
NOTICE IS HEREBY GIVEN THAT EIGHTEENTH (18TH) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF AUXILO FINSERVE PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE ON FRIDAY, 25TH OCTOBER, 2024, AT 1:00 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. ISHRAQ ALI KHAN (DIN: 10786800) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the rules, 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. Ishraq Ali Khan (DIN: 10786800) who was appointed as (Additional) Independent Director of the Company by the Board of Directors, basis the recommendations of the Nomination and Remuneration Committee of the Board with effect from 28th September, 2024 and who holds office as such upto the date of this General Meeting, and who meets the criteria of Independence as prescribed under Section 149(6) of the Act and who is eligible to be appointed as an Independent Director of the Company be and is hereby appointed as Independent Director of the Company, for a period of 5 (five) years i.e. from 28th September, 2024 to 27th September, 2029 not liable to retire by rotation

RESOLVED FURTHER THAT any of the Directors of the Company, Chief Financial Officer and Company Secretary, be and are hereby severally jointly 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.”

2. TO CONSIDER AND APPROVE APPOINTMENT OF MR. H S UPENDRA KAMATH (DIN: 02648119) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the rules, 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. H S Upendra Kamath (DIN No. 02648119) who was appointed as (Additional) Independent Director of the Company by the Board of Directors, basis the recommendations of the Nomination and Remuneration Committee of the Board with effect from 25th October, 2024 and who holds office as such upto the date of this General Meeting, and who meets the criteria of Independence as prescribed under Section 149(6) of the Act and who is eligible to be appointed as an Independent Director of the Company be and is hereby appointed as Independent Director of the Company, for a period of 5 (five) years i.e. from 25th October, 2024 to 24th October, 2029 not liable to retire by rotation

RESOLVED FURTHER THAT any of the Directors of the Company, Chief Financial Officer and Company Secretary, be and are hereby severally jointly 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.”

3. 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 initialled 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 Adherence dated 20th August, 2024 executed between Xponentia Opportunities Limited and the Company and the Share Subscription Agreement dated 20th August, 2024 executed between Xponentia Opportunities Limited 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: 25th October, 2024

Place: Mumbai

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of items no. 1 to 3 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, General Circular 09/2023 dated 25th September, 2023 and General Circular 09/2024 dated 19th September, 2024 (“**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 18th October, 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 25th
OCTOBER, 2024:**

Item No. 1: To consider appointment of Mr. Ishraq Ali Khan (DIN: 10786800) as an Independent Director of the Company

Pursuant to the recommendations of the Nomination and Remuneration Committee (NRC), the Board of the Company, approved the appointment of Mr. Ishraq Ali Khan as (Additional) Independent Director of the Company with effect from 28th September, 2024. Accordingly, the Company proposes to appoint Mr. Ishraq Ali Khan for a period of 5 (five) years i.e. from 28th September, 2024 to 27th September, 2029. Pursuant to the provisions of Section 161 of the Act, he continues to hold office as (Additional) Independent Director of the Company upto the date of this General Meeting.

The NRC and the Board have determined that Mr. Ishraq Ali Khan is a fit and proper person to be appointed as a Director of the Company, as per the norms prescribed by the RBI. The Company has also received a declaration from Mr. Ishraq Ali Khan that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”). The Board has established the veracity of the said declaration as provided by Mr. Ishraq Ali Khan and based on the said declaration submitted by him, the Board has opined that Mr. Ishraq Ali Khan is independent of the management. In terms of Section 164 of the Act, Mr. Ishraq Ali Khan is not disqualified from being appointed as a Director and has given his consent to act as a Director of the Company. He shall not be liable to retire by rotation in terms of the provisions of Section 149(13) of the Act and that he shall be paid sitting fees and reimbursed expenses for attending Board and Committee meetings. Mr. Ishraq Ali Khan has the requisite qualifications, skills, experience and expertise which are beneficial to the Company.

The brief profile of Mr. Ishraq Ali Khan has been provided as an Annexure to this Notice. Mr. Ishraq Ali Khan has duly complied with the requirements of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and including amendments thereof.

Mr. Ishraq Ali Khan 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. Ishraq Ali Khan is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommend the resolution set out at Item no. 1 of this notice for approval by the members by way of an ordinary resolution.

Item No. 2: To consider appointment of Mr. H S Upendra Kamath (DIN: 02648119) as an Independent Director of the Company

Pursuant to the recommendations of the Nomination and Remuneration Committee (NRC), the Board of the Company, approved the appointment of Mr. H S Upendra Kamath as (Additional) Independent Director of the Company with effect from 25th October, 2024. Accordingly, the Company proposes to appoint Mr. H S Upendra Kamath for a period of 5 (five) years i.e. from 25th October, 2024 to 24th October, 2029. Pursuant to the provisions of Section 161 of the Act, he continues to hold office as (Additional) Independent Director of the Company upto the date of this General Meeting.

The NRC and the Board have determined that Mr. H S Upendra Kamath is a fit and proper person to be appointed as a Director of the Company, as per the norms prescribed by the RBI. The Company has also received a declaration from Mr. H S Upendra Kamath that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”). The Board has established the veracity of the said declaration as provided by Mr. H S Upendra Kamath and based on the said declaration submitted by him, the Board has opined that Mr. H S Upendra Kamath is independent of the management. In terms of Section 164 of the Act, Mr. H S Upendra Kamath is not disqualified from being appointed as a Director and has given his consent to act as a Director of the Company. He shall not be liable to retire by rotation in terms of the provisions of Section 149(13) of the Act and that he shall be paid sitting fees and reimbursed expenses for attending Board and Committee meetings. Mr. H S Upendra Kamath has the requisite qualifications, skills, experience and expertise which are beneficial to the Company.

The brief profile of Mr. H S Upendra Kamath has been provided as an Annexure to this Notice. Mr. H S Upendra Kamath has duly complied with the requirements of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and including amendments thereof.

Mr. H S Upendra Kamath 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. H S Upendra Kamath is concerned or interested, financially or otherwise, in the resolution.

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

Item 3: 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 Adherence dated 20th August, 2024 between Xponentia Opportunities Limited and the Company and the Share Subscription Agreement dated 20th August, 2024 executed between Xponentia Opportunities Limited 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 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. 3 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: 25th October, 2024

Place: Mumbai

ANNEXURE-I

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

Name	Mr. Ishraq Ali Khan	Mr. H S Upendra Kamath
Age	61 years	70 years
Qualification	MSc (Physics), Electronics from Lucknow University	BCom, CAIIB
Experience	<p>Mr. Khan drove substantial growth and innovation throughout his career in the banking sector. He oversaw comprehensive business operations encompassing Corporate Credit, Retail Credit, MSME Business, Digitization, IT, Compliance, Governance, Finance, Audit & Inspection, and Cyber Security. Mr. Khan also spearheaded strategic planning and implementation of various technology initiatives, integration of IT systems and implementation of robust risk management framework to mitigate cyber security threats.</p> <p>Started his career with Union Bank of India in the year 1987 and served across diverse roles and responsibilities at the Bank for 33 years including that of being Chief General Manager and Chief Technology Officer. He orchestrated the seamless integration of Andhra Bank and Corporation Bank's IT infrastructure into Union Bank of India. Mr. Khan also served as Executive Director of UCO Bank for two years and led the transformation of the institution into a leading digital Bank.</p>	<p>He has more than four decades of experience in the Indian Banking industry.</p> <p>He possesses a wealth of expertise in critical areas such as MSME, Retail Banking, Priority Sector, Recovery and Legal Risk Management, International Banking, Treasury, Credit Monitoring and Administration.</p>
Terms and conditions of appointment	As per appointment Letter	As per appointment Letter
Sitting Fees/Remuneration paid	NIL	NIL
Date of first appointment	28 th September, 2024	25 th October, 2024
Shareholding as on date of appointment	NIL	NIL
Relationship with other Directors, Manager & KMP	N.A.	N.A.
No. of Board Meetings attended as Director during FY 2024-25 (till date)	N.A.	N.A.

	Mr. Ishraq Ali Khan	Mr. H S Upendra Kamath
List of other Directorship	Nil	1. APL Apollo Tubes Limited 2. Kisan Mouldings Limited 3. Sree UGCL Projects Limited 4. Zuno General Insurance Limited 5. SG Finserve Limited 6. Online PSB Loans Limited 7. Sharda Cropchem Limited 8. AMU Leasing Private Limited 9. Green Bridge Capital Advisory Private Limited
Membership /Chairmanship of committees of other Boards	Nil	Member of Audit Committee of SG Finserve Private Limited
Justification for appointment of Independent Directors	Please refer explanatory statement of Item No. 1 of the Notice	Please refer explanatory statement of Item No. 2 of the Notice