

NOTICE OF THE SEVENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventh Annual General Meeting of the members of the Company will be held on Friday, 2nd September, 2022 at 11:00 a.m. at the Registered office of the Company situated at 4th Floor, Engineering Centre, Opera House, 9 Mathew Road, Mumbai-400004, Maharashtra to consider the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company comprising of Balance Sheet as at 31st March, 2022, Statement of Profit & Loss along with Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed thereto, or forming part of any document referred above, the Auditor's Report thereon and the Directors' Report thereto.

SPECIAL BUSINESS:

2. **APPOINTMENT OF MR. RAJESH HARICHARAN DUBEY AS DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT Mr. Rajesh Haricharan Dubey holding DIN: 00354025 who was appointed as Non-Executive Additional Director of the Company by the Board of Directors on 30th May, 2022 under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company is be and is hereby appointed as Director of the Company."

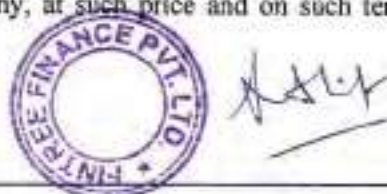
RESOLVED FURTHER THAT Mr. Rajesh Haricharan Dubey, shall continue to hold office as the Whole Time Director of the Company;

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorised to sign and file any requisite form, if necessary for and on the behalf of the Company, to update the statutory register and to do all such acts, deeds and things as may be required or necessary for giving effect to the above resolution."

3. **APPROVAL OF EMPLOYEES STOCK OPTION SCHEME OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment, modification or re-enactment to the Act or the Guidelines, for the time being in force) read with the Articles of Association of the Company and further subject such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting, the proposed "Fintree Finance Employee Stock Option Scheme" (hereinafter referred as "ESOP Plan"), the copy of which is tabled before the meeting be and is hereby approved and consent of the Shareholders is hereby accorded to create, offer, issue and allot in one or more tranches, upto a maximum of the Pool Size as provided under the said ESOP Plan, at any time to or for the benefit of the employees and Directors of the Company for such number of equity shares of the Company, at such price and on such terms and conditions as may be fixed or determined in



accordance with the ESOP Plan or other applicable provisions of any law as may be prevailing at that time;

RESOLVED FURTHER THAT the Employee Stock Option Plan Committee (“ESOP Committee”) is be and hereby formed with members being Mr. Lait Amulakh Shah, Managing Director, Mr. Rajesh Haricharan Dubey, Wholetime Director and Ms. Yogita Harwande, Assistant Vice President – Human Resources and Administration as per the terms of reference as mentioned in the ESOP Plan;

RESOLVED FURTHER THAT the new Equity Shares to be issued in the manner as mentioned in the Grant letter issued to the employees and the allotment resolution to be passed in this regard;

RESOLVED FURTHER THAT the consent of the Shareholders be and is hereby accorded to authorize members of the ESOP Committee to make modifications, variations, alterations or revisions in the Plan including but not limited to any ancillary documents thereto, as it may deem fit, from time to time in its absolute discretion in conformity with the provisions of the Act, the Memorandum of Association and Articles of Association of the Company and any other applicable laws;

RESOLVED FURTHER THAT any of the Director and/or members of the ESOP Committee of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to the ESOP Plan.”

4. APPROVAL OF GRANT OF OPTIONS UNDER EMPLOYEE STOCK OPTION PLAN EXCEEDING MORE THAN 1% DURING ONE YEAR

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

“RESOLVED FURTHER THAT pursuant to sub-rule 4(b) of Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, the consent of the Shareholders be and is hereby accorded to approve issuance of grant of option to identified employees, during one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option.

RESOLVED FURTHER THAT any member of the ESOP Committee of the Company be and is severally hereby authorized severally to do all such acts, deeds, matters and things as may be necessary or expedient in connection to the ESOP Plan.”



By order of the Board of Directors
For **Fintree Finance Private Limited**



Lalit Amulakh Shah
Managing Director
DIN: 03549047

Address: A 3601, 36th Floor, Plot No 370,
A Wing, Shreepati Jewel, Taty Gharpure Marg,
Pimpalwadi, Mumbai-400004, Maharashtra

Date: 25th July, 2022
Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT 4TH FLOOR, ENGINEERING CENTRE, OPERA HOUSE, 9 MATTHEW ROAD, MUMBAI-400004, MAHARASHTRA BEFORE 48 HOURS OF THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.
2. Kindly bring your copies of the Notice to the meeting.
3. Members/ Proxies should bring the Attendance Slips duly filled-in for attending the meeting.
4. Corporate members, intending to send their authorized representatives to attend the meeting, are requested to send a certified copy of Board resolution/letter authorizing their representative to attend and vote on their behalf at the meeting.
5. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 6:00 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
6. Members are requested to notify their change of address, if any to the Company immediately.
7. The route map for the venue of Annual General Meeting is enclosed for the reference and forms part of Notice of this meeting.

By the order Board of Directors of
For **FinTree Finance Private Limited**



Lalit Amulakh Shah
Managing Director
DIN: 03549047
Address: A 3601, 36th Floor, Plot No 370,
A Wing, Shreepati Jewel, Taty Gharpure Marg,
Pimpalwadi, Mumbai-400004, Maharashtra

Date: 25th July, 2022
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 2

APPOINTMENT OF MR. RAJESH HARICHARAN DUBEY AS DIRECTOR OF THE COMPANY

The Board of Directors of the Company in their Board Meeting held on 25th July, 2022 has recommended to appoint Mr. Rajesh Haricharan Dubey as Director of the Company.

Information about the appointee as per Secretarial Standards-2 (Clause-1.2.5):

1	Age	55 years
2	Qualification	CA (Chartered Accountant)
3	Experience	31 years
4	Date of first Appointment	30 th May, 2022
5	Shareholding in the Company	NIL
6	Relationship with other directors, Manager and other Key Managerial Personnel of the company	NIL
7	Terms & Conditions of Appointment along with details of remuneration sought to be paid and the remuneration last drawn, if applicable	As per appointment letter
8	Number of Meetings attended during the year	3 Board meetings in FY 2022-23
9	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Member of Corporate Social Responsibility Committee as well as of Credit Risk Committee

Except Mr. Rajesh Haricharan Dubey, none of the Directors of the Company or their relatives, or the Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the above said resolution. As the Company has not appointed any person as a 'Manager' in terms of the provisions of Section 2(53) of the Companies Act, 2013, the Company is not required to mention about the nature of concern or interest, financial or otherwise, of a Manager for this agenda item.

ITEM NO. 3

APPROVAL OF EMPLOYEES STOCK OPTION SCHEME OF THE COMPANY

The Company appreciates the critical role that people play in the organizational growth. It strongly feels that the value created by its people should be shared with them and in lieu of the same, the Company is intending to issue Employee Stock Options under the "Fintree Finance Employee Stock Option Scheme" (hereinafter referred as "ESOP Plan")

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are given below:

- a) **Total number of Stock Options to be granted, maximum number of options to be granted per employee and in aggregate:**

The initial pool size shall be 5% of the paid up share capital at any time total number of fully paid-up shares as on the date of approval of this plan i.e. maximum 9,50,000 Equity shares. Subsequently,



At anytime during this Plan is effective, the pool size shall be 5% of the total number of fully paid-up shares as on the closure of previous financial year, in accordance with the provisions of the ESOP Plan.

b) Identification of classes of employees entitled to participate in the ESOP:

1. a permanent employee of the Company or its subsidiaries, working in India or out of India; and/or
2. a Director of the Company whether whole time or not; and / or
3. a Director of subsidiaries of the Company, whether whole time or not; but shall not include:
 - a. an employee who is a 'promoter' or belongs to 'promoter group' in accordance with Section 2(69) of Act;
 - b. a director who either by himself or through his relative (as defined in the Act) or through any body corporate, directly or indirectly, holds more than 10% (ten per cent) of the outstanding equity shares of the Company; and
 - c. an independent director.

Explanation: For the purpose of clause (xiv)(a) above, an employee shall be deemed to be a "permanent employee" when his employment is confirmed upon completion of the probation period as per the terms of his/her letter of appointment.

Provided that since the Company is Startup Company, pursuant to notification number G.S.R. 127(E), dated 19th February, 2019 issued by the Department for Promotion of industry and Internal Trade, Ministry of Commerce and Industry, Government of India the employee who is promoter or belong to promoter group in accordance with Section 2(69) of the Act, and a director by himself or along with his relatives or through any other body corporate, directly or indirectly holding more than 10% of the outstanding equity shares of the Company shall be considered as eligible employee for ESOP.


c) Appraisal process for determining the eligibility of employees to the ESOP Scheme:

From time to time and at such times as deemed fit by the ESOP Committee after this Scheme comes into effect, the ESOP Committee shall, based on the various criteria for selection of the Employees (which criteria shall be decided from time to time by the ESOP Committee in consultation with and based on the recommendation of the management of the Company for assessing the contribution of Employees), decide on the Employees who are eligible for a Grant and qualify as an Eligible Employee under the Scheme and the terms and conditions thereof.

Provided that the ESOP Committee may in its absolute discretion be entitled to vary or modify such criteria and/or selection and/or the terms and conditions of the Grant for any Employee or class of Employees.

Notwithstanding the above, the ESOP Committee shall have the sole and absolute discretion to determine whether Options would be Granted to an Eligible Employee and may decide not to Grant any Options for any reason, including without limitation in the event, the ESOP Committee is of the view that the Eligible Employee:

- i. has not performed as per the expectations set by the Board, ESOP Committee and/or any sub-committee, if any, of the Board, from time to time, or
- ii. has not been regularly attending office for a substantial period of time, without any valid reason or authority, or
- iii. is perceived to be guilty of Misconduct, or
- iv. has violated the terms of employment or provisions of the code of conduct, or Company policies or procedures or other codes formulated and adopted by the Company from time to time; or



- v. on account of any other circumstances which are likely to impact or have adversely impacted the reputation of the Company or any of its group companies from an outlook, brand name, regulatory or governance perspective or otherwise; or
- vi. has solicited any other employee of the Company and/or any of its group company; or
- vii. has been acting in a manner that is prejudicial to the interest of the Company and/or any of its group company.

d) Particulars of benefit which will accrue from implementation of ESOP Scheme:

The ESOP Scheme will motivate employees through equity ownership and might also benefit the employees by acquiring the shares of the Company at the nominal rate, and selling them later at a higher rate and thus, earning profits.

e) Requirements of vesting, period of vesting and maximum period within which the options shall be vested:

The Options shall vest as per the vesting schedule as provided in Article 10 of ESOP Plan, subject to terms and conditions as prescribed under the said Plan.

f) Exercise price:

The Exercise Price of the vested Option to be paid by Eligible employee shall be approved by the ESOP Committee and as defined in ESOP Plan;

g) Exercise Period and Process of Exercise:

The exercise period within which an Eligible Employee may elect to Exercise the Options Vested in him shall be 3 years from the date of vesting of option.

Notwithstanding anything else contained in this Plan, if the Eligible Employee/Beneficiary does not Exercise his Vested Options within the time specified in the Plan, the Options shall be forfeited and cancelled. Detailed process is mentioned under Article 11 of the ESOP Plan.

A vested Option shall be deemed to be Exercised only when the Board receives Exercise Notice in any manner as specified Article 11 & Annexure 1 of the ESOP Plan.

h) Lock-in period:

There shall be no lock in period post options exercised by the Eligible employees.

i) The method which the Company shall use to value its options:

Subject to adjustments required pursuant to Article 5 each Vested Option shall be convertible into 1 Share upon Exercise.

Subject to the terms and conditions of the ESOP Plan, the ESOP Committee of the Company may at its discretion issue and allot Equity shares with or without voting rights to the Directors and/or Employees of the Company and the same shall be clearly stated in the Grant Letter.

Subject to adjustments required pursuant to Article 5 each Vested Option shall be convertible into one Share upon Exercise.



j) The conditions under which option vested in employees may lapse

The consequences with respect to the vested and unvested Options, on the occurrence of cessation of a Grantee's association with the Company are specified in Article 12 & 13 of ESOP Plan.

k) Disclosure and Accounting Policies:

The Company shall comply with the disclosure and the accounting policies/standards prescribed as per prevailing Accounting guidelines.

A draft copy of ESOP Plan is available for inspection at the Company's Registered Office during working hours. Accordingly, the Board recommends the proposed resolution for your approval as an Ordinary Resolution.

None of the Directors, key managerial personnel or their relatives are in any way concerned or interested in the above referred resolution except to the extent of the options/shares that may be offered that may be offered them in the ESOP Plan.

ITEM NO. 4

APPROVAL OF GRANT OF OPTIONS UNDER EMPLOYEE STOCK OPTION PLAN EXCEEDING MORE THAN 1% DURING ONE YEAR

To inform the Shareholders that pursuant to sub-rule 4(b) of Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, approval of Shareholders by way of a separate resolution is required if grant of option to identified employees, during any one year, equal to or exceeding 1% of the issued capital of the Company at the time of grant of option.

Accordingly, the Board recommends the proposed resolution for your approval as an Ordinary Resolution. None of the Directors, key managerial personnel or their relatives is in any way concerned or interested in the above referred resolution except to the extent of their shareholding.

By the order of the Board
For Fintree Finance Private Limited



Lalit Amulakh Shah
Managing Director
DIN: 03549047
Address: A 3601, 36th Floor, Plot No 370,
A Wing, Shreepati Jewel, Tatyia Gharpure Marg,
Pimpalwadi, Mumbai-400004, Maharashtra

Date: 25th July, 2022
Place: Mumbai

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]

CIN: U65923MH2015PTC264997

Name of the Company: Fintree Finance Private Limited

Registered office: 4th Floor, Engineering Centre, Opera House, 9 Matthew Road, Mumbai-400004, Maharashtra

Name of the Member(s):.....

Registered address:.....

E-mail Id:.....

Folio No/ Client Id:.....

I/ We being the member of Fintree Finance Private Limited, holdingshares, hereby appoint

1. Name:

Address:.....

E-mail Id:.....

Signature:, or failing him

2. Name:

Address:.....

E-mail Id:.....

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventh Annual General Meeting of the Company to be held on Friday, 2nd September, 2022 at 11:00 a.m. at the Registered office of the Company situated at 4th Floor, Engineering Centre, Opera House, 9 Matthew Road, Mumbai-400004, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Item:

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company comprising of Balance Sheet as at 31st March, 2022, Statement of Profit & Loss along with Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed thereto, or forming part of any document referred above, the Auditor's Report thereon and the Directors' Report thereto.
2. Appointment of Mr. Rajesh Dubey as Director of the Company.
3. Approval of Employee Stock Option Scheme of the Company
4. Approval of Grant of Options under Employee Stock Option Plan Exceeding More Than 1% During One Year

Signed this..... day of2022

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 atleast 48 hours before the AGM at the Registered Office of the Company.



Attendance Slip

Time :
Place :

FULL NAME OF THE FIRST SHAREHOLDER:
Joint Shareholders, if any.....
Father's/Husband name.....
Address in full.....

FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY

I/We hereby record my /our attendance at the Seventh Annual General Meeting of the Company to be held on Friday, 2nd September, 2022 at 11:00 a.m. at the Registered office of the Company situated at 4th Floor, Engineering Centre, Opera House, 9 Matthew Road, Mumbai-400004, Maharashtra.

Folio No. :

No of Shares held:

Signature of the Member / Proxy _____

Atul



ROUTE MAP FOR THE VENUE OF SEVENTH ANNUAL GENERAL MEETING



Handwritten signature

