

**NOTICE**

**NOTICE** is hereby given that the Extraordinary General Meeting (“EGM”) of the shareholders (“Members”) of FincFriends Private Limited (“Company”) will be held on Thursday day, 24<sup>th</sup> April, 2025 at 2:00 PM at the corporate office of the Company situated at 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram, Haryana – 122002, to transact the following special business:

**1. Raising of funds through Issue of LISTED, UNLISTED, SECURED, UNSECURED, RATED, UNRATED NON-CONVERTIBLE DEBENTURES (“NCDs”) on preferential basis to potential Investor(s):**

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

**CONSIDER AND APPROVE RAISING OF FUNDS THROUGH ISSUE OF LISTED, UNLISTED, SECURED, UNSECURED, RATED, UNRATED NON-CONVERTIBLE DEBENTURES (“NCDs”) BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS**

**RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any amendments, statutory modifications(s) or re-enactment thereof for the time being in force), the memorandum and articles of association of the Company, the Master Direction – Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023 as amended from time to time as amended and Master Direction - Reserve Bank of India (Non-resident Investment in Debt Instruments) Directions, 2025, and such statues, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the concerned administrative ministry/ department, the Reserve Bank of India, and subject to the approval of the members of the Company, and subject to necessary compliance(s) in accordance with all other applicable laws, rules, regulations, circulars and guidelines and also subject to such further approvals, permissions, sanctions and consents as may be necessary and required from respective authorities prescribed thereunder (hereinafter collectively referred as ‘**Applicable Laws**’), and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions, and consents as the case may be) which may be accepted by the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall include any duly constituted or to be constituted and authorized committee thereof to exercise its powers under the resolution), the approval of the Board of Directors be and is hereby accorded to raise funds by way of issuance of **listed, unlisted, secured, unsecured, rated, unrated non-convertible debentures (“NCDs”)** on a **private placement basis**, in one or more tranches or offers, aggregating up to **INR 200 Crores (Indian Rupees Two Hundred Crores Only)** during the year, to such eligible domestic and/or foreign investors including but not limited to **Financial Institutions, Foreign Portfolio Investors (FPIs), and Strategic Investors**, as may be identified at a later stage.

**RESOLVED FURTHER THAT** the NCDs being offered, issued and allotted to the Investor by way of a preferential issue shall inter alia carry the following terms:

Amount which the Company intends to raise by way of such securities	Upto INR 200 Crs (Indian Rupees Two Hundred Crores only) Issue Price is arrived considering Guidelines on Private Placement of NCDs (maturity more than one year) by NBFCs issued by Reserve Bank of India as per Master Direction – Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023
Purposes and object of the offer	To meet the Company’s requirement of –

	<ul style="list-style-type: none"> <li>a. working capital as well as capital expenditure to support business expansion,</li> <li>b. repayment of loan by the Company</li> <li>c. onward lending to the customers of the Company.</li> </ul>
Nature of NCD	listed, unlisted, secured, unsecured, rated, unrated unless otherwise mutually agreed with investor(s)
Tenure of NCDs.	The tenure of the NCDs shall be in the range of minimum 12 Months to 60 Months from the date of their allotment, as mutually agreed with the investors.
Coupon Rate	The NCDs shall carry a coupon of simple interest ranges from 16% to 20% p.a. calculated on the basis of a 365 (three hundred sixty-five) day year and the actual number of days elapsed. The Interest shall become payable on Monthly or Quarterly basis as per investor terms, as mutually agreed with the investors.
Relevant date with reference to which the price has been arrived at	Not applicable as each Debenture is a non-convertible debt instrument which is being issued at face value.
The class or classes of persons to whom the allotment is proposed to be made.	To be decided at a later stage
Collateral/Guarantee	Selective offers may carry cash collateral or third-party guarantees

**RESOLVED FURTHER THAT**, Mr. Dmitry Kislyakov, the Director of the Company, or the Chief Executive Officer, or the Asset Liability Management Committee (ALCO) of the Company be and are hereby severally authorized to:

- Identify and approve the list of eligible investors (local or foreign) and their addresses to whom the NCDs shall be offered from time to time.
- Finalize and approve the draft Private Placement Offer Letter (PAS-4) for each offer and tranche.
- Finalize and execute Debenture Subscription Agreements, term sheets, and other transaction documents with each investor or class of investors.
- Authorized severally as well as jointly, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** pursuant to section 42 of the Companies Act, 2014 and Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the said NCDs shall be issued and allotted by the Company to the Investor within a period of 12 months from the date of seeking approval of the members of the Company provided that where the allotment of the said NCDs is pending on account of pendency of any approval(s) for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 12 months from the date of last such approval.

**RESOLVED FURTHER THAT** the monies received by the Company from the Investor for application of the NCDs pursuant to this private placement shall be kept by the Company in a separate bank account to be opened by the Company with any scheduled commercial bank and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

**RESOLVED THAT** the Company do and hereby seek admission of the Debentures, to be issued by the Company, to the depository system of National Securities Depository Limited (NSDL)/Central Depository Services Limited (CDSL) to issue the NCDs in dematerialized form and upon such terms and conditions as may be mutually agreed upon and any two of the Authorised Signatories be and are hereby authorized to sign and execute the tri-partite agreement to which the Company, the RTA and Depository(s) are parties and to sign necessary applications and execute documents as

may be required in this regard and to do acts and deeds which may be deemed necessary to implement the object of the above resolution.

Date: 23<sup>rd</sup> April, 2025  
Place: Gurugram

By order of the Board of Directors  
For FincFriends Private Limited

Priyanka Joshi  
Company Secretary  
ICSI Membership No:36608

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING(EGM) 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.**
2. The instrument appointing the proxy(ies) in order to be effective should be completed and deposited with the Company not less than 48(Forty-Eight) hours before the commencement of the meeting. The instrument of proxy if received in default of above shall be treated as invalid. Proxies shall not have any right to speak at the meeting.
3. 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.
4. All documents referred to in the notice and explanatory statement are open for inspection by the members at the corporate office of the Company on all working days during business hours up to the date of the EGM or any adjournment thereof and will also be available for inspection at the meeting.
5. The Explanatory Statement Pursuant to Section 102 Of the Companies Act, 2013 setting out All Material Facts and The Reasons for The Proposed Special Business is Appended Herein.
6. 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.

**Annexure to Notice:**

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**

The Company is a Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India (RBI) and is engaged in the business of lending and financial services. In order to support its business growth, working capital needs, repayment of existing borrowings, and for onward lending to its customers, the Company proposes to raise funds through the issuance of **listed, unlisted, secured, unsecured, rated, unrated Non-Convertible Debentures (NCDs)** on a **private placement basis**.

The proposed fundraising will be undertaken in one or more tranches, aggregating up to an amount of **INR 200 Crores (Indian Rupees Two Hundred Crores only)** during the financial year. These NCDs will be offered and allotted to eligible domestic and/or foreign investors, including but not limited to Financial Institutions, Foreign Portfolio Investors (FPIs), Strategic Investors, and other entities as may be identified by the Board or a duly authorized committee thereof.

Further it is hereby informed that, in addition to the aforementioned limit, the Company has approved the creation, offer, issuance, and allotment of up to 134 (One Hundred Thirty-Four) unlisted, unsecured, non-convertible debentures (NCDs), each with a face value of INR 10,000,000 (Indian Rupees One Crore) aggregating to INR 134 Crores, to Vivamoney Solutions Private Limited. This approval was granted during the Board meeting held on 25th February 2025 and was subsequently approved by the shareholders at their meeting on 27th February 2025. Out of the total approved limit of INR 134 Crores, the first tranche amounting to INR 44 Crores has been received.

This limit of INR 200 Crs. shall be applicable for all the offers and invitations for such debentures issued during the year except debentures issued to Vivamoney Solutions Private limited. The approval of the Board of Directors shall be subject to the approval of the Members and regulatory approvals, as applicable.

In accordance with the provisions of **Sections 23, 42, 62, 71** and other applicable provisions, if any, of the Companies Act, 2013 read with the **Companies (Prospectus and Allotment of Securities) Rules, 2014** and the **Companies (Share Capital and Debentures) Rules, 2014**, approval of the shareholders is required by way of a **special resolution** for issuance of NCDs by way of preferential issue on a private placement basis.

Further, pursuant to **Rule 9B of the Companies (Prospectus and Allotment of Securities) Rules, 2014**, the Company shall ensure dematerialisation of its securities and the issuance of NCDs in **dematerialized form** only. Accordingly, the Company shall obtain ISIN and enter into necessary agreements with the **National Securities Depository Limited (NSDL)** and **Registrar and Transfer Agent (RTA)** for the same.

**Key Terms of the NCD Issue:**

Amount which the Company intends to raise by way of such securities	Upto INR 200 Crs (Indian Rupees Two Hundred Crores only) Issue Price is arrived considering Guidelines on Private Placement of NCDs (maturity more than one year) by NBFCs issued by Reserve Bank of India as per Master Direction – Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023
Purposes and object of the offer	To meet the Company's requirement of – a. working capital as well as capital expenditure to support business expansion, b. repayment of loan by the Company c. onward lending to the customers of the Company.
Nature of NCD	listed, unlisted, secured, unsecured, rated, unrated unless otherwise mutually agreed with investor(s)

Tenure of NCDs.	The tenure of the NCDs shall be in the range of minimum 12 Months to 60 Months from the date of their allotment, as mutually agreed with the investors.
Coupon Rate	The NCDs shall carry a coupon of simple interest ranges from 16% to 20% p.a. calculated on the basis of a 365 (three hundred sixty-five) day year and the actual number of days elapsed. The Interest shall become payable on Monthly or Quarterly basis as per investor terms, as mutually agreed with the investors.
Relevant date with reference to which the price has been arrived at	Not applicable as each Debenture is a non-convertible debt instrument which is being issued at face value.
The class or classes of persons to whom the allotment is proposed to be made.	To be decided at a later stage
Collateral/Guarantee	Selective offers may carry cash collateral or third-party guarantees

To facilitate efficient execution, it is also proposed to delegate authority to identify eligible investors (both Indian and foreign) and to negotiate and finalise the terms & conditions of the investment in proposed NCDs, severally to Mr. Dmitry Kislyakov or Asset Liability Management Committee or Chief Executive Officer of the Company to approve and record their names and address of potential investors for the purpose of issuing such NCDs, and approve and execute the draft of the Private Placement Offer Letter (PAS-4) for each offer and Investor Debentures Subscription Agreement.

The NCDs shall be allotted within **12 months** from the date of shareholders' approval, or within 12 months from the date of receipt of the last regulatory approval, if required.

The proposed resolution does not result in any dilution of equity or change in control of the Company, as the NCDs are **non-convertible** and do not carry any voting rights or equity conversion option.

**Interest of Directors and Key Managerial Personnel:**

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives is, in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

**Recommendation of the Board:**

The Board of Directors recommends the resolution set out in the accompanying notice for the approval of the Members as a **special resolution**.

Date: 23<sup>rd</sup> April, 2025  
Place: Gurugram

By order of the Board of Directors  
For FincFriends Private Limited

Priyanka Joshi  
Company Secretary  
ICSI Membership No:36608