

NOTICE

Notice to the Members, Auditors, and Directors of Moneymitra IT Solutions Private Limited (“**the Company**”) is hereby given that the 10th Annual General Meeting of the Company will be held on **Tuesday the 30th day of September 2025 at 04:30 PM (IST)** at its Registered Office situated at 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram Haryana - 122002 to transact the following business at shorter notice:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March 2025 and the Reports of the Board of Directors & Auditors thereon.**

SPECIAL BUSINESSES:

1. **To regularize the appointment of Mr. Vladimir Nikolaevich Borisov (DIN: 09246292) as a Non-Executive Director of the Company.**

To consider and if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

RESOLVED THAT pursuant to the provision of Section 149, 152 & 161 of the Companies Act 2013 and other applicable provisions (including any modification or re-enactment thereof for the time being in force), Rules made there under and Article of Association of the Company, Mr. Vladimir Nikolaevich Borisov (DIN: 09246292), who was appointed as an Non-Executive Additional Director by the Board of Directors with effect from March 27, 2025 and whose term of office is getting expired at this 10th Annual General Meeting (AGM), be and is hereby regularized as an Non-Executive Director of the Company.

RESOLVED FURTHER THAT Directors & Company Secretary of the company be and are hereby authorized severally to do all acts including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.

2. **To regularize the appointment of Mr. Gurjent Singh (DIN: 11003747) as a Whole Time Director of the Company.**

To consider and if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

RESOLVED THAT pursuant to the provision of Section 149, 152 & 161 of the Companies Act 2013 and other applicable provisions (including any modification or re-enactment thereof for the time being in force), Rules made there under and Article of Association of the Company, Mr. Gurjent Singh (DIN: 11003747), who was appointed as an Additional Director designated as Whole Time Director by the Board of Directors with effect from March 27, 2025 for a period of 3 years and whose term of office is getting expired at this 10th Annual General Meeting (AGM), be and is hereby regularized as an Whole Time Director of the Company for a period of 3 years from the date of his appointment.

RESOLVED FURTHER THAT Directors & Company Secretary of the company be and are hereby authorized severally to do all acts including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.

- 3. To authorize Board of Directors to grant loan, Guarantee or provide security or to acquire any security in excess of the limits specified in Section 186 of the Companies Act, 2013.**

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

RESOLVED THAT in suppression of the earlier resolutions passed and pursuant to the provisions of Section 186 of the Companies Act 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, Section 179 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide any security in connection with a loan to any other body corporate or person; or (c) acquire by way of subscription, purchase or otherwise any security of any other body corporate, upto a maximum aggregate amount of Rs. 2000 Crores outstanding at any point of time, on such terms and conditions as may deem fit by the Board of Directors.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company and/or any person authorized by the Board from time to time, be and is hereby empowered and authorised to negotiate, finalise, sign and execute all such agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

RESOLVED FURTHER THAT Directors of the Company and Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution including but not limited to filing of MGT-14 with the Registrar of Companies, to make necessary entries in the Statutory Registers.

**By Order of the Board
For Moneymitra IT Solutions Private Limited**

**Artem Andreev
Director
DIN: 09026163**

**Place: Vietnam
Date: 22nd September 2025**

Notes:

- (i) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
- (ii) The proxy form and the power of attorney or other authority, if any, under which it is signed shall be deposited at the registered office of the Company not less than 48 (forty-eight) hours before the time for holding the meeting or adjourned meeting at which the person named in the proxy form proposes to vote.
- (iii) Any documents referred to in this notice and statement, are open for inspection at the registered Office of the Company on all working days (Monday to Saturday) between 10:00 a.m. and 5:00 p.m. upto the date of general meeting and will also be available for inspection at the meeting.
- (iv) Corporate members are requested to send the duly certified copy of board resolutions, pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the annual general meeting.
- (v) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') in respect of the Special Business is annexed hereto and forms part of this Notice.
- (vi) A route map along with prominent landmark for easy location to reach the venue of the Annual General Meeting is annexed to this notice.

**By Order of the Board
For Moneymitra IT Solutions Private Limited**

**Artem Andreev
Director
DIN: 09026163**

**Place: Vietnam
Date: 22nd September 2025**

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the special business of the accompanying Notice dated 29th September 2025.

SPECIAL BUSINESS ITEM NO. 1

To regularize the appointment of Mr. Vladimir Nikolaevich Borisov (DIN: 09246292) as a Non-Executive Director of the Company.

The Board of Directors had appointed Mr. Vladimir Nikolaevich Borisov as a Non-Executive Additional Director of the Company with effect from March 27, 2025, pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 and the applicable rules thereunder.

Mr. Vladimir Nikolaevich Borisov holds office as an Additional Director up to the date of the ensuing Annual General Meeting of the Company.

Mr. Vladimir Nikolaevich Borisov holds a master's degree in economics and is a seasoned finance professional with extensive experience in Internal Controls Systems, Finance Management, Risk management, Corporate Governance, Project Management and ERP systems implementation. Mr. Vladimir Borisov's background and expertise in financial management will bring invaluable insights into the Company's strategic and financial decision-making processes.

Given his strong academic qualifications and practical experience in the field of finance, it is believed that Mr. Vladimir Nikolaevich Borisov would be a valuable asset and will contribute significantly to enhancing the governance and financial direction of the Company.

Accordingly, the Board recommends the resolution set out in the accompanying Notice for the approval of the members by way of an Ordinary Resolution (as applicable).

None of the Directors, of the Company or their relatives, except Mr. Vladimir Nikolaevich Borisov, is in any way concerned or interested, financially or otherwise, in the resolution.

SPECIAL BUSINESS ITEM NO. 2

To regularize the appointment of Mr. Gurjent Singh (DIN: 11003747) as a Whole Time Director of the Company.

The Board of Directors had appointed Mr. Gurjent Singh as an Additional Director designated as Whole Time Director of the Company with effect from March 27, 2025 for a period of 3 Years, pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 and the applicable rules thereunder.

Mr. Gurjent Singh holds office as an Additional Director up to the date of the ensuing Annual General Meeting of the Company.

Mr. Gurjent Singh holds a Bachelor's degree in Management and has been associated with the Company in the capacity of Head of Customer Service since 2024. During his tenure with the Company, Mr. Gurjent Singh has demonstrated exemplary leadership, strategic insight, and a strong commitment to the Company's vision and objectives, thereby contributing significantly to the Company's success in customer relations and service delivery.

Further he shall not be entitled to any additional remuneration for his services as Whole-Time Director of the Company, and he will continue to receive remuneration as per the terms of his existing employment with the Company.

Accordingly, the Board recommends the resolution set out in the accompanying Notice for the approval of the members by way of an Ordinary Resolution (as applicable).

None of the Directors, of the Company or their relatives, except Mr. Gurjent Singh, is in any way concerned or interested, financially or otherwise, in the resolution.

SPECIAL BUSINESS ITEM NO. 3

To authorize Board of Directors to grant loan, Guarantee or provide security or to acquire any security in excess of the limits specified in Section 186 of the Companies Act, 2013.

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

The Board of Directors and Shareholders of the Company has decided the limit upto a maximum aggregate amount of Rs. 500 Crores outstanding at any point of time, on such terms and conditions as may deem fit in their Board Meeting held on 26th November 2024 and Shareholder Meeting held on 26th November 2024

The Company intends to grant corporate Guarantee to various lenders on behalf of Fincfriends Private Limited. The limit of Rs. 500 Crores upto which the Company can grant guarantee to other body corporate as per Section 186 of the Companies Act, 2013 is about to exhaust and it has been decided to increase the said limit from Rs. 500 Crores to Rs. 2000 Crores.

Hence, consent of the Members is being sought by way of a Special Resolution to make any further investment or to give loan/guarantee or provide security to other body corporate upto Rs. 2000 Crores, as set out in special businesses item No. 3 of this Notice.

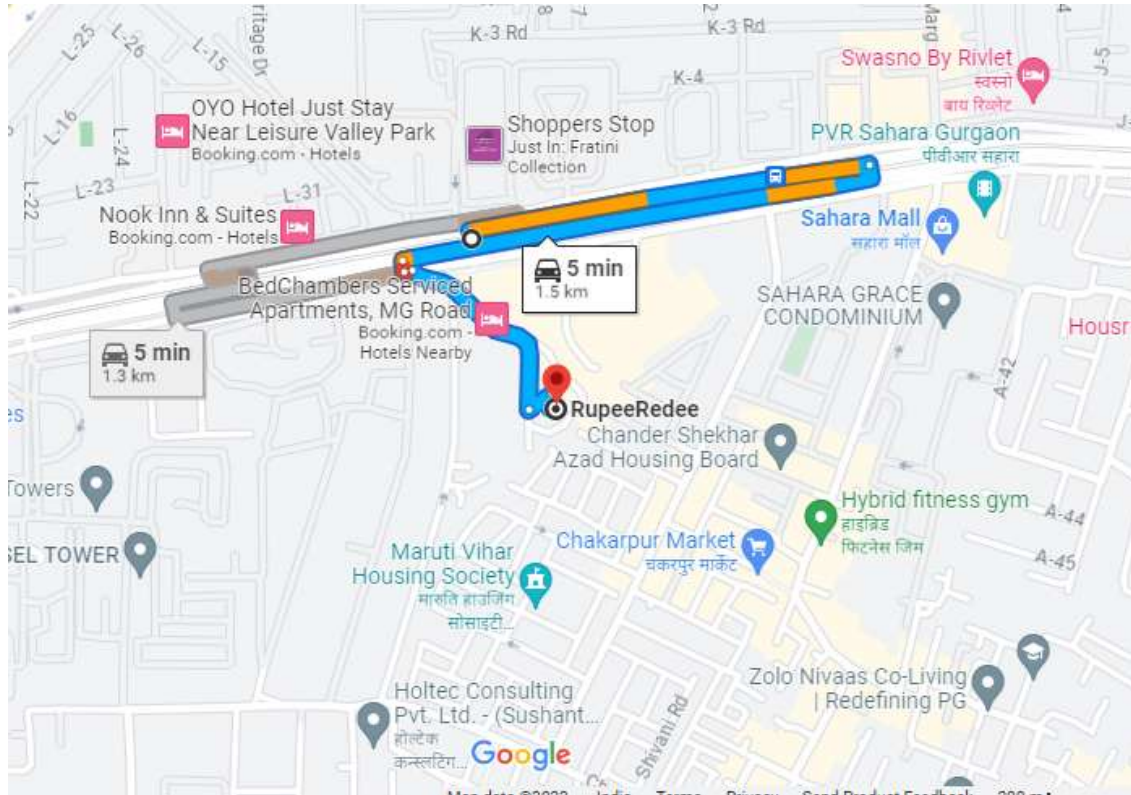
None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution. The Board of Directors recommends passing of the resolution as set out in special businesses item no. 3 of this Notice as a Special Resolution.

**By Order of the Board
For Moneymitra IT Solutions Private Limited**

**Artem Andreev
Director
DIN: 09026163**

**Place: Vietnam
Date: 22nd September 2025**

Route Map to the venue of AGM of the Company



Form No. MGT-11

Proxy form

MONEYMITRA IT SOLUTIONS PRIVATE LIMITED

CIN: U67100HR2015PTC068942

Registered office: 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram Haryana - 122002

[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/ Clint Id:

DP ID:

We, _____, being the member of **MONEYMITRA IT SOLUTIONS PRIVATE LIMITED**, holding _____ shares, hereby appoint

Name:

Address:

E-mail Id:

Signature:

as our proxy to attend and vote (on a poll) for us and on our behalf at the 10th Annual General Meeting of members of the Company, to be held on Tuesday, 30th September, 2025 at 04:30 PM (IST) at 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram - 122002, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

Resolution No.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended on 31st March 2025 and the Reports of the Board of Directors & Auditors thereon.

Special Businesses:

Resolution No.

1. To regularize the appointment of Mr. Vladimir Nikolaevich Borisov (DIN: 09246292) as a Non-Executive Director of the Company.
2. To regularize the appointment of Mr. Gurjent Singh (DIN: 11003747) as a Whole Time Director of the Company.
3. To authorize Board of Directors to grant loan, Guarantee or provide security or to acquire any security in excess of the limits specified in Section 186 of the Companies Act, 2013.

Signed this ____ day of _____ 2025

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue

Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

ATTENDANCE SLIP**MONEYMITRA IT SOLUTIONS PRIVATE LIMITED****CIN: U67100HR2015PTC068942****Registered office: 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram Haryana - 122002****10th Annual General Meeting, Tuesday, 30th September, 2025, at 04:30 PM (IST)**

Regd. Folio No.	
DP ID	
Client ID/Ben. A/C	
No. of shares held	

I certify that I am a registered shareholder/proxy/authorised representative for the registered Shareholder of the Company and hereby record my presence at the 10th Annual General Meeting of the Company held on Tuesday, 30th September, 2025 at 04:30 PM (IST) at 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram Haryana - 122002.

Member's/Proxy's/Authorised representative's
name in Block Letters

Signature

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall.