

Whizdm Finance Private Limited.

No 17/1, The Address Building, Outer Ring Road,
Kadubeesanahalli, Bangalore-560087,
Website: <https://whizdmfinance.com/>

NOTICE

Notice is hereby given that the **Seventh** Annual General Meeting of **Whizdm Finance Private Limited** 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, September 29, 2023, at 10.00 a.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 consider, receive and the audited financial statement of the Company for the financial year ended March 31, 2023, and 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 resolutions as Ordinary Resolution:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

Special business:

2. **TO AUTHORISE THE RAISING OF FUNDS THROUGH ISSUE OF NON-CONVERTIBLE DEBENTURES AGGREGATING UPTO INR 12,00,00,00,000 (RUPEES ONE THOUSAND TWO HUNDRED CRORE ONLY) ON A PRIVATE PLACEMENT BASIS.:**

To consider and, if thought fit, to pass with or without modification, 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, 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 12,00,00,00,000 (Rupees One Thousand Two Hundred Crore only), in physical form and/or dematerialised form, on the private placement basis, in 1 (one) or more tranches / series 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.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such 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 Mr. Sanjay Aggarwal, the Director of the Company be and is 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.”

By the Order of the Board of Directors,



Sanjay Aggarwal
Director

DIN: 00931994

**Address: Villa 334, Adarsh Palm Retreat Lane 5,
Phase 2, Devarabeesanahalli, Bellandur,
Bangalore - 560103, Karnataka, India**



Place: Bangalore

Date: 16/09/2023

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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 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 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. 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.
3. Corporate members are requested to send duly certified copies of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting in terms of Section 113 of the Companies Act, 2013
4. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Act is enclosed herewith.
5. 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.
6. 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.
7. Landmark for location of meeting is new horizon college of engineering. The Route map is enclosed with the notice.
8. Attendance Slip and Proxy Form are annexed hereto the Notice.

By the Order of the Board of Directors,



Sanjay Aggarwal
Director

DIN: 00931994

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

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 12,00,00,00,000 (Rupees One Thousand Two Hundred 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 to the such category of investors as may be determined by the Board, 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 16, 2023.
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 of the Company values.
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 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

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5.	Amount which the company intends to raise by way of such securities	Up to INR 1200,00,00,000 (Rupees One Thousand Two Hundred 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 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 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.



Sanjay Aggarwal
Director

DIN: 00931994

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Place: Bangalore

Date: 16/09/2023

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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
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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 **Annual General Meeting** of the Company, to be held on Friday, September 29, 2023, at 10.00 am 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.

Signed this..... day of..... 2023

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

Affix 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

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ATTENDANCE SLIP

The Board of Directors,
WHIZDM FINANCE PRIVATE LIMITED
No 17/1, Kadubeesanahalli Outer Ring Road Bangalore - 560087, Karnataka, IN

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I/we certify that I am / we are a registered Shareholder / Proxy for the registered Shareholder of the Company. I/we hereby record my presence at the Annual General Meeting of the Company to be held on Friday, September 29, 2023, at 10.00 am at No 17/1, Kadubeesanahalli Outer Ring Road Bangalore - 560087, Karnataka, India.

Member's / Proxy's Signature

Whizdm Finance Private Limited.

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[Route map and landmark of venue of the Meeting]

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

