

NOTICE

Notice is hereby given that the Extraordinary General Meeting (EGM) of the Members of Fincfriends Private Limited (the 'Company') will be held on Wednesday, the 25<sup>th</sup> day of January 2023, at 5:00 PM IST at 7<sup>th</sup> Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram - 122002, to consider and transact the following business:

SPECIAL BUSINESS:

1. To approve new Master Service agreement to be entered into by the Company with Moneymitra IT Solutions Private Limited

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

"RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the consent of the shareholder of the Company be and is hereby accorded for entering into new master service agreement with Moneymitra IT Solutions Private Limited with effect from 01 December 2022 for a period of 5 years, the copy of which was placed before the members.

By Order of the Board  
For Fincfriends Pvt. Ltd.

  
Name: Sunny Mittal

Designation: Head -Legal & Compliance



Place: Gurugram

Date: 25<sup>th</sup> January, 2023

**NOTES:**

- A. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY(IES) NEED NOT BE A MEMBER. The instrument appointing the proxy(ies) in order to be effective should be completed and deposited with the Company not less than 48 hours before the commencement of the meeting.
- B. Any documents referred to in this notice and statement, are open for inspection at the office of the Company during business hours on a working day up to the date of general meeting and will also be available for inspection at the meeting.
- C. 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.
- D. Companies / Bodies Corporate Members are requested to send a certified copy of the board resolution authorizing their representatives to attend and vote at the Meeting pursuant to provisions of Section 113 of the Act.
- E. A route map along with prominent landmark for easy location to reach the venue of the Extra Ordinary General Meeting is annexed to this notice.

By Order of the Board  
For Fincfriends Pvt. Ltd.



Name: Sunny Mittal

Designation: Head-Legal & Compliance



Place: Gurugram

Date: 25<sup>th</sup> January, 2023

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

Item No. 1

The Shareholders are hereby informed that keeping in view the guidelines issued by Reserve Bank of India (RBI) from time to time including but not limited to Digital Lending Guidelines issued by RBI on 02 September 2022 and the business understanding, it is proposed to enter into a new Master Service Agreement between the Company and Moneymitra IT Solutions Private Limited.

The draft master service agreement is enclosed as Annexure-1. The agreement has been signed off by the auditors of the Company and is at arms' length basis.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the turnover of the Company as per last audited financial statements of the Company.

The Board of Directors have approved the proposed agreement vide its meeting held on 25 January 2023. Hence, board of directors seeks approval of the shareholders for the said Related Party Transaction proposed to be entered into by your Company with Moneymitra IT Solutions Private Limited. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction are as follows:


S. No.	Particulars	Information
1.	Name of related party	Moneymitra IT Solutions Private Limited
2.	Name of the director or key managerial personnel who is related if any	NIL
3.	Nature of relationship	Enterprise owned or significantly influenced by group of individuals or their relatives who have control or significant influence over the company
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	<p>Master Service Agreement shall commence from 01 December 2022 for a period of 5 years</p> <p>The Company has engaged the Service Provider to facilitate the provision of financial products and services to its customers through the Service Provider's proprietary Platform Moneymitra IT Solutions Private Limited which is a fintech company will facilitate the provision of</p>


		financial products and services to the customers of the Company through its proprietary web application www.Rupeeredee.com and Digital Lending Application (DLA) named "RupeeRedee" (collectively referred to as 'Platform')
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	Statutory Auditor has given sign off on the Agreement

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 at item no. 1 of this Notice as an Ordinary Resolution.

By Order of the Board  
For Fincfriends Pvt. Ltd.

  
Name: Sunny Mittal  
Designation: Head – Legal & Compliance



Place: Gurugram

Date: 25<sup>th</sup> January, 2023