

NOTICE IS HEREBY GIVEN THAT SIXTEENTH (16TH) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF AUXILO FINSERVE PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE ON FRIDAY, 2ND AUGUST, 2024, AT 1:45 PM THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS AND THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OFFICE NO. 63, 6TH FLOOR, KALPATARU SQUARE, KONDIVITA ROAD, ANDHERI EAST, MUMBAI 400059 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE APPOINTMENT OF MR. STEWART MICHAEL LANGDON (DIN: 05116100) AS A DIRECTOR (NON-EXECUTIVE) OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the rules thereunder, guidelines and circulars issued by the Reserve Bank of India (“RBI”) in this regard from time to time; any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force), Mr. Stewart Michael Langdon (DIN: 05116100), who was appointed as an Additional Director (Non-Executive) of the Company by the Board of Directors, on basis of the recommendations of the Nomination and Remuneration Committee of the Board of Directors with effect from 2nd August, 2024 and who holds office as such up to the date of the ensuing General Meeting, be and is hereby appointed as a Director (Non-Executive) on the Board of the Company with immediate effect.

RESOLVED FURTHER THAT any one of the Directors of the Company, Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with RBI, Ministry of Corporate Affairs or any other statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise, in this regard, as he/she may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or Chief Financial Officer or Company Secretary of the Company may be furnished to any person(s) as may be required.”

2. TO APPROVE ADOPTION OF THE ALTERED ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to sections 5 and 14 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules, circulars and notifications thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the shareholders be and is hereby accorded for adoption of the amended Articles of Association of the Company, a copy of which has been placed before the meeting and initialed by the chairperson for the purpose of

identification, in substitution of certain clauses of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the amended Articles of Association of the Company be and hereby incorporate the terms of the Deed of Amendment and Adherence dated 15 July 2024 executed between Jade Inclusion Limited, Elme Advisors LLP, Balrampur Chini Mills Limited, ICICI Bank Limited, Tata Capital Growth Fund II, Trifecta Leaders Fund-I, Xponentia Opportunities Fund-II and the Company and the Share Subscription Agreement dated 15 July 2024 executed between Jade Inclusion Limited, Trifecta Leaders Fund-I, Xponentia Opportunities Fund-II and the Company and shall be in substitution for certain clauses of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any one of the Directors, the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to take all such steps and actions necessary or desirable in connection with or incidental or ancillary to give effect to the above resolutions, including for the purposes of making all such filings and registrations as may be required but not limited to filing of necessary documents and e-forms with the registrar of companies and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution with further powers to delegate all or any of the above authorities conferred to him to any officer(s)/authorities person(s) of the Company.

RESOLVED FURTHER THAT any one of the Directors, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to issue a certified true copy of this resolution to anyone concerned or interested in this matter.”

**BY ORDER OF THE BOARD
FOR AUXILO FINSERVE PRIVATE LIMITED**

Sd/-

Deepika Thakur Chauhan
Company Secretary

Registered Address: Office No. 63, 6th Floor,
Kalpataru square, Kondivita Road, Andheri East,
Mumbai – 400 059

Date: 2nd August, 2024

Place: Mumbai

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of item no. 1 and 2 is annexed herewith and forms part of the notice.
2. The Ministry of Corporate Affairs (MCA), vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2022, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 03/2022 dated May 05, 2022, General Circular 10/2022 dated 28th, December, 2022 and General Circular 09/2023 dated 25th September, 2023 (“**MCA Circulars**”) and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
3. In line with the aforesaid MCA Circular, the Notice of this EGM is being sent to Members only through electronic mode to their emails registered with the Company.
4. Pursuant to MCA Circular, the Members shall be provided with the facility to join the Extra Ordinary General Meeting (EGM) through VC mode. Members may access the same 15 minutes before the scheduled time and shall be kept open until 15 minutes after the scheduled time.
5. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Since this EGM is being held through VC / OAVM pursuant to the MCA circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the proxy form and attendance slip are not annexed hereto.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e 26th July, 2024 only shall be entitled attend and vote at the EGM
8. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a scanned copy of the board resolution / partners resolution authorizing such a representative to attend and vote on their behalf at the meeting. The said Resolution/Authorization should be sent electronically through their registered email address to the compliance@auxilo.com
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.auxilo.com.
10. Since the EGM will be held through VC/OAVM Facility, hence the Route Map of the EGM Venue is not annexed to this notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
ANNEXED TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING DATED 2ND
AUGUST, 2024:**

Item 1: To consider and approve appointment of Mr. Stewart Michael Langdon (DIN: 05116100) as a Director (Non- Executive) of the Company

Pursuant to the terms of the Share Subscription Agreement dated 15 July 2024 executed amongst the Company, Jade Inclusion Limited, Trifecta Leaders Fund-I and Xponentia Opportunities Fund-II, Jade Inclusion Limited has a right to nominate a person to be appointed as a Director on the Board of the Company as an Investor Director.

The Nomination and Remuneration Committee has reviewed the candidature of Mr. Stewart Michael Langdon (DIN: 05116100), being a fit and proper person to be appointed as a Director of the Company, as per the norms prescribed by the Reserve Bank of India and has established the veracity of the declarations provided by Mr. Stewart Michael Langdon (DIN: 05116100). In terms of section 164 of the Companies Act, 2013, Mr. Stewart Michael Langdon (DIN: 05116100) is not disqualified from being appointed as a Director and has given his consent to act as a Director of the Company.

The brief profile of Mr. Stewart Michael Langdon has been provided as an Annexure to this Notice.

Mr. Stewart Michael Langdon is not related to any other Director or Key Managerial Personnel of the Company and is also not debarred from holding the office of director by virtue of any SEBI order or any other regulatory/statutory authority.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Stewart Michael Langdon is concerned or interested, financially or otherwise, in the resolution.

Your Directors, therefore, recommend the Ordinary Resolution, as set forth at Item No. 1 of this Notice, for the approval of the Members.

Item 2: To approve Adoption of the Altered Articles of Association of the Company

The Members are requested to note that the Company had executed Deed of Amendment and Adherence dated 15 July 2024 between Jade Inclusion Limited, Elme Advisors LLP, Balrampur Chini Mills Limited, ICICI Bank Limited, Tata Capital Growth Fund II, Trifecta Leaders Fund-I, Xponentia Opportunities Fund-II and the Company and the Share Subscription Agreement dated 15 July 2024 executed between Jade Inclusion Limited, Trifecta Leaders Fund-I, Xponentia Opportunities Fund-II and the Company. The Members are requested to approve the amendment to the Articles of Association in order to align it with the terms of the Deed of Amendment and Adherence and Share Subscription Agreement, subject to the approval of the shareholders of the Company.

The consent of the Members of the Company by way of a special resolution is required for adoption of an amended set of articles of association of the Company. Accordingly, this matter has been placed before the shareholders for approval.

The proposed draft of the articles of association will be kept open for inspection by the members during business hours on all working days till the date of meeting.

None of the directors, key managerial personnel of the Company and their relatives, are concerned or interested,

financially or otherwise, in passing the aforesaid resolution except to the extent of their directorship and respective interest as shareholders of the Company.

The Board of Directors recommend the resolution set out at Item no. 2 of this notice for approval by the members by way of a special resolution.

**BY ORDER OF THE BOARD
FOR AUXILO FINSERVE PRIVATE LIMITED**

Sd/-

Deepika Thakur Chauhan
Company Secretary

Registered Address: Office No. 63, 6th Floor,
Kalpataru square, Kondivita Road, Andheri East,
Mumbai – 400 059

Date: 2nd August, 2024

Place: Mumbai

ANNEXURE

Details of Director to be appointed pursuant to Secretarial Standards- 2:

Name	Mr. Stewart Michael Langdon
Age	46 years
Qualification	Chartered Accountant and Degree in Law from University of Aberdeen
Experience	Stewart has over 15 years of experience in investment banking, corporate finance and private equity. Prior to LeapFrog, Stewart was Vice President at Rothschild & Co., based in London and Dubai, leading teams in M&A and capital markets. He specialised in the insurance, banking and telecom sectors and worked throughout Asia, Africa and the Middle East. Stewart began his career within the corporate finance group at Ernst & Young.
Terms and conditions of appointment	As per appointment Letter
Sitting Fees/Remuneration paid	NIL
Date of first appointment	2 nd August, 2024
Shareholding as on 2 nd August, 2024	NIL
Relationship with other Directors, Manager & KMP	NA
No. of Board Meetings attended as Director during FY 2024-25 (till date)	NA
List of other Directorship	Non-Executive Director in Electronica Finance Limited
Membership /Chairmanship of committees of other Boards	NIL