

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF XANDER FINANCE PRIVATE LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 30, 2021 AT 12.30 P.M. (IST) THROUGH VIDEO CONFERENCING/AUDIO-VISUAL ELECTRONIC COMMUNICATION MEANS (“VC/AVEC”), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited standalone financial statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 together with the Report of the Auditors thereon.

SPECIAL BUSINESS:

2. To appoint Mr. Rajesh Kumar Jogi (DIN: 03341036) as a Nominee Director on the Board of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**: -

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any amendment, re-enactment or statutory modification thereof for the time being in force, Mr. Rajesh Kumar Jogi (DIN: 03341036), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 05, 2021 in terms of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Nominee Director (acting as nominee of Xander Credit Pte Ltd) on the Board of the Company.

RESOLVED FURTHER THAT the Directors or Key Managerial Personnel or Company Secretary of the Company, be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Mumbai and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

3. To appoint Mr. Tariq Maqbool Chinoy (DIN: 08830666) as a Nominee Director on the Board of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**: -



“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any amendment, re-enactment or statutory modification thereof for the time being in force, Mr. Tariq Maqbool Chinoy (DIN: 08830666), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 19, 2021 in terms of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Nominee Director (acting as nominee of Xander Credit Pte Ltd) on the Board of the Company.

RESOLVED FURTHER THAT the Directors or Key Managerial Personnel or Company Secretary of the Company, be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Mumbai and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

4. To appoint Mr. Varun Gopinath (DIN: 09070660) as a Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**: -

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any amendment, re-enactment or statutory modification thereof for the time being in force, Mr. Varun Gopinath (DIN: 09070660), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 22, 2021 in terms of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director on the Board of the Company.

RESOLVED FURTHER THAT the Directors or Key Managerial Personnel or Company Secretary of the Company, be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Mumbai and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

5. To approve the appointment of M/s. Ravi Rajan & Co. LLP, Chartered Accountants (Firm Registration No. 009073N/N500320) as Statutory Auditors of the Company for the financial year 2021-22 to fill the casual vacancy:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to section 139, 141 and other applicable provisions of the Companies Act, 2013 and the rules thereunder (including any statutory modifications and re-enactment, if any thereof for the time being in force) read with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by the Reserve Bank of India and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Ravi Rajan & Co. LLP, Chartered Accountants (Firm Registration No. 009073N/N500320), be and are hereby appointed as the Statutory Auditors of the



Company for the financial year 2021-22 to fill the casual vacancy caused by the resignation of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration Number: 301003E/E300005) and they shall hold office commencing from the conclusion of the Twenty Fifth Annual General Meeting till the conclusion of the Twenty Sixth Annual General Meeting to be held for the financial year 2021-22, on such remuneration as may be decided by the Board of Directors in consultation with the proposed Statutory Auditors of the Company and reimbursement of actual out of pocket expenses, to audit the accounts of the Company.

RESOLVED FURTHER THAT any of the Board of Directors or Key Managerial Personnel or Company Secretary of the Company, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution, to file necessary E-Forms with Registrar of Companies, Mumbai and to intimate Reserve Bank of India, Bombay Stock Exchange and other regulatory/statutory authorities (if any).”

6. To approve the limits for issuance of secured Non-Convertible Debentures through private placement:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession to the resolution passed at the General Meeting of the members of the Company held on December 28, 2020 and pursuant to sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules and regulations made there under and all other applicable laws including any amendment, re-enactment or statutory modification thereof for the time being in force, the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, the consent of the members be and is hereby accorded to continue to make private placement offers, and invitations and issue in one or more tranches of Secured Non-Convertible Debentures (“NCDs”) on a private placement basis until September 29, 2022 for the purpose of onward lending / on-going funding requirements of the business of the Company within the limits set by the Company for an amount approved by the Board of Directors from time to time not exceeding Rs.1,500 crores (including NCDs already issued in the previous year) out of the total borrowing limits of Rs.2,500 crores.

RESOLVED FURTHER THAT the Directors or Key Managerial Personnel or Company Secretary of the Company, be and are hereby severally authorized to undertake all such acts, deeds, matters and things; including but not limited to signing and/or executing any document/(s), writing/(s), agreement/(s), application/(s), creating necessary charge in favour of the charge holder, filing of necessary E-forms with Registrar of Companies, Mumbai in this regard; as they may, in their absolute discretion, deem necessary, incidental, expedient or desirable to give effect to the foregoing resolution.”



7. To approve and adopt the amended Articles of Association of the Company:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (as amended) read with the Rules made thereunder and Schedule I to the Companies Act, 2013, as amended from time to time (including any statutory modifications and re-enactment if any thereof for the time being in force) and subject to the approval of the Registrar of Companies, Mumbai, approval of the Members be and is hereby granted to amend the existing Articles of Association of the Company and the draft of the amended Articles of Association of the Company, as presented before the Members, be and is hereby approved in substitution to the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the the Director of the Company or Key Managerial Personnel or Company Secretary of the Company, be and are hereby severally authorized to take all such steps and actions and give such directions as they may in their absolute discretion deem necessary and file necessary forms with Registrar of Companies, Mumbai and to do all such other acts, deeds, matters and things in connection or incidental thereto that shall give effect to the said resolution.”

By order of the Board of Directors
Xander Finance Private Limited



Hinal Shah
Company Secretary
ICSI Membership No:ACS-41256



Date: September 27, 2021

Place: Mumbai

Notes:

1. Due to outbreak of COVID-19 pandemic, the Ministry Of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021 and other applicable circulars, has permitted to hold the Annual General Meeting (‘AGM’) of Members of the Company through Video Conferencing (“VC”) / Audio-Visual Electronic Communication means (“AVEC”) without the presence of the Members at a common venue. In due compliance with the above MCA Circulars, the Twenty Fifth AGM of the Company is convened through VC/AVEC.
2. The Members are requested to follow the below instructions: -

a) Participation:

- i. Pursuant to the aforementioned general circulars, the physical presence of the Members has been dispensed with and therefore the appointment of Proxy(ies) is/are not permitted. However, in pursuance of Section 112 and 113 of the Companies Act, 2013 (“the Act”), Members may appoint representatives for the purpose of participation and voting in the meeting. The Corporate Members proposing to participate at the meeting through their representative(s), will be required to forward the necessary authorization under Section 113 of the Act and such representation to the Company should be communicated by sending an e-mail to Ms. Hinal Shah, Company Secretary at hinal_shah@xanderfinance.com before the commencement of the Meeting.
- ii. Members participating through the VC/AVEC facility shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.
- iii. The Meeting of the Members will be held through VC/AVEC as per MCA circulars. The Members are requested to use the Dial-in details as mentioned below to join the Meeting:

Weblink	https://us06web.zoom.us/j/85222999117?pwd=VjlwRFhlb09zWm9PZnFrdk1lUExHQQT09
Meeting ID	852 2299 9117
Password	102515

3. For ease of participation of the Members, during the Meeting, Members (including their representatives) may post questions through typing in the “comment box”/ “chat box” in the above Dial-in. The Members may also, submit any questions they may have through e-mail at hinal_shah@xanderfinance.com before the commencement of the Meeting.
4. On the date of the Meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join, using above the Dial-in details from 12.15 p.m. (IST) to 12.45 p.m. (IST) post which, no person shall be able to join the meeting.
5. In case, any member requires assistance for using the aforementioned Dial-in before or during the Meeting, you may reach out to Ms. Hinal Shah, Company Secretary at hinal_shah@xanderfinance.com.



6. Voting:

- a. In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Act, and Rules made thereunder, in all other cases matter will be put to vote by way of a show of hands.
- b. On demand of the poll, the Members may vote by sending an e-mail on the designated E-mail ID: hinal_shah@xanderfinance.com stating their assent/ dissent.

Please note that the e-mail with the vote of a member should be sent only from the registered Email ID of the member.

7. The explanatory statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the special business set out above is annexed hereto as 'Annexure I' and 'Annexure II' and forms part of this Notice.

8. Other instructions/ information:

- a. Members are requested to address all communications through their registered E-mail ID only.
- b. The recorded transcript shall be maintained in safe custody of the Company.
- c. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act read with Rules made thereunder, authorizations for voting by body corporates and the Articles of Association of the Company will be available for inspection by the Members through electronic mode. Also, the documents referred to in this Notice are available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the Annual General Meeting. Members seeking to inspect such registers/ documents can send an email to hinal_shah@xanderfinance.com.
- d. The Audited Financial Statements (standalone & consolidated) of the Company for the Financial Year ended on March 31, 2021, the Reports of the Board of Directors and Auditors thereon and draft of amended Articles of Association shall be sent to the Members and to all other persons so entitled on their email IDs registered with the Company/ Registrar and Transfer Agents or with the Depository Participant(s).
- e. Members who hold shares in physical form and have not registered / updated their Email addresses with the Company, are requested to register / update the same by writing to the Company at hinal_shah@xanderfinance.com stating details of folio number and attaching a self attested copy of PAN card.
- f. Members holding shares in dematerialised mode, who have not registered / updated their email addresses with their Depository Participants, are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat accounts.
- g. Members who need assistance before or during the AGM, can contact Ms. Hinal Shah, Company Secretary at +91- 9987015358 or email her at info@xanderfinance.com.



Annexure I to the Notice

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), sets out all material facts relating to the business mentioned under Item No 2, 3, 4, 5, 6 & 7 of the accompanying notice:

ITEM NO. 2: TO APPOINT MR. RAJESH KUMAR JOGI (DIN: 03341036) AS A NOMINEE DIRECTOR ON THE BOARD OF THE COMPANY:

Mr. Rajesh Kumar Jogi (DIN: 03341036) was appointed as an Additional Director of the Company on March 05, 2021 to hold office until the conclusion of this Annual General Meeting. A brief profile of Mr. Rajesh Kumar Jogi is mentioned as below:

Mr. Rajesh Jogi has a demonstrated history of working in banking industry for ~27 years and is an experienced Chief Risk Officer. He is an independent professional and currently serves as a non-executive director on the Board of listed NBFC and Bank. He was previously associated as Country Head – Risk, India for Natwest Group (July, 2016 – September, 2020) where he led and managed risk teams in India and has built a culture of responsible risk management through definition and adherence to appropriate risk appetite, control frameworks, processes and procedures. In addition to his role in India, he led the Capital Resolution and NatWest Markets (NWM) Risk teams in APAC through December 2017 as APAC Risk Head for the RBS Group. He also developed a robust global / NWG India connect and engagement to facilitate prudent risk management. He also served as a Director of RBS Foundation India to drive CSR activities.

Mr. Rajesh Jogi also acted as Chief Risk Officer, India at Royal Bank of Scotland from September, 2010 – June, 2016 where he was responsible for implementing Group Risk Framework in India. He led the Risk team in India which covered banking businesses across Corporate and Institutional Banking, Private Banking and Retail Divisions and ensured risk coverage across all risk functions which include credit risk, operational risk and market risk as well as compliance.

Prior to Royal Bank of Scotland, Mr. Rajesh Jogi was associated with Citibank, India for ~17 years where he started off as Relationship Manager for Priority Sector Lending Unit in 1993 and served as Director, Risk Management on the Board of Citibank until September, 2010. At Citibank, he managed credit and risk processes for clients across corporate banking in India, Bangladesh, Sri Lanka and Nepal across all products and was responsible for portfolio quality, credit processes, stress testing, defeasance strategies, ratings and ratings methodologies.

Mr. Rajesh Jogi is a Chartered Accountant and has completed an advanced management programme from Harvard Business School, Boston (executive Education) and is a Bachelors in Arts (Economics).

The Board therefore recommends the above ordinary resolution for appointment of Mr. Rajesh Kumar Jogi (DIN: 03341036) as a Nominee Director (acting as nominee of Xander Credit Pte Ltd) on the Board of the Company for the approval of the members.



Mr. Rajesh Kumar Jogi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Except, Mr. Rajesh Kumar Jogi, none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NO. 3: TO APPOINT MR. TARIQ MAQBOOL CHINOY (DIN: 08830666) AS A NOMINEE DIRECTOR ON THE BOARD OF THE COMPANY:

Mr. Tariq Chinoy (DIN: 08830666) was appointed as an Additional Director of the Company on March 19, 2021 to hold office until the conclusion of this Annual General Meeting. A brief profile of Mr. Tariq Maqbool Chinoy is mentioned as below:

Mr. Tariq Chinoy was previously associated with Avendus PE Investment Advisors Private Limited as Head – Finance and Investor relations since April, 2019. As the Head of Finance and Investor relations, he lead the Finance and Operations function for all private equity funds and was responsible for building distribution platforms for the funds. Previously, he served as the Chief Financial Officer (Feb 2018- Mar, 2019) of Ocean Dial Asset Management India (part of Ocean Dial Asset Management Limited, a UK based Financial Conduct Authority Regulated investment management entity which is wholly owned by Avendus Group). His key achievements include launching of 3 India focused Category II and Category III AIFs. He also established Avendus’ first systematic equity fund and managed its offshore fund structure in Singapore.

Prior to his role with Avendus Group, he was associated with India Alternatives Investment Advisors Private Limited where he served as Chief Financial Officer and Director of Business Development for the period Apr, 2011-Feb, 2018. He was responsible for managing finance operations and was tasked with deal sourcing; assessment and analysis; valuation and finalization of deal structure. He was a part of the deal team which led the investment process in CIBIL, the largest credit information bureau in India. He also evaluated prospective investment in NSDL, India’s largest depository and also played a key role in strategic investment made by India Infoline.

Tariq was also employed as Sr. Manager – Finance and Risk at Avendus Capital Private Limited (Sep, 2008 – Apr, 2011) where he was responsible for designing and setting up the private equity fund structure and assisted in establishing trading desk for Portfolio Management business. Prior to his employment with Avendus, he was associated with IDFC Private equity as Associate (Jun 2006 – Sep, 2008) where he assisted the CFO in overall finance function of the firm and also supported successful closing of USD 25MM telecom investment deal. He began his professional stint with Pricewaterhouse Coopers, where he worked as Assistant Manager in financial services function and has led several assignments in Assurance Audits in Banking and Financial Services.

Tariq is a Chartered Accountant from Institute of Chartered Accountants of India and has obtained a degree of Bachelors in Commerce from University of Mumbai.

The Board therefore recommends the above ordinary resolution for appointment of Mr. Tariq Chinoy (DIN: 08830666) as a Nominee Director (acting as nominee of Xander Credit Pte Ltd) on the Board of the Company for the approval of the members.



Mr. Tariq Chinoy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Except, Mr. Tariq Chinoy, none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NO. 4: TO APPOINT MR. VARUN GOPINATH (DIN: 09070660) AS A DIRECTOR OF THE COMPANY:

Mr. Varun Gopinath (DIN: 09070660) was appointed as an Additional Director of the Company on February 22, 2021 to hold office until the conclusion of this Annual General Meeting. A brief profile of Mr. Varun Gopinath is mentioned as below:

Based in Bengaluru, Varun joined XFPL in Oct, 2020 where he is responsible for Strategy & Portfolio operations and implementation of business strategies and plans across various underlying investments and asset portfolios. He has an overall experience of ~13 years across several industries which include e-commerce, fintech and real estate. He was previously associated with WeWork India as Chief Revenue Officer (May 2018 – Oct 2020) where he was responsible for hiring and managing a diverse and experienced team of ~140 people across 7 cities in various verticals of enterprise /SMB sales, business development, channel partnerships, account management, real estate advisory, growth operations and helped generating a revenue of ~100MN USD per annum.

Prior to WeWork, Varun was associated with LendingKart Finance Ltd (Dec, 2016 – May, 2018), a fintech NBFC engaged in SME lending where he headed partnerships; new initiatives and offline channel sales vertical and managed a significant portion of revenue generation of the NBFC. He has also worked with Snapdeal (Jun 2014 – Dec 2016) where he was responsible for building strong teams and businesses, work on performance turnarounds and driving innovations and building strategies for growth and profitability of the organisation. He was also associated with IBM (May 2013 – May 2014) as Advisory Consultant – Supply chain and operations and worked with their management consulting arm of supply chain and operations. At IBM, he has led several projects for MNCs across 3 continents.

Varun has completed Post Graduate Programme in Management, Dual Major – Strategy & Leadership and Operations from Indian School of Business, Hyderabad and is a B.E. (Electronics & telecommunication) from SIES Graduate School of Technology, Mumbai.

The Board therefore recommends the above ordinary resolution for appointment of Mr. Varun Gopinath (DIN: 09070660) as a Director on the Board of the Company for the approval of the members.

Mr. Varun Gopinath is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Except, Mr. Varun Gopinath, none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.



ITEM NO. 5: TO APPROVE THE APPOINTMENT OF M/S. RAVI RAJAN & CO. LLP, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 009073N/N500320) AS STATUTORY AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2021-22 TO FILL THE CASUAL VACANCY:

On April 27, 2021, RBI has issued Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) wherein directions have been prescribed relating to process to be adopted by commercial banks, NBFCs for appointment of statutory auditors. The FAQs issued by RBI relating to appointment of statutory auditors have further prescribed limitations on tenure of the auditors and the number of audits that can be undertaken by audit firm. As per the said Guidelines, an audit firm cannot be appointed / reappointed for a continuous period of more than 3 (three) year. Since, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (FRN No: 301003E/E300005) are acting as Statutory Auditors of the Company for more than 3 (three) years, the said firm have tendered their resignation as Statutory Auditors of the Company effective from September 23, 2021.

M/s. Ravi Rajan & Co. LLP, Chartered Accountants (Firm Registration No. 009073N/N500320), have given their consent to be appointed as the Statutory Auditors of the Company for the financial year 2021-22 to fill the casual vacancy caused by the resignation of M/s. S.R. Batliboi & Co. LLP. Accordingly, the Board at its meeting held on September 24, 2021 has approved and recommended the appointment of M/s. Ravi Rajan & Co. LLP, Chartered Accountants (Firm Registration No. 009073N/N500320), as the Statutory Auditors of the Company for the financial year 2021-22 and they shall hold office commencing from the conclusion of the Twenty Fifth Annual General Meeting till the conclusion of the Twenty Sixth Annual General Meeting to be held for the financial year 2021-22.

M/s. Ravi Rajan & Co. LLP, Chartered Accountants (Firm Registration No. 009073N/N500320), have conveyed their consent to be appointed as the Statutory Auditor of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

As per section 139 of the Companies Act 2013, approval of the members is also required to confirm and approve the appointment of Statutory Auditors.

Your Directors recommend the Resolution at Item No. 5 of the accompanying Notice, for the approval of the Members of the Company as an Ordinary Resolution.

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

ITEM NO. 6: TO APPROVE THE LIMITS FOR ISSUANCE OF SECURED NON-CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT:

The members at their meeting held on December 28, 2020 had approved the limits for issuance of Secured Non-Convertible Debentures (“NCDs”) on a private placement basis until December 27, 2021 in one or more



tranches upto an amount not exceeding Rs. 1,500 crores (including NCDs already issued in the previous year) out of the total borrowing limits of Rs. 2,500 crores for the purpose of onward lending / on-going funding requirements of the business of the Company. It is recommended to review the said limit until September 29, 2022. The Company shall not incur indebtedness of more than 1.5x at any given point as mentioned under clause 77 of reserved matters of Articles of Association. The basis or justification of the price for issuance of NCDs shall be determined by the Board for each issue separately.

Your Directors recommend the Resolution at Item No. 6 of the accompanying Notice, for the approval of the Members of the Company 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.

ITEM NO. 7: TO APPROVE AND ADOPT THE AMENDED ARTICLES OF ASSOCIATION OF THE COMPANY:

The shareholders at the Extraordinary General Meeting of the Company held on December 28, 2020 had approved the amendment of the Articles of Association of the Company to include several key matters termed as “Reserved Matters” wherein specific prior approval from Xander Credit Pte Ltd (‘Holding Company’) may be sought for transacting certain business matters. It is now proposed to further modify the list of items to be included in “Reserved Matters.”

The draft of the amended Articles of Association of the Company has been enclosed alongwith the notice of this meeting.

Your Directors recommend the Resolution at Item No. 7 of the accompanying Notice, for the approval of the Members of the Company 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.

By order of the Board of Directors
Xander Finance Private Limited



Hinal Shah
Company Secretary
ICSI Membership No: ACS-41256



Date: September 27, 2021

Place: Mumbai

Annexure II to the Notice

Details of Directors seeking appointment
(Pursuant to Clause 1.2.5 of Secretarial Standards -2 issued by ICSI on General Meeting)

Name of Director	Mr. Rajesh Kumar Jogi	Mr. Tariq Chinoy	Mr. Varun Gopinath
Date of Birth	March 04, 1968	March 24, 1980	March 21, 1986
Age	53 years	40 years	35 years
Date of Appointment	March 05, 2021	March 19, 2021	February 22, 2021
Tenure of Appointment	Not Applicable	Not Applicable	Not Applicable
Qualification	As per Annexure I	As per Annexure I	As per Annexure I
Experience	As per Annexure I	As per Annexure I	As per Annexure I
Directorships held in other Companies	1. Ujjivan Small Finance Bank Limited	1. Dhanlaxmi Infrastructure Private Limited 2. Thales Ventures Limited 3. Alena Ventures Limited 4. Hamir Real Estate Private Limited 5. Sugam Vanijya Holdings Private Limited 6. Sanctum Wealth Private Limited	1. Zocalo Realtech Private Limited 2. Xpandr Ventures India Private Limited
Membership/ Chairmanship of Committees of other Boards	Refer table no.1	Refer table no.1	Refer table no.1
No. of shares held in Company	Nil	Nil	Nil
Relationships with other directors and KMP of the Company	Nil	Nil	Nil
Remuneration sought and last drawn	Not Applicable	Not Applicable	Not Applicable
No. of Meeting of Board attended during the year	1	NA	2



Table-1

Details of Membership/ Chairmanship of Committees of other Boards of proposed Directors:

Name of Committee	Rajesh Jogi	Tariq Chinoy	Varun Gopinath
Audit committee	Chairman	Member	-
Nomination & remuneration committee	Member	Member	-
Corporate Social responsibility committee	Member	Member	Member
Credit committee	Member	-	-
Risk management committee	Chairman	Member	Member
Asset/Liability management committee	-	Member	-
IT Strategy committee	-	-	Member
Internal Complaints Committee	Member	-	-
Vigilance & Ethics committee	Member	-	-

