

NOTICE OF BOARD MEETING

Notice is hereby given that the 02/2021-22 meeting of the Board of Directors (“the Board”) of Xander Finance Private Limited (“the Company”) shall be held at shorter notice on Friday on June 25, 2021 at 12:30 pm (IST).

Due to widespread of COVID-19 pandemic across India, it is not possible to convene the meeting physically. Hence, you are requested to make it convenient to attend the meeting via audio / video-conference mode. Below are the meeting details:

Weblink	https://us02web.zoom.us/j/87342273983?pwd=ekFVaDBpRkpMUmhkOEw3cGtTbjhGQT09
Meeting ID	873 4227 3983
Passcode	790461

A copy of the agenda of businesses which are proposed to be transacted at the meeting is enclosed herewith for your perusal. The deemed venue of the meeting would be 101, 5 North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra – East, Mumbai – 400051 for the purpose of recording.

For and on behalf of
Xander Finance Private Limited

VARUN
Digitally signed
by VARUN
GOPINATH
Date: 2021.06.20
11:37:17 +05'30'



Varun Gopinath
Director
DIN : 09070660

Date: June 20, 2021
Place: Bangalore

Encl: as above

AGENDA FOR THE 02/2021-22 MEETING OF THE BOARD OF DIRECTORS TO BE HELD AT SHORTER NOTICE ON FRIDAY ON JUNE 25, 2021 AT 12:30 PM (IST) VIA AUDIO / VIDEO-CONFERENCE MODE

<i>NO.</i>	<i>ITEM</i>
1.	To appoint Chairman of the meeting;
2.	To grant leave of absence, if any;
3.	To note the minutes of previous board and committee meeting;
4.	To take note of the resolutions passed through circulation;
5.	To take note of CSR end use certificate;
6.	To approve related party transaction with Mr. Tariq Chinoy (DIN: 08830666), Additional Director of the Company;
7.	To take note of the disclosure of interest received from Mr. Tariq Chinoy pursuant to section 184 of the Companies Act, 2013;
8.	To discuss and review the business performance of the Company for the Financial Year 2020-21;
9.	To consider and approve Standalone and Consolidated Financial Statement for the year ended March 31, 2021;
10.	To take note of the Internal audit report issued by M/s. Aneja Associates, Chartered Accountants for the period October 01, 2020 to January 31, 2021;
11.	To take note of the Secretarial Audit Report issued by M/s. RJSY & Associates for the Financial Year ended March 31, 2021;



12.	To review the compliances prescribed by the Reserve Bank of India ('RBI') and noting of compliances on corporate governance;
13.	To discuss any other business with the permission of the chair and majority of Directors present.



AGENDA ITEMS

1. TO APPOINT CHAIRMAN OF THE MEETING:

The Board is requested to appoint the Chairman of the meeting.

2. TO GRANT LEAVE OF ABSENCE, IF ANY:

The Board is requested to grant leave of absence to the Directors, if any

3. TO NOTE THE MINUTES OF PREVIOUS BOARD AND COMMITTEE MEETING:

The Board is requested to take note of the minutes of the previous board meetings held on March 23, 2021 and April 08, 2021. The minutes shall be presented before the Board at the time of the meeting. No board constituted committee meetings were held since the previous board meeting date.

4. TO TAKE NOTE OF THE RESOLUTIONS PASSED THROUGH CIRCULATION:

The Board is requested to take note of the following resolutions passed by circulation since the previous board meeting:

CIRCULAR BOARD RESOLUTION NO. 01/2021-22 DATED MAY 26, 2021

APPROVAL FOR MODIFICATION TO THE ROLE OF ADMIN AND REGULATOR FOR OPERATING VISTAAR CORPORATE INTERNET BANKING SERVICES FOR CURRENT ACCOUNT NO: 00000035360046150 MAINTAINED WITH STATE BANK OF INDIA, INDUSTRIAL FINANCE BRANCH, BANDRA KURLA COMPLEX, MUMBAI:

“**RESOLVED THAT** in supersession to board resolution dated December 20, 2019 passed in this regards, the approval of the Board of Directors be and is hereby accorded to modify the Admin and Regulator under ‘VISTAAR’ Corporate Internet Banking services for the current account no: 00000035360046150 maintained with State Bank of India, Industrial Finance Branch, Mumbai by deletion of Mr. Amar Merani as Regulator and deletion of Mr. Pankaj Rathi as Admin and addition of Ms. Priyanka Khanna, Head – Asset Management as Regulator and addition of Ms. Reshma Janwalkar, Associate Vice President – Finance and Treasury as Admin for operating ‘VISTAAR’ Corporate Internet Banking services availed by the Company and the Company do accept such terms, regulations, conditions, stipulation laid down by State Bank of India from time to time for the said purpose.

RESOLVED FURTHER THAT Ms. Priyanka Khanna, Head-Asset Management (PAN: ALGPG2257C) be and is hereby authorised to act as Regulator under ‘VISTAAR’ Corporate Internet Banking services and to perform duties and to perform the duties, responsibilities functions etc., including creation of Makers/Uploaders and Verifier/s, Approvers and Authorizers as may be required from time to time in the portal with respect to E Payments.



RESOLVED FURTHER THAT Ms. Reshma Janwalkar, Associate Vice President - Finance and Treasury (PAN: AJLPJ4588L) be and is hereby authorised to act as Admin under 'VISTAAR' Corporate Internet Banking services and to perform the duties, responsibilities functions etc., including creation of Makers/Uploaders and Verifier/s, Approvers and Authorizers as may be required from time to time in the portal with respect to E Payments.

RESOLVED FURTHER THAT any Director of the Company or Ms. Priyanka Khanna, Head-Asset Management (PAN: ALGPG2257C) be and is hereby severally authorised to execute necessary documents, agreement form(s), authority letter(s) and/or any other related documents from time to time in connection with modification to the role of Regulator and Admin under 'VISTAAR' Corporate Internet Banking services provided by State Bank of India, Industrial Finance Branch, Mumbai.

RESOLVED FURTHER THAT copy of this resolution be and hereby submitted to State Bank of India duly certified by any of the Director or Company Secretary of the company."

CIRCULAR BOARD RESOLUTION NO. 02/2021-22 DATED MAY 26, 2021

APPROVAL FOR MODIFICATION TO THE ROLE OF CORPORATE ADMIN AND REGULATOR FOR OPERATING SBI FAST (CMP INTERNET PORTAL) INTERNET BANKING SERVICES FOR CURRENT ACCOUNT NO: 00000035360046150 MAINTAINED WITH STATE BANK OF INDIA, INDUSTRIAL FINANCE BRANCH, BANDRA KURLA COMPLEX, MUMBAI:

"RESOLVED THAT in supersession to the board resolution passed by the Board of Directors at their meeting held on December 20, 2019, approval of the Board members be and is hereby accorded to modify the Corporate Admin and Regulator under SBI FAST (CMP Internet Portal) Internet Banking Services for current account no: 00000035360046150 maintained with State Bank of India, Industrial Finance Branch, Bandra Kurla Complex, Mumbai by deletion of Mr. Pankaj Rathi as Corporate Admin and Regulator and addition of Ms. Reshma Janwalkar as Corporate Admin and Regulator for operating SBI FAST (CMP Internet Portal) Internet Banking Services and the Company do accept such terms, regulations, conditions, stipulation laid down by State Bank of India from time to time for the said purpose.

RESOLVED FURTHER THAT Ms. Reshma Janwalkar, Associate Vice President (PAN: AJLPJ4588L) be and is hereby authorised to act as a Corporate Admin and as a Regulator in the CMP Internet Portal and to perform the duties, responsibilities functions etc., including creation of Makers/Uploaders and Verifier/s, Approvers and Authorizers as may be required from time to time in the portal with respect to E Payments.

RESOLVED FURTHER THAT any Director of the Company or Ms. Priyanka Khanna, Head Asset Management (PAN: ALGPG2257C) be and are hereby severally authorized to execute necessary documents in connection with modification to the role of corporate admin and regulator under SBI FAST (CMP Internet Portal) Internet Banking Services provided by State Bank of India, Industrial Finance Branch, Bandra Kurla Complex, Mumbai.

RESOLVED FURTHER THAT a certified true copy of the resolution signed by any Director or Company Secretary of the Company be forwarded to CMP Department State Bank of India for their information and record."



CIRCULAR BOARD RESOLUTION NO. 03/2021-22 DATED MAY 26, 2021

APPROVAL FOR CLOSURE OF CURRENT ACCOUNT NO. 50881010000484 MAINTAINED WITH CANARA BANK (FORMERLY KNOWN AS SYNDICATE BANK), LARGE CORPORATE BRANCH, CUFFE PARADE, MUMBAI:

“**RESOLVED THAT** the current account no: 50881010000484 of the Company maintained with Canara Bank (formerly known as Syndicate Bank), Large Corporate Branch, Cuffe Parade, Mumbai (hereinafter referred to as “the Bank”) be closed and the said Bank be and is hereby instructed to transfer the credit balance in the below mentioned current account of the Company upon closure of the same:

Account Name	Xander Finance Private Limited
Bank Name	State Bank of India
Account Number	00000035360046150
IFSC Code	SBIN0008965
Branch	Industrial Finance Branch, Bandra Kurla Complex, Mumbai

RESOLVED FURTHER THAT any of the Directors of the Company or Key Managerial Personnel or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things which are necessary to give effect to the said resolution and that a copy of the foregoing resolution certified to be a true copy by any of the Director or Company Secretary of the Company be furnished to the Bank.”

CIRCULAR BOARD RESOLUTION NO. 04/2021-22 DATED MAY 26, 2021

APPROVAL FOR CLOSURE OF TERM LOAN ACCOUNT NO. 09027025005227 MAINTAINED WITH PUNJAB NATIONAL BANK (FORMERLY KNOWN AS ORIENTAL BANK OF COMMERCE), LARGE CORPORATE BRANCH, BANDRA (WEST), MUMBAI:

“**RESOLVED THAT** the term loan account no: 09027025005227 of the Company maintained with Punjab National Bank (Formerly known as Oriental Bank of Commerce), Large Corporate Branch, Bandra (West), Mumbai (hereinafter referred to as “the Bank”) be closed and the said Bank be and is hereby instructed to transfer the credit balance in the below mentioned current account of the Company upon closure of the same:

Account Name	Xander Finance Private Limited
Bank Name	State Bank of India
Account Number	00000035360046150
IFSC Code	SBIN0008965
Branch	Industrial Finance Branch, Bandra Kurla Complex, Mumbai

RESOLVED FURTHER THAT any of the Directors of the Company or Key Managerial Personnel or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things which are necessary to give effect to the said resolution and that a copy of the foregoing resolution certified to be a true copy by any of the Director or Company Secretary of the Company be furnished to the Bank.”



CIRCULAR BOARD RESOLUTION NO. 05/2021-22 DATED MAY 26, 2021

APPROVAL FOR CLOSURE OF CURRENT ACCOUNT NO. 02321900002011 MAINTAINED WITH DCB BANK LTD, NARIMAN POINT BRANCH, MUMBAI:

“**RESOLVED THAT** the current account no: 02321900002011 of the Company maintained with DCB Bank Ltd, Nariman Point branch, Mumbai (hereinafter referred to as “the Bank”) be closed and the said Bank be and is hereby instructed to transfer the credit balance in the below mentioned current account of the Company upon closure of the same:

Account Name	Xander Finance Private Limited
Bank Name	State Bank of India
Account Number	00000035360046150
IFSC Code	SBIN0008965
Branch	Industrial Finance Branch, Bandra Kurla Complex, Mumbai

RESOLVED FURTHER THAT any of the Directors of the Company or Key Managerial Personnel or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things which are necessary to give effect to the said resolution and that a copy of the foregoing resolution certified to be a true copy by any of the Director or Company Secretary of the Company be furnished to the Bank.”

CIRCULAR BOARD RESOLUTION NO. 06/2021-22 DATED MAY 26, 2021

APPROVAL FOR MODIFICATION IN AUTHORISED SIGNATORIES FOR CASH CREDIT ACCOUNT NO: 495805010033094 MAINTAINED WITH UNION BANK OF INDIA, INDUSTRIAL FINANCE BRANCH, MUMBAI:

“**RESOLVED THAT** the circular resolution no. 24/2020-21 dated February 18, 2021 passed by the Board of Directors for closure of cash credit account no: 495805010033094 maintained with Union Bank of India, Industrial Finance branch, Mumbai (hereinafter referred to as “the Bank”) be and is hereby revoked and cancelled and in supersession to the above circular resolution, approval of the Board of Directors be and is hereby accorded to continue to use the cash credit account no: 495805010033094 maintained with Union Bank of India, Industrial Finance Branch, Mumbai (hereinafter referred to as “the Bank”) with the following revised list of authorised signatories:

Name of the authorised signatory	Designation	PAN Number	Mode of operation
Rohan Sikri	Director	AOPPS3087L	Any two signatories jointly, no limits
Priyanka Khanna	Head – Asset Management	ALGPG2257C	
Rohit Khandelwal	Director	AODPK5927M	

RESOLVED FURTHER THAT the above-mentioned signatories be and are hereby authorised to sign or accept all cheques, bills of exchange, promissory notes, make or accept RTGS/NEFT requests, act upon any instructions so given relating to the said cash credit account whether the same be overdrawn or not or relating to the transactions of the Company and other orders in relation to the above-mentioned cash credit account held with the Bank in the manner stated above.



RESOLVED FURTHER THAT the Bank is authorized to act and rely upon this resolution until the Bank receives a written notice from the Company of its revocation.

RESOLVED FURTHER THAT the Directors of the Company or Key Managerial Personnel or Company Secretary be and are hereby authorized to do such acts, deeds and things which are necessary to give effect to the said resolution and that a copy of the foregoing resolution certified to be a true copy by any of the Director or Company Secretary be furnished to the Bank.”

CIRCULAR BOARD RESOLUTION NO. 07/2021-22 DATED MAY 26, 2021

APPROVAL FOR MODIFICATION IN THE LIST OF AUTHORISED SIGNATORIES FOR DEMAT ACCOUNT BEARING CLIENT ID: 10035180 MAINTAINED WITH ANAND RATHI SHARE AND STOCK BROKERS LIMITED WITH NATIONAL SECURITIES DEPOSITOR LIMITED (‘NSDL’) AS A DEPOSITORY PARTICIPANT:

“**RESOLVED THAT** in supersession to the Board resolution dated October 21, 2020 passed in this regard, the list of authorised signatories in demat account bearing client ID: 10035180 maintained with Anand Rathi Share and Stock Brokers Limited with National Securities Depository Limited (‘NSDL’) as a Depository Participant be and is hereby modified with the following revised list of authorised signatories:

Name	Designation	PAN	Operation Instructions
Ms. Priyanka Khanna	Head-Asset Management	ALGPG2257C	Any two signatories jointly
Mr. Shaurya Singh	Senior Vice President	AYKPS9579G	
Mr. Ruchir Jauhari	Vice President	AEUPJ0834P	

RESOLVED FURTHER THAT the above mentioned authorised signatories of the Company be and are hereby severally authorised to sign and submit, on behalf of the Company, the application forms, delivery instruction for debit and credit of securities into the account and all other instructions and documents related to or connected with operating of the said demat account including closure and transfer of securities from the demat and trading account with Anand Rathi Share and Stock Brokers Limited.

RESOLVED FURTHER THAT that Anand Rathi Share and Stock Brokers Limited be and is hereby instructed not to accept any delivery instructions for debit and credit of securities into the account and other such instructions and documents made on behalf of the Company by Mr. Amar Merani (PAN: AAUPM6297K), Mr. Sandeep Chhabda (PAN: AILPC9117F) and Mr. Pankaj Rathi (PAN: AJSPR0819F) and to not act upon any instructions so given relating to the demat account of the Company by Mr. Amar Merani, Mr. Sandeep Chhabda and Mr. Pankaj Rathi.

RESOLVED FURTHER THAT Anand Rathi Share and Stock Brokers Limited be and is hereby authorised to act upon the instructions as may be given by above signatories severally for the operation of the demat and trading account and to accept all the demat delivery and trading of securities instructions from time to time and a copy of the above resolution be furnished to Anand Rathi Share and Stock Brokers Limited certified as true copy by any Director of the Company or Company Secretary and that Anand Rathi Share and Stock Brokers Limited be and is hereby authorised to act and reply upon these resolutions until it actually receives written notices from the Company of their revocation.”



CIRCULAR BOARD RESOLUTION NO. 08/2021-22 DATED MAY 26, 2021

APPROVAL FOR MODIFICATION IN THE LIST OF AUTHORISED SIGNATORIES FOR DEMAT ACCOUNT BEARING CLIENT ID: 1201060003460430 MAINTAINED WITH ANAND RATHI SHARE AND STOCK BROKERS LIMITED WITH CENTRAL DEPOSITORY SERVICES LIMITED ('CDSL') AS A DEPOSITORY PARTICIPANT:

“**RESOLVED THAT** in supersession to the Board resolution dated October 21, 2020 passed in this regard, the list of authorised signatories in demat account bearing client ID: 1201060003460430 maintained with Anand Rathi Share and Stock Brokers Limited with Central Depository Services Limited ('CDSL') as a Depository Participant be and is hereby modified with the following revised list of authorised signatories:

Name	Designation	PAN	Operation Instructions
Ms. Priyanka Khanna	Head-Asset Management	ALGPG2257C	Any two signatories jointly
Mr. Shaurya Singh	Senior Vice President	AYKPS9579G	
Mr. Ruchir Jauhari	Vice President	AEUPJ0834P	

RESOLVED FURTHER THAT the above mentioned authorised signatories of the Company be and are hereby severally authorised to sign and submit, on behalf of the Company, the application forms, delivery instruction for debit and credit of securities into the account and all other instructions and documents related to or connected with operating of the said demat account including closure and transfer of securities from the demat and trading account with Anand Rathi Share and Stock Brokers Limited.

RESOLVED FURTHER THAT that Anand Rathi Share and Stock Brokers Limited be and is hereby instructed not to accept any delivery instructions for debit and credit of securities into the account and other such instructions and documents made on behalf of the Company by Mr. Amar Merani (PAN: AAUPM6297K), Mr. Sandeep Chhabda (PAN: AILPC9117F) and Mr. Pankaj Rathi (PAN: AJSPR0819F) and to not act upon any instructions so given relating to the demat account of the Company by erstwhile signatories.

RESOLVED FURTHER THAT Anand Rathi Share and Stock Brokers Limited be and is hereby authorised to act upon the instructions as may be given by above signatories severally for the operation of the demat and trading account and to accept all the demat delivery and trading of securities instructions from time to time and a copy of the above resolution be furnished to Anand Rathi Share and Stock Brokers Limited certified as true copy by any Director of the Company or by Company Secretary and that Anand Rathi Share and Stock Brokers Limited be and is hereby authorised to act and reply upon these resolutions until it actually receives written notices from the Company of their revocation.”



CIRCULAR BOARD RESOLUTION NO. 09/2021-22 DATED MAY 26, 2021

APPROVAL FOR MODIFICATION TO POLICY FOR DEALING WITH CONFLICT OF INTEREST / TRADING IN SECURITIES BY EMPLOYEES:

“RESOLVED THAT in supersession to all the earlier resolutions passed in this regard, the amended Policy for dealing with conflict of interest / trading in securities by employees, as circulated to the Board, be and is hereby approved and adopted.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and are hereby severally authorised to ensure that the revised policy is enforced by the Company and any violation shall be reported to the Board of Directors or to such other committee immediately as may be specifically prescribed in the said Policy and further to do all such acts, things and deeds as may be required in this regard.”

5. TO TAKE NOTE OF CSR END USE CERTIFICATE:

The Board is informed that the Ministry of Corporate Affairs (MCA) has amended the Companies (Corporate Social Responsibility Policy) Rules, 2014 through notification of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 dated January 22, 2021, thus giving effect to the changes introduced in CSR by the Companies Amendment Acts of 2019 and 2020.

Pursuant to the above amendments, the Board of Directors of a Company shall satisfy itself that the funds so disbursed have been utilised for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to the effect.

A Certificate confirming the above for CSR fund spent during the financials year 2020-21 issued by Ms. Reshma Janwalkar, Associate Vice President – Finance and Treasury of the Company shall be presented before the Board at the time of the meeting.

The Board is requested to discuss and take note of the same.

6. TO APPROVE RELATED PARTY TRANSACTION WITH MR. TARIQ CHINOY (DIN:08830666), ADDITIONAL DIRECTOR OF THE COMPANY:

The members are informed that it is proposed to enter into a related party transaction with Mr. Tariq Chinoy, Additional Director (non- executive), whereby he shall render advisory and consultancy services to the Company. The said related party transaction is under ordinary course of business and at arms-length basis and therefore the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 shall not be applicable to the Company. Therefore, obtaining approval from Board of Directors shall be voluntary. However, in order to ensure best corporate governance practices and safeguard interests of the Company, approval from Board of Directors is requested.



The Board members are requested to note the below terms of transaction:

Particulars	Remarks
Name of the related party	Mr. Tariq Chinoy
Nature of relationship	Additional Director of Xander Finance Private Limited
Nature of arrangement	Providing advisory and consultancy services
Duration of arrangement	As per the Consultancy Agreement
Material terms of the contract or arrangement	None
Value of transactions	Upto Rs.13,00,000/- (Rupees Thirteen Lakhs only) per annum
Any advance paid or received for the contract or arrangement	Nil
Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	As per the commercial terms agreed with Mr. Tariq Chinoy
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Not Applicable
Any other information relevant or important for the Board to take a decision on the proposed transaction	None

The Board is informed that the value of the said transaction is lower than the prescribed limits as mentioned under Rule 15 the Companies (Meetings of Board and its Powers) Rules, 2014 and hence approval from members is not required in general meeting.

Below are the limits that are prescribed under The Companies Act, 2013:

- Availing or rendering of any services directly or through appointment of agent amounting to 10% or more of the turnover of the Company.

The turnover referred above shall be computed based on audited financial statements of preceding financial year. The turnover of the Company was ~Rs. 135 crores for FY 2020-21 and therefore considering the limits of 10%, the approval of shareholders would be required in case if the said traction exceeded ~Rs. 13.50 crores.

For the purpose of the said transaction, it is proposed to grant authority to the officers of the Company for execution of Consultancy agreement with Mr. Tariq Chinoy. A draft of the said agreement shall be presented before the Board at the time of the meeting.

The following resolution is proposed to be passed with or without modification:



“RESOLVED THAT pursuant to the provisions of Section 2(76) and 188 of the Companies Act, 2013 read with the rules thereunder, as amended, consent of the Board be and is hereby accorded for entering into a related party transaction with Mr. Tariq Chinoy, Director of the Company, whereby Mr. Tariq Chinoy shall render advisory and consultancy services to the Company as per the terms and conditions mutually agreed between Mr. Tariq Chinoy and the Company.

RESOLVED FURTHER THAT the draft of the consultancy agreement with Mr. Tariq Chinoy, as presented before the Board, be and is hereby approved and any Director or Key Managerial Personnel or Mr. Ravi Shankar, Associate Vice President – Legal or Company Secretary be and are hereby severally authorised to sign and execute the same on behalf of the Company.

RESOLVED FURTHER THAT any of the Director of the Company or Company Secretary be and are hereby severally authorized to do such acts, deeds and things which are necessary to give effect to the said resolution including make of necessary entries in the Register of Contracts and Arrangements with Related Parties in Form MBP-4.”

7. TO TAKE NOTE OF THE DISCLOSURE OF INTEREST RECEIVED FROM MR. TARIQ CHINOY PURSUANT TO SECTION 184 OF THE COMPANIES ACT, 2013:

The Board is requested to take note of the notices received in Form MBP-1 from Mr. Tariq Chinoy disclosing change in their interest in other entities pursuant to Section 184(1) of the Companies Act, 2013. The same shall be presented before the Board at the time of the meeting.

8. TO DISCUSS AND REVIEW THE BUSINESS PERFORMANCE OF THE COMPANY FOR THE FINANCIAL YEAR 2020-21:

The Board members shall be apprised on the business performance of the Company for the financial year 2020-21. The Board members are requested to discuss and take note of the same.

9. TO CONSIDER AND APPROVE STANDALONE AND CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2021:

The Board is requested to approve and adopt the draft financial statements including consolidated financial statements of the Company comprising the Balance Sheet as at March 31, 2021, Statement of Profit and Loss and Cash Flow Statement, together with notes and schedules to financial year ended on that date. A copy of the financial statements shall be presented before the Board at the time of the meeting. The Board is also requested to take a note of the draft Statutory Auditors Report issued by the Statutory Auditors of the Company.

The following resolution is proposed to be passed with or without modification:

“RESOLVED THAT pursuant to section 134 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the rules and regulations made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), the financial statements including consolidated financial statement of the Company comprising the Balance Sheet as at March 31, 2021, Statement of Profit and Loss, the Cash Flow Statement, together with notes and schedules to financial



statements and statement containing particulars of the financial statement of subsidiary for the financial year ended on that date, presented before the Board, be and are hereby approved.

RESOLVED FURTHER THAT any two Directors of the Company and Ms. Hinal Shah, Company Secretary of the Company, be and are hereby jointly authorized to sign the audited financial statements including the consolidated financial statements of the Company and statement containing particulars of the financial statement of subsidiary, for and on behalf of the Board, in authentication thereof and also be requested to send the same for Report of the Auditors thereon.

RESOLVED FURTHER THAT any Director or Ms. Hinal Shah, Company Secretary of the Company be and hereby authorised to sign and furnish the same to BSE India Limited (“BSE”), stock exchange at which the debentures of the Company are listed and to publish the same in the newspaper as required under the debt listing agreement and SEBI (Listing Obligations and Disclosure requirements) regulations, 2015.

RESOLVED FURTHER THAT any Director or Ms. Hinal Shah, Company Secretary of the Company be and hereby authorised to furnish the same to the Reserve Bank of India in compliance to Non-Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 issued vide Notification No. DNBR. PD 008/03.10.119/2016-17 dated September 01, 2016 as amended from time to time (‘the NBFC Master Directions, 2016’).

RESOLVED FURTHER THAT any Director of the Company or Ms. Hinal Shah, Company Secretary of the Company be and hereby severally authorised to file the requisite e-forms with the concerned authorities and to do such other acts, deeds and things which are necessary to give effect to the said resolution.”

10. TO TAKE NOTE OF THE INTERNAL AUDIT REPORT ISSUED BY M/s. ANEJA ASSOCIATES, CHARTERED ACCOUNTANTS FOR THE PERIOD OCTOBER 01, 2020 TO JANUARY 31, 2021:

The Board is requested to take on record the Internal Audit Report of the Company issued by M/s. Aneja Associates, Chartered Accountants for the period October 01, 2020 to January 31, 2021, a copy of which shall be presented before the Board at the time of the meeting.

The following resolution is proposed to be passed with or without modification:

“RESOLVED THAT the Internal Audit Report pursuant to Section 138 of the Companies Act, 2013 for the period October 01, 2020 to January 31, 2021 issued by M/s. Aneja Associates, Chartered Accountants as presented before the Board be and is hereby noted and taken on record.”



11. TO TAKE NOTE OF THE SECRETARIAL AUDIT REPORT ISSUED BY M/S. RJSY & ASSOCIATES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021:

The Board is informed that pursuant to the provisions of section 204 of the Companies Act, 2013, every listed Company and every such Company having outstanding loans or borrowings from banks or public financial institutions of one hundred crore rupees or more and every other public Company as prescribed shall annex with its Board Report, a Secretarial Audit Report given by a Company Secretary in Practice. The Board is requested to take on record the Secretarial Audit Report of the Company issued by M/s. RJSY & Associates, Company Secretaries for the year ended March 31, 2021, a copy of which, shall be presented before the Board at the time of the meeting.

The following resolution is proposed to be passed with or without modification:

“**RESOLVED THAT** the Secretarial Audit Report pursuant to section 204 of the Companies Act, 2013 (the “Act”) and the rules and regulations made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), for the financial year ended March 31, 2021 issued by M/s RJSY & Associates, Company Secretaries, as presented before the Board, be and is hereby noted and taken the same on record.”

12. TO REVIEW THE COMPLIANCES PRESCRIBED BY THE RESERVE BANK OF INDIA (‘RBI’) AND NOTING OF COMPLIANCES ON CORPORATE GOVERNANCE:

The Board is informed that the Company has been regular in filing its returns and submitting various compliances etc. as required under RBI guidelines and that there is no instance of non-compliance on the part of the Company except the following supervisory concerns raised by RBI for which extension of timelines are requested:

Supervisory concern	Timelines submitted
Functional website of Company	By July 31, 2021
Conducting business impact analysis and implementation of disaster recovery systems	By 4 weeks from the end of lifting of complete lockdown restrictions where access of office premises is permitted by State Government

The Board is further informed that the existing risk management framework has been found to be adequate and efficient including the composition of audit committee and various statutory compliances, and financial status of the Company. The Board is further informed that the Audit Committee has been meeting at regular intervals to discuss various statutory compliances and financial status of the Company. The Board is requested to take note of the same.

13. TO DISCUSS ANY OTHER BUSINESS WITH THE PERMISSION OF THE CHAIR AND MAJORITY OF DIRECTORS PRESENT.

