

NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighth Annual General Meeting of the shareholders of the Company will be held on Wednesday, 27th September, 2023 at 5:30 p.m. at the Registered office of the Company situated at 4th Floor, Engineering Centre, Opera House, 9 Matthew 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, 2023, Statement of Profit & Loss along with Cash Flow Statement for the financial 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. To approve amendments in the Article of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 5, Section 14 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof), the consent of the shareholders of the Company be and is hereby accorded to approve the amended Articles of Association (AOA) of the Company (as tabled before the Board and duly initialed by the Chairman for the purpose of identification) and the existing AOA of the Company be and hereby stand substituted in entirety with the amended AOA;

RESOLVED FURTHER THAT any of the Directors be and is hereby severally authorized to sign and file the requisite Forms and other necessary documents as may be required with the statutory authorities including but not limited to filing of Form MGT-14 with the Registrar of the Companies, to do all such acts and deeds that may be required for the purpose of adopting the amended Articles of Association of the Company and authorise such person(s) to give effect to the above resolution."

3. To approve alteration in the ancillary Objects of the Company by inserting Borrowing Clause and making consequential amendment in Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactment thereof), the consent of the shareholders of the Company be and is hereby accorded to amend the Memorandum of Association (MOA) of the Company with the following amendment in the object clause;



Registered office : 4th Floor, Engineering Centre, 9th Matthew Road, Opera House, Charni Road East, Mumbai 400 004.

Phone No.: 1800 2678111 Email Id : cs@fintreefinance.com **Website :** www.fintreefinance.com

CIN : U65923MH2015PTC264997

ALTERATION IN CLAUSE 3(B) OF THE MEMORANDUM OF ASSOCIATION:

A. INSERTING THE FOLLOWING SUB-CLAUSE IN THE EXISTING CLAUSE 3(B):

38 To borrow or raise monies or loans for the purposes of the Company by promissory notes, bills of exchange, hundis and other negotiable or transferable instruments or by mortgage, charge, hypothecation or pledge or by debenture or by debenture stock, perpetual or otherwise charged upon all or any of the Company's property and assets both present and future, movable and immovable including its uncalled capital upon such terms as the Directors may deem expedient and in such other manner or take monies, deposits against any security or otherwise merely for the purposes of financing of the business of the Company, with or without allowance of interest thereon and to lend money to customers and to guarantee the performance of contracts by any such persons and to execute all deeds and writing assurance for any aforesaid purposes".

RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby accorded to approve the correct sequencing in the MOA of the Company (as tabled before the Board and duly initialed by the Chairman for the purpose of identification) and the existing MOA of the Company be and hereby stand substituted in entirety with the amended MOA;

RESOLVED FURTHER THAT any of the Directors be and is hereby severally authorized to sign and file the requisite e-Forms including Form MGT-14, e-MOA along with such other documents as may be required with the Registrar of the Companies and other regulatory authority and to do all such acts and deeds that may be ancillary or incidental thereto) to give effect to the above resolution."

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

A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "FINTREE FINANCE PVT. LTD." around the perimeter and "MUMBAI" in the center.

Rajesh Haricharan Dubey
DIN: 00354025
Address: B 1203, Kaustubh Platinum,
Rajendra Nagar, Borivali East
Mumbai-400066, Maharashtra

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. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business is provided below.
4. Members/ Proxies should bring the Attendance Slips duly filled-in for attending the meeting.
5. 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.
6. 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 and Sundays, up to and including the date of the Annual General Meeting of the Company.
7. Members are requested to notify their change of address, if any to the Company immediately.
8. The route map for the venue of Annual General Meeting is enclosed for the reference and forms part of Notice of this meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO 2 TO APPROVE AMENDMENTS IN THE ARTICLE OF ASSOCIATION OF THE COMPANY**

To inform the shareholders that the Company wants to maintain correct serial numbering of its Articles of Association (AOA) due to which it is required to amend the existing AOA of the Company.

As per the provisions of Section 14 of the Companies Act, 2013, any alteration in AOA of the Company requires approval of shareholders by way of a Special Resolution. Thus, the Board of Directors recommends the proposed resolution for your approval as a Special Resolution. Also, approval of the Board of Directors was taken in their meeting held on 5th September, 2023 wherein it was recommended passing of the resolution set out in Item No. 2 as a **Special Resolution**.

None of the Directors, key managerial personnel or their relatives is in any way concerned or interested in the above referred resolution.

ITEM NO 3 TO APPROVE ALTERATION IN THE ANCILLARY OBJECTS OF THE COMPANY BY INSERTING BORROWING CLAUSE AND MAKING CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY



To inform the shareholders that the Company wants to insert a borrowing clause in ancillary objects of its Memorandum of Association (MOA) for increasing the efficiency of the business, so that it can avail financial assistance from Banks and Financial Institutions on regular basis.

Also, the Company wants to maintain correct serial numbering of its MOA due to which the existing MOA is also required to be amended.

As per the provisions of Section 13 of the Companies Act, 2013, any alteration in the MOA of the Company requires approval of members by way of a Special Resolution. Thus, the Board of Directors recommends the proposed resolution for your approval as a Special Resolution. Also, approval of the Board of Directors was taken in their meeting held on 5th September, 2023 wherein it was recommended passing of the resolution set out in Item No. 3 as a **Special Resolution**.

None of the Directors, key managerial personnel or their relatives is in any way concerned or interested in the above referred resolution.

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



Rajesh Haricharan Dubey
DIN: 00354025
Address: B 1203, Kaustubh Platinum,
Rajendra Nagar, Borivali East
Mumbai-400066, Maharashtra
Date: 5th September, 2023
Place: Mumbai

Registered office : 4th Floor, Engineering Centre, 9th Matthew Road, Opera House, Charni Road East, Mumbai 400 004.

Phone No.: 1800 2678111 Email Id : cs@fintreefinance.com **Website :** www.fintreefinance.com

CIN : U65923MH2015PTC264997

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 Eighth Annual General Meeting of the Company to be held on Wednesday, 27th September, 2023 at 5:30 p.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 the resolution as is 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, 2023, Statement of Profit & Loss along with Cash Flow Statement for the financial 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. To approve amendments in the Article of Association of the Company
3. To approve the Alteration in the ancillary Objects of the company by inserting borrowing clause and making consequential amendment in memorandum of association of the company

Signed this..... day of2023

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 Eighth Annual General Meeting of the Company to be held on Wednesday, 27th September, 2023 at 5:30 p.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 ____.

ROUTE MAP FOR THE VENUE OF EIGHTH ANNUAL GENERAL MEETING

