

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting (02/2020-21) of the Members of **DIGIKREDIT FINANCE PRIVATE LIMITED** will be held at **Shorter Notice** at on Friday, January 15, 2021 at 5:30 P.M. via Video Conference, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1:

ISSUE OF NON-CONVERTIBLE DEBENTURES AND/OR BONDS:

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

“RESOLVED THAT pursuant to the provisions of section 42, 71 and any other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any amendment, statutory modification, or re-enactment thereof) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, but subject to such other applicable laws, rules, regulations and guidelines including those issued by the Reserve Bank of India (RBI), the Securities and Exchange Board of India (SEBI), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, or any other regulatory authority, from time to time, as may be applicable, and subject to approvals, consents, sanctions, permissions as may be required from any appropriate statutory and regulatory authorities, approval of the Members be and is hereby accorded (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) for making offer(s) or invitation(s) to subscribe to Listed / Unlisted/ Senior Secured / Senior Unsecured / Redeemable Non-Convertible Debentures and/or Bonds (hereinafter referred to as NCDs) including but not limited to Subordinated Debentures, Perpetual Debentures etc. on private placement basis, in one or more tranches, such that the aggregate amount of total borrowing through offer and issue of NCD'S/Bonds does not exceed Rs. 150 Crore, during the period of one year from the date of passing of this resolution by the Members.

RESOLVED FURTHER THAT the Board / Finance Committee of the Company as reconstituted from time to time, be and is hereby authorised to determine and approve by way of Resolution, the terms and conditions of the NCDs/Bonds to be issued (listed/unlisted/secured/unsecured/structured/unstructured) including the class of investors to whom the NCDs are to be issued, the pricing of the issue, placement document(s), disclosure document or private placement offer cum application letter and/or other papers and document(s) and the terms thereof and to approve all other matters relating to the issue including but not limited to appointment of intermediaries / consultants, timing, tranches of issue, mode of issuance of the NCDs, creation of debenture redemption

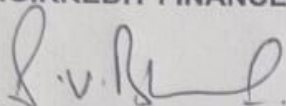
DIGIKREDIT FINANCE PRIVATE LIMITED CIN: U65100MH2013PTC250061

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

reserve, if applicable, tenor, security, objects of issue and to do all other matters, acts, deeds and things as it may, at its discretion, deem necessary for such purpose including without limitation, the utilization of the issue proceeds.

RESOLVED FURTHER THAT any of the Directors of the Company, Mr. Ashit Shroff, Head-Legal or Mr. Ashish Ranka, Finance Controller, be and is hereby, severally, authorised to do all such acts, things and deeds, as may be required to give effect to this resolution."

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



Samir Bhatia
Managing Director
DIN: 01769655

Date: January 6, 2021
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. 39/2020 dated December 31, 2020 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://zoom.us/j/94754527691?pwd=T1JmQUhhWnIDUmloYzQyZDc3ZmtTdz09> Meeting ID - **947 5452 7691** and Password - **Digital** 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

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

ITEM NO. 1:

APPROVAL FOR ISSUE OF NON-CONVERTIBLE DEBENTURES:

The Members may note that the Company is a Non-Banking Financial Company registered with the Reserve Bank of India. In order to meet the business requirements, the Company has been using various resources raising options inter alia Term Loan, Private Placement of Equity, NCDs, Bonds, Debt Securities etc.

In order to augment long term resources for financing, inter alia, for the strategic business expansion in future, it is proposed to authorise the Board, which term shall include any Committee constituted by the Board, to offer or invite subscription, from time to time, Non-Convertible Debentures and/or Bonds, whether Listed / Unlisted/ Senior Secured / Senior Unsecured including but not limited to Subordinated Debentures, Perpetual Debentures etc. on private placement basis, in one or more tranches, such that the aggregate amount of total borrowing through offer and issue of NCD'S/Bonds does not exceed Rs. 150 Crore, during the period of one year from the date of passing of this resolution by the Members.

Further, the disclosure required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, is as below:

a) *particulars of the offer including date of passing of Board resolution:*

The Company proposes to raise various kind of NCDs such as listed / unlisted /senior secured / senior unsecured / subordinated / perpetual etc., from time to time, on private placement basis, subject to the overall limits of Rs. 150 Crore. The resolution for the proposed for issue of NCDs / Bonds is passed by the Board at its meeting held on January 6, 2021.

b) *kinds of securities offered and the price at which security is being offered:*

It is proposed to issue various kind of Non-convertible Debenture or Bonds on such terms and conditions but subject to the overall limits of Rs. 150 Crore, as the Board / Finance Committee may deem fit. The issue of NCDs / Bonds shall be made at par.

c) *basis or justification for the price (including premium, if any) at which the offer or invitation is being made:*

The issue of Non-convertible Debenture or Bonds shall be made at par.

d) *name and address of valuer who performed valuation:*

Since the proposed issue is for NCDs / Bonds being made at par, the valuation is not applicable.

e)

amount which the company intends to raise by way of such securities:

The Company shall make issue of NCDs / Bonds such that the aggregate borrowing of the Company through issue of NCDs / Bonds shall not exceed Rs. 150 Crore.

- 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:*

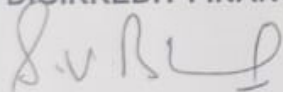
The Board / Finance Committee is authorised to determine and approve by way of Resolution, the terms and conditions of the NCDs/Bonds to be issued (secured/unsecured/structured/unstructured) including the class of investors to whom the NCDs are to be issued, the pricing of the issue, offer document and/or other papers and document(s) and the terms thereof and to approve all other matters relating to the issue including but not limited to appointment of intermediaries / consultants, timing, tranches of issue, mode of issuance of the NCDs, creation of debenture redemption reserve, if applicable, tenor, security, objects of issue and including without limitation, the utilization of the issue proceeds.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 1 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors / Finance Committee of the Company to offer or invite subscription for non-convertible debentures / bonds as may be required by the Company, from time to time for a period of one year from the date of passing this resolution.

Your Board recommends passing of the resolution as set out in the accompanying notice 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 resolution set out at Item No. 1 of the Notice.

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



Samir Bhatia
Managing Director
DIN 01769655

Date: January 6, 2021
Place: Mumbai

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