members may be appointed for the purpose of participation and voting at the meeting.
3. The Members may join meeting via Video Conference using the weblink - <https://us04web.zoom.us/j/7031669655?pwd=pkyscNTKsb8PlmLdlGtdnJ3zrn1v9E.1> Meeting ID - 703 166 9655 and Password - 05122022 from their mobile / laptop.
4. The members may contact Mr. Ashit Shroff, Head Legal, for any technical assistance in joining the meeting:
Contact No.: (M) 8850114676; E-mail ID: ashit.shroff@smecorner.com
5. If the poll is demanded, the members can send their vote on email id samir.bhatia@smecorner.com



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

ITEM NO. 1:

It is proposed to sale identified business assets and liabilities of the Company on a slump sale basis, as a going concern, to Ambit Finvest Private Limited ("AFPL"). It is further proposed to sale identified portfolio of non-performing assets to any other banking company, non-banking financial company/companies or asset reconstruction companies, including but not limited to AFPL.

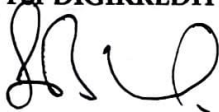
Further, it is proposed to authorize Mr. Samir Bhatia, Chairman and Managing Director of the Company to negotiate, finalise, sign and execute the term sheet, the Business Transfer Agreement, assignment deeds in respect of the loans given by the Company, assignment deeds in respect of the trademarks, assignment deeds in respect of intellectual property of the Company, escrow agreements, novation agreements etc., on behalf of the Company.

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the Company seeks approval of shareholders by way of a Special Resolution for the proposed transaction.

The Directors of the Company recommend the resolution for approval of the members as Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed special resolution.

**By Order of the Board of Directors
For DIGIKREDIT FINANCE PRIVATE LIMITED**



Samir Bhatia
Chairman & Managing Director
DIN 01769655

Date: 29.11.2022

Place: Mumbai

Registered Office

Unit No. 1B, 4th Floor, A-Wing, Times Square
Andheri Kurla Road, Andheri (E),
Mumbai-400059