

NOTICE

NOTICE be and is hereby given that the **(01/EGM/2023-24) Extraordinary General Meeting** of the Members of **Subhlakshmi Finance Private Limited** will be held on **Thursday, 26th October 2023** at **01:30 P.M.** at the Corporate Office of the Company situated at Unit No. 904A, 904B, 9th Floor, Tower-C, Unitech Cyber Park, Sector-39, Gurugram-122003, Haryana, India to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: AMENDMENT OF CLAUSE 14.13(a) OF THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re- enactment thereof for the time being in force), and subject to necessary approval(s), permissions, consents and sanctions from the statutory authority, if any under all other applicable laws and regulations if any, the approval of the members of the Company be and is hereby accorded for effecting the following amendments in the existing Articles of Association of the Company:-

Clause 14.13 (a) Number of Board meetings and venue

“The Board shall meet at least 4 (four) times in every calendar year. Meetings of the Board shall be held at such place, within or outside India, as mutually decided by the Promoter Groups, from time to time. Subject to applicable Laws, all reasonable expenses and costs incurred for such meetings by the Board, shall be borne by the Company.”

RESOLVED FURTHER THAT any Executive Director and/or the Company Secretary be and is hereby jointly/severally authorised to perform all acts, deeds and things, execute documents, and do all filings including e-filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.”

By order of the Board
SUBHLAKSHMI FINANCE PRIVATE LIMITED

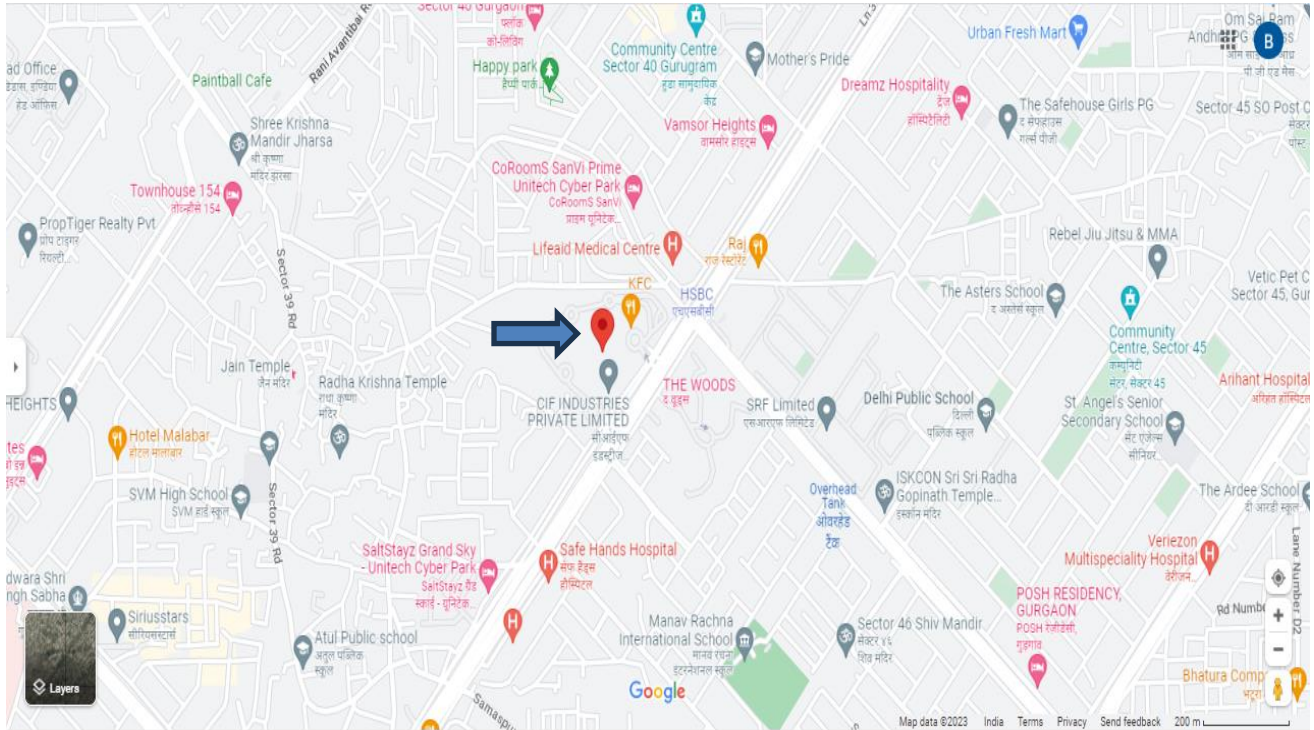
Sd/-
BHUPIN KHANNA
Company Secretary
M. No.: A69125

Date: 04th October 2023
Place: Gurugram

NOTES –

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT LEAST 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF MEETING.**
- 2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. Every member entitled to vote at the meeting or on any resolution to be moved shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Members/Proxies are requested to bring an attendance slip duly completed and signed and mentioning therein details of their Folio No.
5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available at the AGM and shall remain open and accessible to any person entitled to attend the Meeting.
6. An Explanatory Statement pursuant to Section 102 of the Act, relating to special business to be transacted at the Extraordinary General Meeting (“EGM”) is annexed hereto.
7. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate Office of the Company during the business hours on all working days.
8. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.

9. A Route Map to reach the venue of EGM is as follows:



EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

ITEM NO. 1: AMENDMENT OF CLAUSE 14.13(a) OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY:

A Shareholding Agreement ("SHA") had been executed amongst promoters on 30th December 2020 pursuant to which the Articles of Association (AOA) of the Company was amended vide resolution passed in Annual General Meeting held on 30th December 2020. Clause 14.13(a) of the Articles of Association is related to holding of Board meetings and the same is as follows:

"The Board shall meet once every quarter and at least 4 (four) times in every calendar year. Meetings of the Board shall be held at such place, within or outside India, as mutually decided by the Promoter Groups, from time to time. Subject to applicable Laws, all reasonable expenses and costs incurred for such meetings by the Board shall, be borne by the Company."

In order to make it consistent with the provisions of the Companies Act, 2013, the Board in its (02/BM/2023-24) meeting held on 29th September 2023 has proposed to amend the above-mentioned sub-clause with the following sub-clause:

The proposed amendment in sub-clause (a) of Clause 14.13 as mentioned in Item No. 1 of the Notice is as follows: -

"The Board shall meet at least 4 (four) times in every calendar year. Meetings of the Board shall be held at such place, within or outside India, as mutually decided by the Promoter Groups, from time to time. Subject to applicable Laws, all reasonable expenses and costs incurred for such meetings by the Board, shall be borne by the Company."

The draft Articles of Association after incorporation of the above-mentioned changes is available for inspection of the shareholders of Company at the Corporate Office of the company on all working days (during business hours) up to the date of Extra-Ordinary General Meeting.

The Board recommends the resolution as set out in Item No. 1 of the Notice for your approval by way of a Special Resolution.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, whether directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

By order of the Board
SUBHLAKSHMI FINANCE PRIVATE LIMITED

Sd/-
BHUPIN KHANNA
Company Secretary
M. No.: A69125

Date: 04th October 2023
Place: Gurugram

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above-named company hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him/her	

Name :	E-mail Id:
Address:	
Signature, or failing him/her	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **(01/EGM/2023-24) Extraordinary General Meeting** of the Financial Year 2023-24 of the company to be held on **Thursday, 26th October 2023 at 01:30 P.M.** at the Corporate Office of the Company situated at Unit No. 904A, 904B, 9th Floor, Tower-C, Unitech Cyber Park, Sector-39, Gurugram-122003, Haryana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.:-

S. No.	Resolution(s)	Vote	
		For	Against
	SPECIAL BUSINESS:		
1.	AMENDMENT OF CLAUSE 14.13(a) OF THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY:		

Signed this ____ day of ____ 2023

Signature of Shareholder

Signature of Shareholder

Signature of Proxy holder

NOTES:

- 1) The Proxy form duly completed and signed should be received at the Corporate Office of the Company situated at **Unit No. 904A, 904B, 9th Floor, Tower-C, Unitech Cyber Park, Sector-39, Gurugram-122003, Haryana, India** not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- 2) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 3) **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “√” IN THE RELEVANT BOX under “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “√” IN THE RELEVANT BOX under “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 4) Any alterations made in this form of proxy must be initialed by the person who signs it.
- 5) Any Discrepancy found in the proxy form will stand rejected.

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

(01/EGM/2023-24) EXTRAORDINARY GENERAL MEETING

Full name of the members attending _____
(IN BLOCK CAPITALS)

Ledger Folio No. /Client ID No. _____

No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the **(01/EGM/2023-24) Extraordinary General Meeting (EGM)** of the Financial Year 2023-24 on Thursday, 26th October 2023 at 01:30 P.M. of **SUBHLAKSHMI FINANCE PRIVATE LIMITED** having Corporate Office situated at Unit No. 904A, 904B, 9th Floor, Tower-C, Unitech Cyber Park, Sector-39, Gurugram-122003, Haryana, India.

(Member's /Proxy's Signature)

NOTES:

- 1) The Proxy to be effective should be deposited at the Registered Office of the Company not less than **FORTY-EIGHT HOURS** before the commencement of the meeting.
- 2) A Proxy need not be a member of the Company.
- 3) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 4) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.