

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, the 27th day, of February, 2025 at 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram Haryana - 122002 at 11:00 A.M., to transact the following special business:

1. Raising of funds through Issue of Unlisted, Unsecured, Non-Convertible Debentures (“NCDs”) on preferential basis to specified Investor:

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

“RESOLVED THAT in suppression of earlier resolution(s) passed pursuant to the provisions of Section 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and other 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, 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 fulfilment of other conditions as per Rule 9B and other rules of the Companies (Prospectus and Allotment of Securities) Rules, 2014 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), consent of the Members be and is hereby accorded to create, offer and issue and allot by way of preferential issue on private placement basis, upto 134 (One Hundred Thirty-FOUR) Unlisted, Unsecured, Non-Convertible Debentures (NCDs) of face value of INR 10,000,000/- (Indian Rupees One Crore only), each (hereinafter referred as “NCDs”) in one or more tranches with the aggregate maximum amounts on such NCDs of each issued at par aggregating to INR 1,340,000,000/- (Indian Rupees One Hundred Thirty Four Crores only), by way of preferential issue to the following persons (hereinafter referred as the “**Investor(s)**”

Sr. No.	Name of Investor	Maximum No. of NCD(s)	Face Value of each NCD (in INR)	Total consideration (in INR)
1.	Vivamoney Solutions Private Limited	134	INR 10,000,000	INR 1,340,000,000

RESOLVED FURTHER THAT the Board, the Chief Executive Officer, the Chief Compliance Officer and the Company Secretary of the Company, be and is hereby severally authorised to prepare, finalized,

approve and issue the private placement offer cum application letter in the manner set out in the Form PAS 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 inviting the proposed allottees/Investor to subscribe aforesaid NCDs and that the name of the investor be entered in record maintained by the Company in the manner set out in Form PAS 5 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prior to issuance of the private placement offer cum application letter.

RESOLVED FURTHER THAT the Board be and is hereby authorised to offer, issue and allot upto 134 NCDs to the holders of NCDs at a Face value of INR 10,000,000/- (Indian Rupees One Crore Only) in one or more tranches and take necessary decisions in regard to signing and issuance of offer letters.

RESOLVED FURTHER THAT the said NCDs shall be issued and allotted by the Company to the investor within a period of 12 months from the date of passing of this resolution 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 NCDs being offered, issued and allotted to the Investor by way of a preferential issue shall inter alia carry the following terms:

Particulars of offer	Issue and allotment of upto 134 (One Hundred Thirty-Four) NCDs having face value of INR 10,000,000/- (Indian Rupees One Crore only) on a private placement basis.
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.
Price at which the security is being offered including the premium, if any, along with justification of the price	The NCDs are being offered at face value of INR 10,000,000/- (Indian Rupees One Crore only) each. 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
Amount which the Company intends to raise by way of such securities	Up to INR 1,340,000,000/- (Indian Rupees One Hundred Thirty Four Crores only)
Tenure of NCDs.	The tenure of the NCDs shall be 5 Years from the date of their allotment.
Principle terms of assets charged as securities	Not Applicable
Coupon Rate	The NCDs shall carry a coupon of Interest rate as mentioned below: For the First Year from the date of allotment- 12.5% p.a

	<p>For the Second Year from the date of allotment- 17.5 % p.a For Third Year from the date of allotment - 23.0% p.a For Fourth Year from the date of allotment - 23.0 % p.a For Fifth Year from the date of allotment - 23.0 % p.a</p> <p>The interest shall be payable on quarterly basis.</p>
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.	Vivamoney Solutions Private Limited, a private limited company incorporated under the provisions of the Companies Act, 2013 engaged in the business of providing fintech and technology services.
Change in control, if any, in the Company consequent to the preferential issue	There will be no change in control of the Company pursuant to the issuance of the NCDs to the Investor(s)
Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment	<p>Key terms of issue are as under:</p> <p>a) issue of up to 134 (One Hundred Thirty-Four) Unlisted, Unsecured, Non-Convertible Debentures (NCDs) of face value of INR 10,000,000/- (Indian Rupees One Crore only) each issued at par aggregating to INR 1,340,000,000/- (Indian Rupees One Hundred Thirty-Four Crores only) each issued at par, in one or more tranches, on a preferential allotment basis.</p> <p>b) The tenure of the NCDs shall be 5 Years from the date of their allotment.</p> <p>c) The NCDs shall carry a coupon of Interest rate as mentioned below: For the First Year from the date of allotment - 12.5% p.a. For the Second Year from the date of allotment - 17.5 % p.a. For Third Year from the date of allotment - 23.0% p.a. For Fourth Year from the date of allotment - 23.0 % p.a. For Fifth Year from the date of allotment - 23.0 % p.a. The interest shall be payable on quarterly basis. The Interest will be paid in Indian Rupees subject to applicable withholding tax.</p> <p>d) Upon the occurrence of a liquidation caused due to insolvency, dissolution, winding-up, sale of the Company or initial public offer, Investor shall receive the liquidation preference over the other shareholders and also other rights subject to applicable Law.</p> <p>e) The Investor may transfer NCD to any person only with the prior written approval of the Company. The Investor may assign all or any of the NCD and/or any rights attached thereto under this Agreement, with a prior consent in writing of the of the Company.</p> <p>f) All the payments and repayments shall be through normal banking channel permissible under the Applicable Law.</p>

	<p>g) The order of precedence in the distribution of Assets, dividends and interest to the holders of securities of the Company shall be as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and other applicable law, if any.</p> <p>h) Unlisted, Unsecured, Non-Convertible Debentures shall be fully redeemed on the maturity date.</p>
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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 opened by the Company with 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 aforesaid NCDs, to be issued by the Company, to the depository system of National Securities Depository Limited (NSDL) to issue the NCDs in dematerialized form upon such terms and conditions as may be mutually agreed upon and Chief Compliance Officer, Company Secretary and Chief Executive Officer, Authorised Signatories be and are hereby severally authorized to sign and execute the tri-partite agreement to which the Company, the RTA and NSDL 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.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board of director, the Chief Executive Officer, the Chief Compliance Officer, Head-Finance & Accounts and the Company Secretary of the Company be and are hereby authorised, severally to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose.

RESOLVED FURTHER THAT subject to the Applicable Laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed it by the Board, to give effect to the aforesaid resolutions.

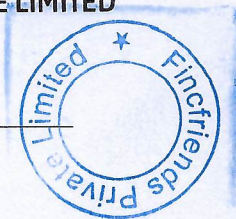
RESOLVED FURTHER THAT all actions taken by the Board of directors, the Chief Executive Officer, the Chief Compliance Officer, Head-Finance & Accounts and the Company Secretary of the Company for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed by the Members in all respects.

By order of the Board of Directors

For FINCFRIENDS PRIVATE LIMITED



PRIYANKA JOSHI
Company Secretary
M. No. A36608



Date: 25th February, 2025

Place: Gurugram

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:**

It is hereby informed that , in the meeting dated 18th November,2024 of the Board of Directors , approved the issuance of 100 (One Hundred) unlisted, unsecured, non-convertible debentures, each with a face value of INR 10,000,000 (Indian Rupees One Crore) (hereinafter referred to as "NCDs") to Vivamoney Solutions Private Limited and members has approved the same in their meeting held on 22nd November,2024. Thereafter, in the meeting of Board dated 18th February,2025 , the Board approved to offer for 10 (Ten) NCDs through a Private Placement Offer Letter to Vivamoney Solutions Private Limited and has disposed of the remaining 90 NCDs.

Furthermore, during the Board Meeting held on 18th February 2025, the Board of Directors also approved the issuance of 90 NCDs to Vivamoney Solutions Private Limited subject to the approval of shareholders of the Company. However, due to recent strategic developments and subsequent discussions with the investor, it was decided not to proceed with issuance of these NCD to Vivamoney Solutions Private Limited and consider the issuance of unlisted, unsecured, non-convertible debentures with revised terms and conditions.

It is proposed to offer, issue and allot upto 134 (One Hundred & Thirty-Four)) unlisted, unsecured, Non-Convertible Debentures ("NCDs") having face value of INR 1,00,00,000/- (Indian Rupees One Crore only) each in one or more tranches. The Board of Directors, at their meeting held on 25th February 2025 have (subject to the approval of the Members and regulatory approvals) approved the proposal to issue the NCDs. In terms of Section 42 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act 2013, the Company furnishes the following information in accordance with Section 62 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014.

Further, as per Rule 9B of the Companies (Prospectus and Allotment of Securities) Rules, every private company which is not a small company as on March 31, 2023, shall within the specified period (a) issue the securities only in dematerialised form; and (b) facilitate dematerialisation of all its securities. Further, every private company making any other for issue of any securities or buyback of securities or issue of bonus shares or rights offer, after the date when it is required to comply with this rule (i.e. June 30, 2025), shall ensure that before making such other, entire holding of securities of its promoters, directors, key managerial personnel has been dematerialised.

In compliance thereof, the Company has obtained ISIN for its equity shares and compulsory convertible preference shares and shares of the Promoters has been dematerialized. Accordingly, it is proposed to obtain the approval for issuance of said NCDs from the Board as well as shareholders.

The issue and allotment of the NCDs so offered shall be in dematerialized form and shall be subject to the provisions of the memorandum and articles of association of the Company.

Particulars of offer	Issue and allotment of upto 134 (One Hundred Thirty- Four) NCDs having face value of INR 1,00,00,000/- (Indian Rupees One Crore only) on private a placement basis on one or more tranches.
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Date of passing Board Resolution	25 th February, 2025
Purposes and object of the offer	To meet the Company's requirement of – <ol style="list-style-type: none"> working capital as well as capital expenditure to support business expansion, repayment of loan by the Company onward lending to the customers of the Company.
Price at which the security is being offered including the premium, if any, along with justification of the price	The NCDs are being offered at face value of INR 1,00,00,000/- (Indian Rupees One Crore only) per NCDs. Issue Price is arrived considering Guidelines on Private Placement of NCDs (maturity more than one year) by NBFCs issued by Reserve Bank of India
Amount which the Company intends to raise by way of such securities	INR 1,340,000,000 -/- (Indian Rupees One Hundred Thirty-Four Crores only)
Tenure of NCDs.	The tenure of the NCDs shall be 5 Years from the date of their allotment.
Principle terms of assets charged as securities	Not Applicable
Coupon Rate	The NCDs shall carry a coupon of Interest rate as mentioned below: For the First Year from the date of allotment - 12.5% p.a. For the Second Year from the date of allotment 17.5 % p.a. For Third Year from the date of allotment - 23.0% p.a. For Fourth Year from the date of allotment - 23.0 % p.a. For Fifth Year from the date of allotment - 23.0 % p.a. The interest shall be payable on a quarterly basis. The Interest will be paid in Indian Rupees subject to applicable withholding tax
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	Vivamoney Solutions Private Limited, a private limited company incorporated under the provisions of the Companies Act, 2013, engaged in the business of Fintech and technology services.
Change in control, if any, in the Company consequent to the preferential issue	There will be no change in control of the Company pursuant to the issuance of the NCDs to the Investor(s)
Intention of promoters, Directors or Key Managerial Personnel to subscribe to the offer.	No promoters or directors have the intention to subscribe the offer. The provisions of key managerial person are not applicable to the Company.

The names of the proposed allottee and the percentage of post private placement capital that may be held by them	Sr. No.	Name of the proposed allottee	Present Holding	% of the pre-issue capital	Present Issue	% of post issue capital
	1.	Vivamoney Solutions Private Limited	0	0	0	0
The number of persons to whom allotment on preferential basis/ private placement/ rights issue has already been made during the year, in terms of number of securities as well as price	The Company has not made any preferential issue / rights issue of securities in this financial year, other than the proposed issuance.					
the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable as each Debenture is a non-convertible debt instrument which is being issued at face value					
Material terms of raising such securities, proposed time schedule, purposes or object of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects, principle terms of assets charged as securities.	The details are mentioned in the Private Placement Letter of Offer provided with this Notice of General Meeting.					

The pre-issue and post issue shareholding pattern of the company in the following format (Equity & Preference)

Shareholding Pattern (Pre-issue & Post-issue)

A. Equity Shares

SL No.	Category	Pre-issue		Post-issue	
		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
A	Promoters holding				
1	Indian	0	0	0	0
i.	Individual	0	0	0	0

ii.	Bodies Corporate	0	0	0	0
	Sub-total	0	0	0	0
2	Foreign Promoters	99,00,693	100%	99,00,693	100%
	Sub-total (A)	99,00,693	100%	99,00,693	100%
B	Non – promoters holding				
1	Institutional Investors	0	0	0	0
2	Non-Institutional Investors	0	0	0	0
i.	Private corporate bodies	0	0	0	0
ii.	Directors and relatives	0	0	0	0
iii.	Indian public	0	0	0	0
iv.	Others [including Non-resident Indians (NRIs)]	0	0	0	0
	Sub-total (B)	0	0	0	0
	GRAND TOTAL	99,00,693	100%	99,00,693	100%

B. Preference Shares

SL No.	Category	Pre-issue		Post-issue	
		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
A	Promoters holding				
1	Indian	0	0	0	0
i.	Individual	0	0	0	0
ii.	Bodies Corporate	0	0	0	0
	Sub-total	0	0	0	0
2	Foreign Promoters	0	0	0	0
	Sub-total (A)	0	0	0	0
B	Non – promoters holding	0	0	0	0
1	Institutional Investors	0	0	0	0
2	Non-Institutional Investors	0	0	0	0
i.	Private corporate bodies	0	0	0	0
ii.	Directors and relatives	0	0	0	0
iii.	Indian public	0	0	0	0
iv.	Others [including Non-resident Indians (NRIs)]	0	0	0	0
	Sub-total (B)	0	0	0	0
	GRAND TOTAL	0	0	0	0

In terms of Sections 42, 62 and 71 of the Companies Act, 2013, approval of the Members by way of a special resolution is required to issue the NCDs by way of a preferential issue on private placement

basis. Hence, the Board recommends the proposed resolution for your approval by way of a special resolution.

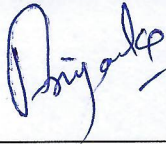
The proposed issue is also in compliance with the conditions of Section 42 of the Companies Act, 2013 read with to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014.

Accordingly, the Board of Directors recommends a special resolution for the approval of the members.

Documents and papers referred to in the resolution shall be available for inspection between 11:00 A.M. to 01:00 P.M on all working days at the corporate office of the Company and shall also be available for inspection during the meeting.

None of the directors or key managerial personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

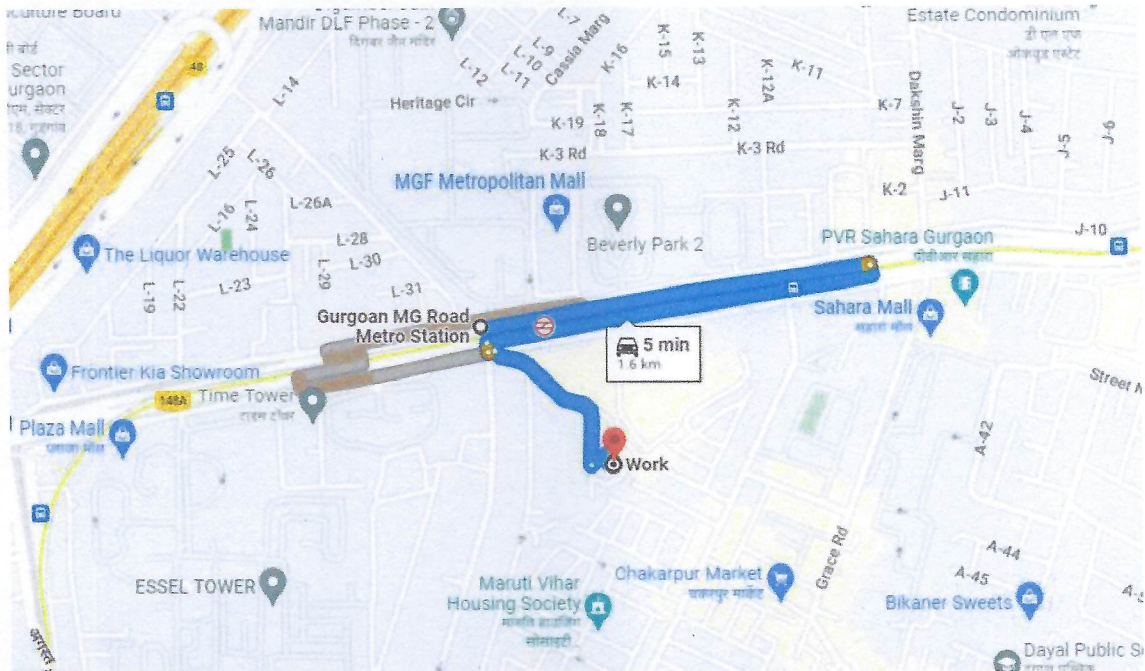
**By order of the Board of Directors
For FINCFRIENDS PRIVATE LIMITED**



PRIYANKA JOSHI
Company Secretary
M. No. A36608



Date: 20th February, 2025
Place: Gurugram

Route Map to the venue of EGM of the Company

Form No. MGT-11
Proxy form

FINCFRIENDS PRIVATE LIMITED

CIN: U65929KA2017FTC102604

Registered office: No. 1/2, Lalitha Nilaya, 4th Cross, RMV II Stage, Bhoopsandra, Bengaluru Bangalore - 560094

Corporate Office: 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram, Haryana – 122002

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Clint Id:
DP ID:

We, _____, being the member of **FINCFRIENDS PRIVATE LIMITED**, holding _____ - ___ shares, hereby appoint

Name:

Address:

E-mail Id:

Signature:

as our proxy to attend and vote (on a poll) for us and on our behalf at the Extra Ordinary General Meeting of members of the Company, to be held on Thursday, the at 27th February, 2025 at 11.00 A.M IST at 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram - 122002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Raising of funds through Issue of Unlisted, Unsecured, Non-Convertible Debentures (“NCDs”) on preferential basis to specified Investor:

Signed this ____ day of _____ 2025

Affix Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

ATTENDANCE SLIP**FINCFRIENDS PRIVATE LIMITED****CIN: U65929KA2017FTC102604****Registered office: No. 1/2, Lalitha Nilaya, 4th Cross, RMV II Stage, Bhoopsandra, Bengaluru Bangalore - 560094****Corporate Office: 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram, Haryana – 122002****Extra Ordinary General Meeting, Monday, the at 24th February,2025 at 02.00 P.M IST**

Regd. Folio No.	1
DP ID	IN300206
Client ID/Ben. A/C	11060611
No. of shares held	80,85,581

I certify that I am authorised representative for the APV Management PTE Ltd, registered Shareholder of the Company and hereby record my presence at the Extra Ordinary General Meeting of the Company held on Thursday, the at 27th February,2025 at 11.00 A.M IST at 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram - 122002.

Member's/Proxy's/Authorised representative's

Signature

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall.

FINCFRIENDS PRIVATE LIMITED**CIN: U65929KA2017FTC102604****Registered office: No. 1/2, Lalitha Nilaya, 4th Cross, RMV II Stage, Bhoopsandra, Bengaluru Bangalore - 560094****Corporate Office: 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram, Haryana – 122002****Extra Ordinary General Meeting, Monday, the at 24th February,2025 at 02.00 P.M IST**

Regd. Folio No.	2
DP ID	IN300206
Client ID/Ben. A/C	11060620
No. of shares held	18,15,112

I certify that I am authorised representative for the Silvercase Pacific PTE Ltd, registered Shareholder of the Company and hereby record my presence at the Extra Ordinary General Meeting of the Company held on Thursday, the at 27th February,2025 at 11.00 A.M IST at 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram - 122002.

Member's/Proxy's/Authorised representative's

Signature

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall.