

NOTICE

Notice is hereby given that the **Eighth** Annual General Meeting (“WFPL/AGM/2023-24”) of the Members of **Whizdm Finance Private Limited** (‘The Company’ or ‘WFPL’) will be held at the Registered Office of the Company situated at No 17/1, Kadubeesanahalli Outer Ring Road, Bangalore - 560087, Karnataka, India, on Friday, 27th September 2024, at 4.00 p.m., at shorter notice, to transact the following business.

Ordinary business:**1. TO CONSIDER AND APPROVE THE AUDITED FINANCIAL STATEMENTS AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS.**

To receive, consider and adopt the audited standalone financial statements, including Balance Sheet as at 31st March, 2024 and the statement of the Profit and Loss of the Company for the year together with the Reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT** the audited financial statements, including Balance Sheet as of March 31, 2024 and the statement of Profit and Loss of the Company for the year together with the Report of the Board of Directors and Auditors thereon of the Company, as circulated to the Members, be and are hereby considered and adopted.”

Special business:**1. TO ALTER THE ARTICLES OF ASSOCIATION**

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

“**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force) or such other respective rules made thereunder, the approval of the members be and is hereby accorded to amend the Articles of Association of the Company by inserting one additional clause as below:

After existing Article 64(iii), a new Article 64(iv) be inserted, namely:

“64(iv) debenture trustee, acting on the instructions of the relevant debenture holders of the Company, shall have the right to nominate a nominee director in accordance with Section 71 of the Companies Act, 2013 and the SEBI (Debenture Trustee) Regulations, 1993, on the board of directors of the Company upon the occurrence of any of the following events:(i) 2 (two) consecutive defaults in payment of coupon to such debenture holders; or(ii) default in creation of security for such debentures; or(iii) default in redemption of such debentures.”

RESOLVED FURTHER THAT approval of the shareholders of the Company be and is hereby accorded to adopt a new set of Articles of Association by considering the abovementioned alteration in the Articles of Associations.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board), be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be necessary incidental or pertinent to give effect to the aforesaid resolution.”

2. TO AUTHORISE THE RAISING OF FUNDS THROUGH ISSUE OF NON-CONVERTIBLE DEBENTURES AGGREGATING UPTO INR 2000,00,00,000 (RUPEES TWO THOUSAND CRORE ONLY) ON A PRIVATE PLACEMENT BASIS.:

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

RESOLVED THAT pursuant to the provisions of the Sections 42, 71 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and 18 of Companies (Share Capital and Debentures) Rules, 2014 as the Company, Master Direction – RBI (NBFC – Scale Based Regulation) Directions, 2023, and subject to such terms and conditions as which may be agreed to and approved by the Board of Directors of the Company (the “Board” which term shall be deemed to include any authorized Committee thereof), the consent of members be and is hereby accorded to create, offer, issue and allot, with or without a green shoe option, fully-paid/partly paid, secured/unsecured, rated/unrated, listed/unlisted, redeemable, Non-Convertible Redeemable Debentures (NCDs) of various types including Subordinated, Fixed Rate, Floating Rate, Zero Coupon, Market Linked Debentures and any other category of Debentures, aggregating up to INR 20,00,00,00,000 (Rupees Two Thousand Crore only), in dematerialised form, on the private placement basis, in 1 (one) or more tranches / series during a period of one year commencing from the date of this Annual General Meeting until the conclusion of the next Annual General Meeting to such eligible person(s) as permissible under applicable law, who may or may not be the shareholders of the Company, trustees, banks, insurance companies, mutual funds, alternative investment funds, bodies corporate, companies, foreign portfolio investor, financial institutions, other entities or persons, and on such terms and conditions, as may be decided and finalised by the Board in their discretion; provided however that the borrowings including by way of issue of NCDs and/or any other instruments shall be within the overall limit of borrowings as approved by the Members of the Company, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all acts and take all such decisions and steps including the delegation of powers to any Committee of the Board or any Director / Official of the Company as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company, be and are hereby authorized severally to issue certified true copy of the resolutions and file necessary e-forms with Registrar of Companies, and to do all such acts, deeds and things which are necessary to give effect to the above resolution.

3. APPOINTMENT OF MR. SANDEEP BHANDARI AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 ('the Act), the Companies

(Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee of the Company Mr. Sandeep Bhandari (DIN-10603330), who has appointed as an additional director of the Company in the Capacity of Non-Executive and Independent Director by the Board of Directors with effect from 24th April, 2024, in terms of Section 161 of the Company Act, 2013, be and is hereby appointed as non-executive and Independent Director for a term of five consecutive years effective from 24th April 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Section 197 and 198 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time and such approvals, permission and sanctions required if any, as approved and recommended by the Board of Directors, approval of shareholders of the Company be and is hereby accorded to pay the sitting fees of Rs. 1,00,000/- (Rupees One Lakh Only) per meeting to Mr. Sandeep Bhandari for attending the Board and Committee Meetings respectively.

RESOLVED FURTHER THAT pursuant to Section 149, 197 and 198 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions of the Act, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time and such approvals, permission and sanctions required if any, as approved and recommended by the Board of Directors, approval of shareholders be and is hereby accorded, to pay remuneration to Mr. Sandeep Bhandari in form of monthly/quarterly/half yearly/ yearly payment subject to condition that the overall payment to him in the form of remuneration and sitting fees does not exceed Rs. 25,00,000/- (Rupees Twenty-Five Lakhs only) per annum, excluding out of pocket expenses/ re-imbursment of expenses.

RESOLVED FURTHER THAT any Director of the company and Company Secretary of the Company, be and is hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may have considered expedient and necessary in this regard or any other matter incidental or ancillary thereto.

4. APPOINTMENT OF MRS. KAVITA IYER AS AN INDEPENDENT DIRECTOR

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

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 ('the Act'), the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee of the Company Mrs. Kavita Iyer (DIN-00929509), who has appointed as an additional director of the Company in the Capacity of Non-Executive and Independent Director by the Board of Directors with effect from 7th May, 2024, in terms of Section 161 of the Company Act, 2013, be and is hereby appointed as non-executive and Independent


Director for a term of five consecutive years effective from 7th May 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Section 197 and 198 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time and such approvals, permission and sanctions required if any, as approved and recommended by the Board of Directors, approval of shareholders of the Company be and is hereby accorded to pay the sitting fees of Rs. 1,00,000/- (Rupees One Lakh Only) per meeting to Mrs. Kavita Iyer for attending the Board and Committee Meetings respectively.

RESOLVED FURTHER THAT pursuant to Section 149, 197 and 198 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions of the Act, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time and such approvals, permission and sanctions required if any, as approved and recommended by the Board of Directors, approval of shareholders be and is hereby accorded, to pay remuneration to Mrs. Kavita Iyer in form of monthly/quarterly/half yearly/ yearly payment subject to condition that the overall payment to him in the form of remuneration and sitting fees does not exceed Rs. 25,00,000/- (Rupees Twenty-Five Lakhs only) per annum, excluding out of pocket expenses/ reimbursement of expenses.

RESOLVED FURTHER THAT any Director of the company and Company Secretary of the Company, be and is hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may have considered expedient and necessary in this regard or any other matter incidental or ancillary thereto.

By the Order of the Board of Directors,


Ankit Kumar Jain
Company Secretary

M. No.: A21893

Address: No 17/1, Kadubeesanahalli
Outer Ring Road, Bangalore - 560087,
Karnataka, India.

Place: Bangalore

Date: 12/09/2024

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, DULY SIGNED AND COMPLETED, TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.**

“Pursuant to the provisions of Section 105 of the Act, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution / authorization, as applicable.”

2. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company provided not less than three days' notice in writing of the intention to inspect is given to the company.
3. Members / Proxies / Authorised Representative are requested to fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed herewith. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers in the Attendance Slip for attending meeting.
4. Corporate member intending to send its authorized representative to attend the meeting is requested to send to the Company a certified true copy of the Board Resolution and/or Authority Letter as per the provisions of Section 113 of Companies Act, 2013 and rules made thereunder authorizing its representative together with their specimen signature to attend and vote on its behalf at the meeting.
5. The Annual General Meeting ('AGM' or '**Meeting**') is being called at shorter notice and the requisite consent required under the Companies Act, 2013 ('the **Act**') has been obtained from shareholders of the Company.
6. The relevant records and documents connected with the businesses, including Memorandum and Articles of Association and other documents as referred to in the Notice will be available for inspection by the Members during business hours at registered office of the Company.
7. The Statutory Registers and other documents required to be kept open for inspection under the Act read with rules made there under at AGM of the Company, will be available for inspection by the members at the AGM.
8. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business as set out above is annexed hereto.

9. Additional information of the directors seeking appointment / re-appointment at the ensuing AGM as required under the Secretarial Standards on General Meeting issued by ICSI (SS-2) is annexed to the Notice.
10. Landmark for location of meeting is New Horizon College of Engineering. The Route map is enclosed with the notice.

By the Order of the Board of Directors,

Ankit

Ankit Kumar Jain

Company Secretary

M. No.: A21893

Address: No 17/1, Kadubeesanahalli
Outer Ring Road, Bangalore - 560087,
Karnataka, India.

Place: Bangalore

Date: 12/09/2024



Explanatory Statement as required under Section 102 of the Companies Act, 2013
(Statement with respect to items under Special Business covered in the Notice of Meeting are given below)

Item No.1

The Companies in which the NCDs are issued and where Debenture Trustees are appointed Pursuant to Section 71 of the Companies Act read with SEBI (Debenture Trustee) Regulations, 1993, there is a requirement to provide the right to the Debenture Trustees to nominate Nominee Director on the Board of Company in case of any event of default in payment of interest, redemption or creation of security by the issuer Company.

Since your Company issues the NCDs such right needs to be given by doing alteration to the Articles of Association of the Company and inserting the relevant clause. Hence, it is proposed to alter the existing AOA of the Company by inserting Article 64(iv) after Article 64(iii) as an enabling clause which gives authority to appoint a Director if any nominated by Debenture Trustee.

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of shareholders by passing a Special Resolution.

Hence, the Company needs to amend its Articles of Association so as to enable the Board of Directors to appoint the person nominated by the Debenture Trustee as Nominee Director. Hence, it is proposed to alter the existing AOA of the Company by inserting Article 64(iv) after Article 64(iii) as an enabling clause which gives authority to Board of Directors to appoint a director if any nominated by Debenture trustee.

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a Special Resolution. Hence, the Board of Directors recommend the resolution set forth in Item No.1 for the approval of the members.

The Board recommends the said proposal for approval of the Members by way of Special Resolution.

None of the directors of the Company or their relatives are in any way, directly or indirectly concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company.

A copy of the existing Articles of Association of the Company as well as the specimen of the amended Articles of Association of the Company are available for inspection by members at the registered office of the company on any working day during office hours of the Company.

Item No: 02

The Company proposes to raise funds for meeting its working capital requirement and other general corporate purposes. In view of this, it is proposed to seek enabling authorization from the Shareholders to the Board to raise funds by issuance of Non-Convertible Debentures (“Debentures” / “NCDs”) on a private placement basis.

It is, therefore, proposed that the Board of Directors be authorised by way of an enabling resolution to raise funds through issue of Debentures, in accordance with the provisions contained in sections 42, 71 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or

re-enactment(s) thereof, for the time being in force) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time and in accordance with applicable laws, rules and regulations, for an amount aggregating up to INR 20,00,00,00,000 (Rupees Two Thousand Crore only) in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board (including any committee constituted thereof) to the such category of investors as may be determined by the Board (including any committee constituted thereof), to inter-alia repay the existing loans of the Company and for general corporate purposes and/or such other purpose(s) as the Board, in its absolute discretion, thinks most beneficial to the Company.

The Directors recommend the resolution for members' approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

As required under rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ('Rule'), the material facts in connection with aforesaid issue of NCDs are as follows:

Sl. No.	Details as per the Rule	Particulars
1.	Particulars of the offer including date of passing of Board resolution	Fully Paid/ Partly Paid, Secured/Unsecured, Rated/Unrated, Listed/Unlisted, Redeemable, Non-Convertible Debentures ("NCDs"). Date of passing of Board Resolution: September 12, 2024.
2.	Kinds of securities offered and the price at which security is being offered	NCDs at premium, discount or at par as may be determined by the Board of Directors (including any committee constituted thereof) of the Company.
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Since the issuance would be in one or more tranches, the price would be determined by Board of Directors (including any committee constituted thereof) of the Company based on prevailing market conditions at the time of issue of NCDs.
4.	Name and address of valuer who performed valuation	Not applicable for NCDs
5.	Amount which the company intends to raise by way of such securities	Up to INR 20,00,00,00,000 (Rupees Two Thousand Crore only)
6.	Material terms of such securities	Since the issuance would be in one or more tranches, the material terms will be determined by Board of Directors (including any committee constituted thereof) of the Company based on the provisions of Companies Act, 2013, the rules made thereunder and other applicable laws

7.	Proposed time schedule	As set out in the issue specific private placement offer letter, within one year of approval of the resolution.
8.	Purposes or objects of offer	The proceeds of the issues would be used for (a) deployment in business and growth of asset book by on lending (b) General Corporate purpose for ordinary course of business and for such other purposes related to the business of the Company as the Board/Committee feels appropriate.
9.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects.	None
10.	Principle terms of assets charged as securities:	The principal amount of the Secured NCDs issued along with all interest due, if applicable, will be secured by way of charge on assets of the Company in favour of the Debenture Trustee, in such manner as may be mutually decided by the Company and Debenture Trustee.

Item No: 03:

Mr. Sandeep Bhandari (DIN: 10603330) was appointed as an Additional Director (Non-executive and Independent) by the Board of Directors in its meeting held on April 24, 2024, in accordance with the provisions of Section 149 and 161 of the Companies Act, 2013 read with the Articles of Association of the Company. Mr. Bhandari has been appointed as the Independent Director for a term of 5 years from the date of his appointment subject to approval by the members of the Company. Pursuant to Section 161 of the Companies Act, 2013, being an additional director, Mr. Sandeep Bhandari holds office up to the date of ensuing Annual General Meeting of the Company. The Nomination and Remuneration Committee of the Board in its meeting held on 12th September 2024 has determined the fit proper criteria of Mr. Sandeep Bhandari as per the requirements of RBI directions and has recommended his appointment as an Independent Director (Non-Executive) of the Company. Further, the Board is of the view that the appointment of Mr. Sandeep Bhandari on the Board of the Company is desirable and would be beneficial to the Company and hence it recommends the said appointment of independent Director for approval by the members of the Company.

Further since the provisions of Section 160 of the Act is not applicable to the Company as per MCA Notification dated June 05, 2015, the requirement seeking candidature of the proposed directorship in Annual General Meeting of the Company is not applicable to the Company.

Further as per the provisions of Section 197 and 198 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act, Mr. Sandeep Bhandari will be paid sitting fees of Rs. 1,00,000/- (Rupees One Lakh Only) per meeting for attending the Board and Committee Meetings respectively. Mr. Sandeep Bhandari will also be paid remuneration in form of monthly/quarterly/half yearly/ yearly payment subject to condition that the overall payment to him in the form of remuneration and sitting fees does not exceed Rs. 25,00,000/- (Rupees Twenty-Five Lakhs only) per annum, excluding out of pocket expenses/ re-imburement of expenses.

The Board recommends the said proposal for approval of the Members by way of Special Resolution.

None of the directors of the Company or their relatives are in any way, directly or indirectly concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company.

A brief profile of Mr. Sandeep Bhandari, Director whose appointment is proposed at the Meeting as stipulated under Secretarial Standards - 2 issued by the Institute of Company Secretaries of India (ICSI) under Section 118 (10) of the Act, is enclosed as **Annexure – A(i)**.

Item No: 04:

Mrs. Kavita Iyer (DIN: 00929509) was appointed as an Additional Director (Non-executive and Independent) by the Board of Directors w.e.f. May 07, 2024, in accordance with the provisions of Section 149 and 161 of the Companies Act, 2013 read with the Articles of Association. Mrs. Iyer has been appointed as the Independent Director for a term of 5 years from the date of her appointment subject to approval by the members of the Company. Pursuant to Section 161 of the Companies Act, 2013, being an additional director, Mrs. Kavita Iyer holds office up to the date of ensuring Annual General Meeting of the Company. The Nomination and Remuneration Committee of the Board in its meeting held on 12th September 2024 has determined the fit proper criteria of Mrs. Kavita Iyer as per the requirements of RBI directions and has recommended her appointment as an Independent Director (Non-Executive) of the Company. Further, the Board is of the view that the appointment of Mrs. Kavita Iyer on the Board of the Company is desirable and would be beneficial to the Company and hence it recommends the said appointment of independent Director for approval by the members of the Company.

Further, since the provisions of Section 160 of the Act is not applicable to the Company as per MCA Notification dated June 05, 2015, the requirement seeking candidature of the proposed directorship in Annual General Meeting of the Company is not applicable to the Company.

Further as per the provision of section 197 and 198 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Act Mrs. Kavita Iyer will be paid sitting fees of Rs. 1,00,000/- (Rupees One Lakh Only) per meeting for attending the Board and Committee Meetings respectively. Mrs. Kavita Iyer will also be paid remuneration in form of monthly/quarterly/half yearly/ yearly payment subject to condition that the overall payment to her in the form of remuneration and sitting fees does not exceed Rs. 25,00,000/- (Rupees Twenty-Five Lakhs only) per annum, excluding out of pocket expenses/ re-imbursement of expenses.

The Board recommends the said proposal for approval of the Members by way of Special Resolution.

None of the directors of the Company or their relatives are in any way, directly or indirectly concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company.

A brief profile of Mrs. Kavita Iyer, Director whose appointment is proposed at the Meeting as stipulated under Secretarial Standards - 2 issued by the Institute of Company Secretaries of India (ICSI) under Section 118 (10) of the Companies Act, is enclosed as **Annexure – A(ii)**.

Ankit Kumar Jain
Company Secretary
M. No.:A21893

Address: No 17/1, Kadubeesanahalli
Outer Ring Road, Bangalore - 560087, Karnataka, India.

Place: Bangalore

Date: 12/09/2024

Annexure – A (i)

Brief Profile of Mr. Sandeep Bhandari (DIN: 10603330)

Name of the Director	Mr. Sandeep Bhandari (DIN: 10603330)
Age	51 years
Qualifications	Post Graduate Diploma in Management (IIM Ahmedabad)
Experience	Mr. Sandeep Bhandari is currently the Managing Director of GAMO i.e., Get A Move On, which develops new fintech ideas including in the area of consumer lending and operating in US. His past experience includes: (a) the Assistant Chief Credit Officer for auto and home loans at CapitalOne (with whom he was associated with over 15 years); (b) Chief Credit Officer and Interim General Manager (Personal Loans and Small Business Lines and Loans) at Lending Club, a leading online marketplace lender; and (c) the Chief Strategy Officer and Chief Risk Officer of Affirm, a leading e-commerce credit network.
Terms and Condition of Appointment	Non-executive & Independent Director as per provisions of the Companies Act, 2013.
Details of remuneration to be paid	Sitting fees of Rs. 1,00,000/- (Rupees One Lakh Only) per meeting for attending the Board and Committee Meetings respectively. He will also be paid remuneration in form of monthly/quarterly/half yearly/ yearly payment subject to condition that the overall payment to him in the form of remuneration and sitting fees does not exceed Rs. 25,00,000/- (Rupees Twenty-Five Lakhs only) per annum, excluding out of pocket expenses/ re-imbursement of expenses.
Details of Remuneration last drawn	Nil
Date of Appointment on the Board	April 24, 2024
Shareholding in the Company	Nil
Relationship with other Directors / KMP	Not related with any other directors/ KMP
Number of Board Meeting attended during 2023-24	Nil
No. of Companies where he holds Directorship	Nil
Membership/Chairmanship of Committees of other Board	Nil
List of Public Companies in which he holds directorship	Nil
Justification for choosing the appointees for appointment as Independent Directors	Considering the qualifications and the relevant experience it is proposed to appoint Mr. Sandeep Bhandari as an Independent Director.

Annexure – A (ii)

Brief Profile of Mrs. Kavita Iyer (DIN: 00929509)

Name of the Director	Mrs. Kavita Iyer (DIN: 00929509)
Age	51 years
Qualifications	<ul style="list-style-type: none"> Post Graduate Diploma in Management (Indian Institute of Management, Ahmedabad) B. Tech from IIT Delhi
Experience	Ms. Kavita Iyer is a seasoned entrepreneur, with extensive experience in brand marketing and building organizations. She is the Managing Trustee of SIF Foundation, where she drives the strategy and path for SIFF's programs in Education and the Arts and is the Co-founder of SIFF Young Artiste. She was the Co-Founder and CEO of Minglebox Communications and was also associated with ICICI Bank and Tata Group in different profiles. She completed her graduation from Indian Institute of Technology, Delhi and postgraduation from Indian Institute of Management, Ahmedabad.
Terms and Condition of Appointment	Non-executive & Independent Director as per provisions of the Companies Act, 2013.
Details of remuneration to be paid	Sitting fees of Rs. 1,00,000/- (Rupees One Lakh Only) per meeting for attending the Board and Committee Meetings respectively. She will also be paid remuneration in form of monthly/quarterly/half yearly/ yearly payment subject to condition that the overall payment to her in the form of remuneration and sitting fees does not exceed Rs. 25,00,000/- (Rupees Twenty-Five Lakhs only) per annum, excluding out of pocket expenses/ re-imbursement of expenses.
Details of Remuneration last drawn	Nil
Date of Appointment on the Board	May 07, 2024
Shareholding in the Company	Nil
Relationship with other Directors / KMP	Not related with any other directors/ KMP
Number of Board Meeting attended during 2023-24	Nil
No. of Companies where he holds Directorship	Siff Ventures Private Limited
Membership/Chairmanship of Committees of other Board	Nil
List of Public Companies in which he holds directorship	Nil
Justification for choosing the appointees for appointment as Independent Directors	Considering the qualifications and the relevant experience it is proposed to appoint Ms. Kavita Iyer as an Independent Director.

Form No. MGT-11**Proxy form**

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

CIN : U65929KA2017PTC101703

Name of the company : Whizdm Finance Private Limited

Registered office : No 17/1, Kadubeesanahalli Outer Ring Road Bangalore - 560087, Karnataka, IN, Karnataka

Name of the Member:

Registered Address:

E-Mail Id:

Folio No/ Client id:

DP ID:

I/We, being the member (s) of Whizdm Finance Private Limited, holding ----- shares of the above-named company, hereby appoint,

1. Name:

Address:

E-Mail Id:

Signature-----, Or failing him

2. Name:

Address:

E-Mail Id:

Signature-----,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th **Annual General Meeting** of the Company, to be held on Friday, September 27, 2024, at 4:00 pm at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

- 1.
- 2.
- 3.
- 4.
- 5.

Signed this..... day of..... 2024

Signature of shareholder -----

Signature of Proxy holder(s) -----

Affix Re. 1/-
Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

Notes:

1. The Proxy form in order to be effective should be duly stamped, completed and deposited at the Registered Office of the company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. Pursuant to the provisions of Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
7. Please complete all details including details of member (s) in above box before submission

ATTENDANCE SLIP**8th Annual General Meeting dated September 27, 2024**

(Please fill attendance slip and hand it over at the entrance of the meeting hall)

The Board of Directors,

WHIZDM FINANCE PRIVATE LIMITED

No 17/1, Kadubeesanahalli Outer Ring Road Bangalore - 560087, Karnataka, IN

Name & Address of Shareholder / Proxy/ Authorized Representative: _____

Name of Joint Shareholders, if any: _____

Folio No.: _____

DP ID & Client ID* _____ No. of Shares held: _____

I/we certify that I am / we are a registered Shareholder / Proxy/ Authorized Representative for the registered Shareholder of the Company.

I/we hereby record my presence at the 8th Annual General Meeting of the Company to be held on Friday, September 27, 2024, at 4:00 pm at No 17/1, Kadubeesanahalli Outer Ring Road Bangalore - 560087, Karnataka, India, at shorter notice.

Signature of the Member's / Proxy's / Authorized Representative**Signature of 1st Joint Holder****Signature of 2nd Joint Holder**

[Route map and landmark of venue of the Meeting]

Venue Map: No 17/1, Kadubeesanahalli Outer Ring Road Bangalore - 560087, Karnataka, IN

