



NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting (1/2021-22) of the Members of Digikredit Finance Private Limited will be held at on Tuesday, November 23, 2021 at 6.00 P.M. IST at 411/412, Trade World, B Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1:

APPROVAL OF INCREASE IN AUTHORISED SHARE CAPITAL:

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 4, 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), including any amendment thereto or re-enactment thereof and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from existing amount of Rs. 9,50,00,000 (Rupees Nine Crore Fifty Lakh only) divided into 59,50,000 (Fifty Nine Lakh Fifty Thousand) Equity Shares of Rs. 10/- each and 35,50,000 (Thirty Five Lakh Fifty Thousand) Preference Shares of Rs. 10 each to Rs. 11,70,00,000 (Rupees Eleven Crore Seventy Lakh only) divided into 65,50,000 (Sixty Five Lakh Fifty Thousand) Equity Shares of Rs. 10/- each and 35,50,000 (Thirty Five Lakh Fifty Thousand) Preference Shares of Rs. 10 each, and 8,00,000 (Eight Lakh) Preference Shares of Rs. 20 each, by creation of additional 6,00,000 Equity Shares of Rs. 10/- each and 8,00,000 Preference Shares of s. 20/- each.

RESOLVED FURTHER THAT the existing clause V(a) of the Memorandum of Association of the Company be altered and substituted with the following new clause V(a):

V(a) Authorised Share Capital of the Company is Rs. 11,70,00,000 (Rupees Eleven Crore Seventy Lakh only) divided into 65,50,000 (Sixty Five Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs 6,55,00,000 (Rupees Six Crore Fifty Five Lakhs) and 35,50,000 (Thirty Five Lakh Fifty Thousand) Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs 3,55,00,000 (Rupees Three Crore Fifty Five Lacs , and 8,00,000 (Eight Lakh) Preference Shares of Rs. 20/- (Rupees Twenty only) each, aggregating to Rs 1,60,00,000 (Rupees One Crore Sixty Lakhs only).

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any one of the Directors of the Company or the Company Secretary be and is hereby authorized severally on behalf of the Company to do all acts, deeds, matters



and things as they may deem fit and appropriate and as may be necessary, and to sign and execute all necessary papers, documents, undertakings, indemnities, applications and returns as may be necessary, proper, desirable or expedient, to accede to such modifications and alterations as may be stipulated by the Registrar of Companies, or such other Authority arising from or incidental to the said amendment and to settle and clarify any questions, difficulties or doubts that may arise in this regard at any stage.

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including digitally signing and filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

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

A handwritten signature in blue ink, appearing to read 'Sakshi Poddar', is written over a thin blue horizontal line.

**Sakshi Poddar
Company Secretary**

Registered Office:

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

Date: 22nd November, 2021
Place: Mumbai



NOTES:

1. The Extraordinary 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 members may be appointed for the purpose of participation and voting in the meeting.
2. Members are requested to send their queries, if any, atleast 7 days before the Extraordinary General Meeting at the Company's designated Email ID - ashit.shroff@smecorner.com, so as to enable the Board to keep the information ready.
3. The Members may intimate and confirm their participation to Mr. Ashit Shroff, Head - Legal & Compliance and Sakshi Poddar, Company Secretary & Compliance Officer. The contact details are as below:
Contact No.: (M) 8850114676; E-mail ID: ashit.shroff@smecorner.com
(M) 9702688101; E-mail ID: sakshi.poddar@smecorner.com.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No (1) of the Notice set out above are annexed hereto.



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

ITEM NO 1:

INCREASE IN AUTHORISED SHARE CAPITAL:

The Company has, in the Bridge Round (Pre Series D Compulsory Convertible Preference Shares) of capital raise, finalized an aggregate capital raise of INR 24,49,99,466 (Indian Rupees Twenty Four Crore Forty Nine Lakhs Ninety Nine Thousand Four Hundred and Sixty Six Only) in the first round of Pre Series D capital raise from existing and new investors.

It is also proposed to raise an additional sum of an equivalent amount in the near short term.

As per agreed terms with the Investors the Company is required to issue Pre Series D Compulsory Convertible Preference Shares (Pre Series D CCPS) of a face value of INR 20.00 (Rupee Twenty).

The current Authorised Share Capital of the Company does not have Preference Shares of a face value of INR 20/- (Twenty) and therefore the Company is required to increase the Authorised Share Capital suitably to meet the aforementioned purpose of Capital Raise.

Further, the Company is also required to maintain equivalent headroom in the Equity Capital of the Company for conversion purposes as per the agreed terms with the investors.

Accordingly, it is now proposed to increase the authorised share capital of the Company from Rs. 9,50,00,000 (Rupees Nine Crore Fifty Lakh only) divided into 59,50,000 (Fifty Nine Lakh Fifty Thousand) Equity Shares of Rs. 10/- each and 35,50,000 (Thirty Five Lakh Fifty Thousand) Preference Shares of Rs. 10 each to Rs. 11,70,00,000 (Rupees Eleven Crore Seventy Lakh only) divided into 65,50,000 (Sixty Five Lakh Fifty Thousand) Equity Shares of Rs. 10/- each and 35,50,000 (Thirty Five Lakh Fifty Thousand) Preference Shares of Rs. 10 each, and 8,00,000 (Eight Lakh) Preference Shares of Rs. 20 each, by creation of additional 6,00,000 Equity Shares of Rs. 10/- each and 8,00,000 Preference Shares of Rs. 20/- each.

As required under the Companies Act, 2013, increase in Authorised Share Capital requires approval of the members of the Company. Accordingly, approval of the members is sought through the resolution mentioned in the accompanying notice conveying the Extra-ordinary General Meeting. The Directors of the Company recommend the resolution for approval of the members as required under Sections 13 and 61 of the Companies Act, 2013 as Special Resolution.

The copies of the existing and proposed new Memorandum of Association of the Company are available at the registered office of the Company. Any member interested



may inspect the same, subject to submission of a prior written request, on any working day before the date of Extra Ordinary General Meeting, during the working hours between 11.00 a.m. To 4.00 p.m., and at the venue of Extra Ordinary General Meeting.

Your Directors recommend the above the resolution for approval as Special Resolution.

None of the Directors or their relatives are concerned or interested in the proposed ordinary resolution. The Company being private limited company, does not require appointment of Key Managerial Personnel.

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

A handwritten signature in blue ink, appearing to read 'Sakshi Poddar', is written over a light blue horizontal line.

Sakshi Poddar
Company Secretary

Place: Mumbai

Date: November 22, 2021

Registered Office:

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