



NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting (01/2020-21) of the Members of **DIGIKREDIT FINANCE PRIVATE LIMITED** will be held at **Shorter Notice** at on Thursday, December 24, 2020 at 5:30 P.M. IST via Video Conference, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1:

APPROVAL FOR ISSUE OF NON-CONVERTIBLE DEBENTURES:

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 Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "Act"), all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("RBI") or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and subject to approvals, consents, sanctions, permissions as may be necessary from any statutory and / or regulatory authority, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions, the consent of the members of the Company be and is hereby accorded to the Board of Directors (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 may hereafter constitute), to offer, issue and allot 40 (Forty) Senior, Secured, Unlisted, Unrated, Redeemable Non-Convertible Debentures ("**Debentures**") denominated in Indian Rupees ("**INR**") each having a face value of INR 10,00,000 (Indian Rupees Ten Lakh) aggregating to a face value of INR 4,00,00,000 (Indian Rupees Four Crore only) on a private placement basis, on such terms and conditions and at such times, as may be decided by the Board, to (i) Aviator Emerging Market Fund; and (ii) Citrus Global Arbitrage Fund (being the identified persons for the purposes of Section 42 of the Act) ("**Investors**") for raising debt for onward lending to retail borrowers of the Company (in respect of the various products offered by the Company) and for such other purposes as may be agreed with the Investors.

RESOLVED FURTHER THAT the draft of the Private Placement Offer cum Application Letter, in the requisite Form PAS-4, as per the draft annexed to the notice convening this extra-ordinary general meeting, be and is hereby approved and the same be signed by any of the Directors of the Company.

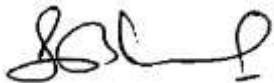
DIGIKREDIT FINANCE PRIVATE LIMITED CIN: U65100MH2013PTC250061
Unit No: 1B, Times Square, A wing, 4th Floor, Andheri Kurla Road, Marol, Andheri (East),
Mumbai - 400059 Tel: +91-22-24955420; 24955438 Email: info@smecorner.com
Website: www.smecorner.com

RESOLVED FURTHER THAT for the purpose of creating, offering, issuing and allotting the Debentures, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable in the interest of the Company and with power on behalf of the Company to determine the terms and conditions of issue of Debentures, to settle any question, difficulty, doubt that may arise in respect of the resolution(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorised signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalise their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory/government authorities/depository(ies) and/or any other regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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



Samir Bhatia
Chairman & Managing Director
DIN: 01769655

Date: December 17, 2020

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. 33/2020 dated September 28, 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/93159850943?pwd=OWpaNXZuVmVoU2l6UStNcTl0S3ZNdz09> Meeting ID - 931 5985 0943 and Password 528481 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:

It is proposed to issue 40 (Forty) Senior, Secured, Unlisted, Unrated, Redeemable Non-Convertible Debentures of Rs. 10,00,000 each, aggregating to Rs. 4,00,00,000 (Rupees Four Crore only), in one or more tranches, for cash, on a private placement basis to the following person(s):

Sr. No	Investor Name	No. of Debentures	Consideration Amount (Rs.)
1.	Aviator Emerging Market Fund	20	2,00,00,000
2.	Citrus Global Arbitrage Fund	20	2,00,00,000
Total		40	4,00,00,000

Pursuant to the provisions of section 42, and 71 of the Companies Act, 2013 and the Rules made thereunder, a Company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by shareholders of the Company, by a special resolution.

The Senior, Secured, Unlisted, Unrated, Redeemable Non-Convertible Debenture of the Company to be allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and terms of issue.

As required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules 2014, as amended from time to time, the required details are furnished as under:

- a) *particulars of the offer including date of passing of Board resolution:*
The board resolution proposing the offer is passed on December 17, 2020. The offer is being made as per the terms mentioned under the respective Term Sheet.
- b) *kinds of securities offered and the price at which security is being offered:*
The proposed offer is for the Senior, Secured, Unlisted, Unrated, Redeemable Non-Convertible Debentures of Rs. 10,00,000 each.
- c) *basis or justification for the price (including premium, if any) at which the offer or invitation is being made:*
The proposed issue of Senior, Secured, Unlisted, Unrated, Redeemable Non-Convertible Debentures will be at par i.e. Rs. 10,00,000 per Debenture.
- d) *name and address of valuer who performed valuation:*
Not Applicable.
- e) *amount which the company intends to raise by way of such securities:*
The Company proposes to raise Rs. 4,00,00,000 (Rupees Four Crore only) by issue of 40 Senior, Secured, Unlisted, Unrated, Redeemable Non-Convertible Debenture on private placement basis, in one or more tranches.

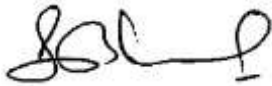
- f) *material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:*
- i. Terms of Issue: The terms of issue of Debentures is as per Term Sheet signed with the Investors.
 - ii. Time Schedule: The proposed issue and allotment of Debentures will be completed within one month.
 - iii. Purpose or objects of offer: onward lending to retail borrowers of the Company (in respect of the various products offered by the Company) and for such other purposes as may be agreed with the Investors.
 - iv. Contribution by Promoters or Directors: Not applicable.
 - v. Security: (i) hypothecation of certain identified loans receivable of the Company, (ii) such other security or contractual comfort as may be required in terms of the issuance of the Debentures.

The copy of the Term Sheet for issue of Senior, Secured, Unlisted, Unrated, Redeemable Non-Convertible Debentures, and all other relevant documents are available in electronic mode and 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 2.00 p.m., and at the time of Extra-Ordinary General Meeting.

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

None of the Directors, Key Managerial Personnel or their relatives are concerned on interested in the aforesaid resolution.

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



Samir Bhatia
Chairman & Managing Director
DIN 01769655

Date: December 17, 2020
Place: Mumbai

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