

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE (03/2024-25) EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF ELECTRONICA FINANCE LIMITED (“COMPANY”) WILL BE HELD ON MONDAY, JULY 1, 2024, AT 11.00 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 101/1, ERANDAWANE 'AUDUMBAR', DR. KETKAR ROAD, PUNE - 411004 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1:

ADOPTION OF THE RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY:

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 Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Companies (Incorporation) Rules, 2014 and the relevant provisions of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company is hereby accorded to adopt the restated articles of association incorporating the relevant provisions of the: (a) Shareholders’ Agreement dated March 29, 2024 executed by and amongst Wanaka Inclusion Limited, Aavishkaar India Fund VI, ESF Holdings, the Company, the Promoter Group (as defined thereunder) and the Other Shareholders (as defined thereunder); and (b) the amendment agreement dated May 29, 2024 executed by and amongst Wanaka Inclusion Limited, Aavishkaar India Fund VI, ESF Holdings, the Company, the Promoter Group (as defined thereunder) and the Other Shareholders (as defined thereunder), a draft of which restated articles of association initialled by the Chairperson for the purpose of identification has been circulated to the members of the Company, in substitution of and to the entire exclusion of the existing articles of association of the Company;

RESOLVED FURTHER THAT Ms. Shilpa Pophale (DIN: 00182457), Managing Director and Mr. Vallabh Ghate, Company Secretary of the Company are hereby severally authorized to make any further amendments in the articles of association of the Company and finalize the same, sign, execute and submit all necessary documents, forms and applications (including filing of e-form MGT-14 with the jurisdictional Registrar of Companies), and generally to do all such acts, deeds and things as they may consider necessary or expedient to give effect to the aforementioned resolution;

RESOLVED FURTHER THAT Ms. Shilpa Pophale, Managing Director and CEO and Mr. Vallabh Ghate, Company Secretary of the Company be and are hereby severally authorised to provide certified true copy of the aforesaid resolution to whomsoever it may concern.”

ITEM NO. 2:

APPOINTMENT OF MR. STEWART LANGDON (DIN: 05116100) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, Section 152 and Section 160 of the Companies Act, 2013 (“**the Act**”) and other applicable provisions of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the articles of association of the Company, the terms of the shareholders’ agreement dated March 29, 2024 executed by and amongst Wanaka Inclusion Limited, Aavishkaar India Fund VI, ESF Holdings, the Company, the Promoter Group (as defined thereunder) and the Other Shareholders (as defined thereunder) read with the amendment agreement dated May 29, 2024 executed by and amongst Wanaka Inclusion

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Limited, Aavishkaar India Fund VI, ESF Holdings, the Company, the Promoter Group (as defined thereunder) and the Other Shareholders (as defined thereunder), the consent of the members is hereby accorded for appointment of Mr. Stewart Langdon (DIN: 05116100) who was appointed as an Additional Director of the Company by the Board of Directors under Section 161 of the Act with effect from June 04, 2024, as a Non-executive Director nominated by Wanaka Inclusion Limited not liable to retire by rotation;

RESOLVED FURTHER THAT Ms. Shilpa Pophale, Managing Director and CEO and Mr. Vallabh Ghate, Company Secretary of the Company be and are hereby severally authorised to provide the certified true copy of the aforesaid resolution to whomsoever it may concern.”

ITEM NO. 3:

APPOINTMENT OF MR. ANURAG AGRAWAL (DIN: 02385780) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, Section 152 and Section 160 of the Companies Act, 2013 (“**the Act**”) and other applicable provisions of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the articles of association of the Company, the terms of the shareholders’ agreement dated March 29, 2024 executed by and amongst Wanaka Inclusion Limited, Aavishkaar India Fund VI, ESF Holdings, the Company, the Promoter Group (as defined thereunder) and the Other Shareholders (as defined thereunder) read with the amendment agreement dated May 29, 2024 executed by and amongst Wanaka Inclusion Limited, Aavishkaar India Fund VI, ESF Holdings, the Company, the Promoter Group (as defined thereunder) and the Other Shareholders (as defined thereunder), the consent of the members is hereby accorded for appointment of Mr. Anurag Agrawal (DIN: 02385780) who was appointed as an Additional Director of the Company by the Board of Directors under Section 161 of the Act with effect from June 04, 2024, as a Non-executive Director nominated by Aavishkaar India Fund VI acting through its trustee, Aavishkaar Venture Trustees Private Limited not liable to retire by rotation;

RESOLVED FURTHER THAT Ms. Shilpa Pophale, Managing Director and CEO and Mr. Vallabh Ghate, Company Secretary of the Company be and are hereby severally authorised to provide the certified true copy of the aforesaid resolution to whomsoever it may concern.”

ITEM NO. 4:

ISSUANCE OF NON CONVERTIBLE DEBENTURES UPTO RS. 1,000 CRORE IN ONE OR MORE TRANCHES:

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 23, 42, 71, 179, 180 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company, subject to such approvals, consents, permissions and sanctions as may be necessary or required from any authority(ies) which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”), the approval of the Members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for Secured / Unsecured Redeemable Non-Convertible Debentures (including External Commercial Borrowings denominated in foreign currency or Indian rupee), in one or more series/ tranches, of the aggregate nominal value up to Rs. 1,000 Crore (Rupees One Thousand Crores only), on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be

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issued, the face value of debentures to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

ITEM NO. 5:

CREATION OF CHARGE / MORTGAGE / PLEDGE / HYPOTHECATION / SECURITY ON COMPANY'S ASSETS UPTO RS. 7500 CRORE:

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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the Members be and is hereby accorded to the Board of Directors of the Company for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) for an aggregate amount not exceeding Rs. 7500 Crore (Rupees Seven Thousand Five Thousand Crore only).

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

Registered Office:
101/1, Erandawane 'Audumbar',
Dr. Ketkar Road, Pune - 411004

**By the order of the Board of Directors
For Electronica Finance Limited**

**Sd/-
Vallabh Ghatge
Company Secretary
Membership No: A41587**

**Date: June 04, 2024
Place: Pune**

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NOTES:

(i) In line with the circulars of the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023 or any other circular as issued by Ministry of Corporate Affairs from time to time (collectively referred to as “**MCA Circulars**”), the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on May 31, 2024. Members may note that Notice has been uploaded on the website of the Company at <https://www.electronicafinance.com/investor-relations/> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.

(ii) A member entitled to attend and vote at the extra-ordinary general meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such a proxy need not be a member of the Company.

A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, 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 proxy for any other shareholder. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. The Proxy Form is annexed hereto.

(iii) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed herewith.

(iv) Pursuant to the provisions of Section 113 of the Companies Act, 2013, Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on investor.relations@efl.co.in from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.

(v) Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

(a) Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.

(b) Members holding shares in physical form may register their email address by informing the Company at its investor email id investor.relations@efl.co.in.

(vi) The Company has been maintaining, inter alia, the following statutory registers at its registered office:

(a) Register of contracts or arrangements in which Directors are interested under section 189 of the Companies Act, 2013.

(b) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013.

In accordance with the MCA circulars, the said registers will be made available electronically for inspection by the Members during the EGM. Members seeking to inspect such documents can send an email to investor.relations@efl.co.in.

(vii) Relevant documents referred to in this Notice of EGM and Explanatory Statement, will be available electronically for inspection by the Members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM i.e. July 01, 2024. Members seeking to inspect such documents can send an email to investor.relations@efl.co.in.

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(viii) The Ministry of Corporate affairs by virtue of notification dated September 10, 2018 has amended the Companies (Prospectus and Allotment of Securities) Rules, 2014. According to this notification;

Every holder of securities of an unlisted public company,

- (a) who intends to transfer such securities on or after October 2, 2018, shall get such securities dematerialised before the transfer; or
- (b) who subscribes to any securities of an unlisted public company (whether by way of private placement or bonus shares or rights offer) on or after October 2, 2018 shall ensure that all his existing securities are held in dematerialized form before such subscription.

To facilitate the shareholders of the Company to dematerialize their shareholding in the Company, the Company has made admission of its securities on both depositories namely Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). The Company has appointed M/s. Link Intime India Pvt. Ltd. as share transfer agent (RTA). The members who are holding shares in physical form are requested to avail dematerialization facility. For further information, please refer to the FAQs posted by NSDL on its website www.nsdl.co.in and CDSL on its website www.cdslindia.com.

- (ix) Route map of the venue is annexed hereto.
- (x) All documents referred to in this Notice and Explanatory statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company during business hours up to the date of this meeting.
- (xi) Entry to the place of meeting will be regulated by an attendance slip which is annexed hereto. Members/Proxies attending the meeting are kindly requested to complete the enclosed attendance slip and affix their signature at the place provided thereon and hand it over at the entrance.

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EXPLANATORY STATEMENT

(Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the item of Special Business to be transacted at the Extraordinary General Meeting is detailed hereunder)

Resolution at Item No. 1:

In accordance with the Shareholders' Agreement ("SHA") dated March 29, 2024 executed by and amongst Wanaka Inclusion Limited, Aavishkaar India Fund VI, ESF Holdings, the Company, the Promoter Group (as defined thereunder) and the Other Shareholders (as defined thereunder), and the amendment agreement dated May 29, 2024 executed by and amongst Wanaka Inclusion Limited, Aavishkaar India Fund VI, ESF Holdings, the Company, the Promoter Group (as defined thereunder) and the Other Shareholders (as defined thereunder), in order to incorporate and give effect to the terms of the SHA, the Company is required to amend the articles of association of the Company substituting with a new set of articles of association incorporating the relevant terms of the SHA.

The provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) require the Company to seek the approval of the members for the alteration of its articles of association by way of a Special Resolution.

A copy of the new set of articles of association is available for inspection at the registered office of the Company on all working days during the working hours between 10 a.m. to 6 p.m., and at the Extra-Ordinary General Meeting.

None of the directors of the Company are directly or indirectly, interested in the proposed resolution, except to the extent of to their shareholding in the company.

In view of the above, the Board of Directors of the Company recommends the passing of resolution set out in Item No. 1 as a Special Resolution.

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Resolution at Item No. 2:

Pursuant to the provisions of the Section 161 of the Companies Act, 2013 read with the rules framed there under and in accordance with the articles of association of the Company, the Shareholders' Agreement dated March 29, 2024 executed by and amongst Wanaka Inclusion Limited, Aavishkaar India Fund VI, ESF Holdings, the Company, the Promoter Group (as defined thereunder) and the Other Shareholders (as defined thereunder), and the amendment agreement dated May 29, 2024 executed by and amongst Wanaka Inclusion Limited, Aavishkaar India Fund VI, ESF Holdings, the Company, the Promoter Group (as defined thereunder) and the Other Shareholders (as defined thereunder) and on recommendation of Nomination and Remuneration Committee of the Company the Board of Directors of the Company at their meeting held on June 4, 2024 appointed Mr. Stewart Langdon (DIN: 05116100) as an Additional Non-Executive Director of the Company with immediate effect for a term until the conclusion of date of next Annual General Meeting or the last date on which the Annual General Meeting should be held.

The Board of Directors at its meeting held on June 04, 2024, recommended for the approval of the Members, the appointment of Mr. Stewart Langdon (DIN: 05116100) as Non-Executive Director of the Company as set out in the Resolution.

The Company has received consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 from Mr. Stewart Langdon (DIN: 05116100) along with other requisite documents required for his appointment as a Director.

The Company has also received a self-declaration from the Appointee that he was or is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of BSE's Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

The Board is of the view that Mr. Stewart Langdon's qualifications, knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends his appointment as a Non- Executive Director to the Members of the Company.

In terms of SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013 (revised version effective from April 1, 2024), a brief profile of the Investor Director, including names of companies in which he holds directorships and memberships/chairmanships of committees of the board of directors of other companies, is provided below:

Name	Mr. Stewart Langdon
Age	45 years
Qualification	Chartered Accountant and Degree in Law from University of Aberdeen
Experience	<p>Stewart Langdon is a LeapFrog Investment's partner and co-head of south Asian investments.</p> <p>A private equity specialist with expertise in mergers and acquisitions, IPOs, restructuring, disposals and debt raising, Stewart combines his technical experience with deep knowledge of emerging financial services markets.</p> <p>Stewart leads south Asian financial services investments and digital financial services across Asia and Africa, with a focus on deal sourcing and execution, including overseeing deal teams. He has led several of LeapFrog's investments including in CarDekho, Zepz, Shriram Capital and also the successful exits of Mahindra Insurance Brokers and Magma Fincorp.</p>

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	<p>Stewart is a member of LeapFrog’s Investment Committee and sits on the boards of a number of portfolio companies including Zepz (WorldRemit Group Limited) and BIMA (Milvik Singapore Pte Ltd).</p> <p>Stewart previously worked in corporate finance, investment banking and capital markets advisory as a vice president at Rothschild, specialising in the insurance, banking and telecom sectors across Asia, Africa and the Middle East.</p>
Terms and Conditions of Appointment	Mr. Stewart Langdon has been appointed pursuant to the terms of the Transaction Documents. He shall be a Non-Executive Director on the Board not liable to retire by rotation.
Remuneration last drawn	Nil
Remuneration Proposed to be paid	Nil
Date of first appointment on the Board (in case of re-appointment)	June 04, 2024
Shareholding in the Company	Nil
Relationship with other Directors / Key Managerial Personnel	Nil
Number of meetings of the Board attended	Mr. Stewart Langdon has been appointed as an Additional Director of the Company pursuant to a meeting of the Board dated June 4, 2024, therefore, he has not attended/been part of any meeting of the Board.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> 1. The Whiskey Investment Company Limited 2. LeapFrog Group GP, Ltd. 3. Milvik AB 4. Milvik Singapore Pte Ltd 5. WorldRemit Group Limited

Except Mr. Stewart Langdon, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, in the resolution set out at Item No. 2 of the Notice.

In view of the above, the Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members.

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Resolution at Item No. 3:

Pursuant to the provisions of the Section 161 of the Companies Act, 2013 read with the rules framed there under and in accordance with the articles of association of the Company, the Shareholders' Agreement dated March 29, 2024 executed by and amongst Wanaka Inclusion Limited, Aavishkaar India Fund VI, ESF Holdings, the Company, the Promoter Group (as defined thereunder) and the Other Shareholders (as defined thereunder), and the amendment agreement dated May 29, 2024 executed by and amongst Wanaka Inclusion Limited, Aavishkaar India Fund VI, ESF Holdings, the Company, the Promoter Group (as defined thereunder) and the Other Shareholders (as defined thereunder) and on recommendation of Nomination and Remuneration Committee of the Company the Board of Directors of the Company at their meeting held on June 4, 2024 appointed Mr. Anurag Agrawal (DIN: 05116100) as an Additional Non-Executive Director of the Company with immediate effect for a term until the conclusion of date of next Annual General Meeting or the last date on which the Annual General Meeting should be held.

The Board of Directors at its meeting held on June 04, 2024, recommended for the approval of the Members, the appointment of Mr. Anurag Agrawal (DIN: 02385780) as Non-Executive Director of the Company as set out in the Resolution.

The Company has received consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 from Mr. Stewart Langdon (DIN: 05116100) along with other requisite documents required for his appointment as a Director.

The Company has also received a self-declaration from the Appointee that he was or is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of BSE's Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

The Board is of the view that Mr. Stewart Langdon's qualifications, knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends his appointment as a Non- Executive Director to the Members of the Company.

In terms of SS-2 – Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013 (revised version effective from April 1, 2024), a brief profile of the Investor Director, including names of companies in which he holds directorships and memberships/chairmanships of committees of the board of directors of other companies, is provided below:

Name	Mr. Anurag Agrawal
Age	46 Years
Qualification	Bachelor's degree in Business Administration and a Master's degree in Commerce from the University of Madras, Chennai, MBA in Finance from TA Pai Management Institute, Manipal and Intermediate level programme in "Banking and Finance" from the institute of Financial Management & Research (IFMR), Chennai.
Experience	Mr. Anurag Agrawal is a Partner at Aavishkaar Capital. Mr. Anurag has been part of the founding team of Group Company, Intellectap and last served as its CEO. He set up and built the Company's Investment Banking Practice with a specific focus on assisting early and growth-stage multiple bottom-line enterprises to raise capital. Anurag has the unique distinction of working with most of the leading microfinance institutions in India and has helped many of these institutions in their fund raising efforts. He was also one of the key architects of creating the current structure of

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	<p>the Aavishkaar Group and led the efforts of the Group in the incubation and acquisition of the 3 NBFCs (IntelleCash, Ashv and Arohan) within the Group.</p> <p>In addition to serving on the Board of the Group Holding Company, Anurag represents the Promoter interest on the Board of Group Companies Arohan and Ashv as well as Aavishkaar Portfolio Companies EPS and Nepra. He has in the past served as an Independent Director on the Board of A Little World and Zero Mass Foundation. Before joining the Aavishkaar Group, Anurag worked with the Cash Management Services Division of ICICI Bank. Anurag completed his MBA with a specialization in Finance from TA Pai Management Institute, Manipal.</p>
Terms and Conditions of Appointment	Mr. Anurag Agrawal has been appointed pursuant to the terms of the Transaction Documents. He shall be a Non-Executive Director on the Board not liable to retire by rotation.
Remuneration last drawn	Nil
Remuneration Proposed to be paid	Nil
Date of first appointment on the Board (in case of re-appointment)	June 04, 2024
Shareholding in the Company	Nil
Relationship with other Directors / Key Managerial Personnel	Not applicable
Number of meetings of the Board attended	Mr. Anurag Agrawal has been appointed as an Additional Director of the Company pursuant to a meeting of the Board dated June 4, 2024, therefore, he has not attended/been part of any meeting of the Board.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> 1. Arohan Financial Services Private Limited - Director <ul style="list-style-type: none"> - Stakeholders' Relationship Committee - Member - Corporate Social Responsibility Committee - Member - Share Transfer & Securities Allotment Committee - Member - IPO Committee - Member 2. Ashv Finance Limited - Director <ul style="list-style-type: none"> - Corporate Governance and Executive Committee - Member - Nomination and Remuneration Committee - Member - Risk Committee - Member - Stakeholders Relationship Committee - Member 3. Aavishkar Venture Management Services Private Limited <ul style="list-style-type: none"> - Audit & Risk Committee - Member - Corporate Social Responsibility Committee - Member

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	<p>4. Electronic Payment and Services Private Limited - Director</p> <ul style="list-style-type: none"> - Audit & Risk Committee - Member - Finance Board – Sub Committee - Member - Business and Operations Committee - Member - Compensation Sub-Committee - Chairman - Corporate Social Responsibility Committee - Member <p>5. Nepra Resource Management Private Limited - Director</p> <ul style="list-style-type: none"> - HR and Compensation Committee - Member <p>6. Altum Credo Home Finance Private Limited - Director</p> <ul style="list-style-type: none"> - Audit Committee - Member - Nomination and Remuneration Committee - Member - Risk Management Committee - Member - Corporate Social Responsibility Committee - Member
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Except Mr. Anurag Agrawal, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, in the resolution set out at Item No. 3 of the Notice.

In view of the above, the Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Electronica Finance Limited

Audumbar, 101/1, Erandwane, Dr. Ketkar Road,
Pune 411004, Maharashtra (India)

+91 20 67290700 | 1800 233 9718 | www.electronicafinance.com

contact@efl.co.in | CIN: U74110PN1990PLC057017



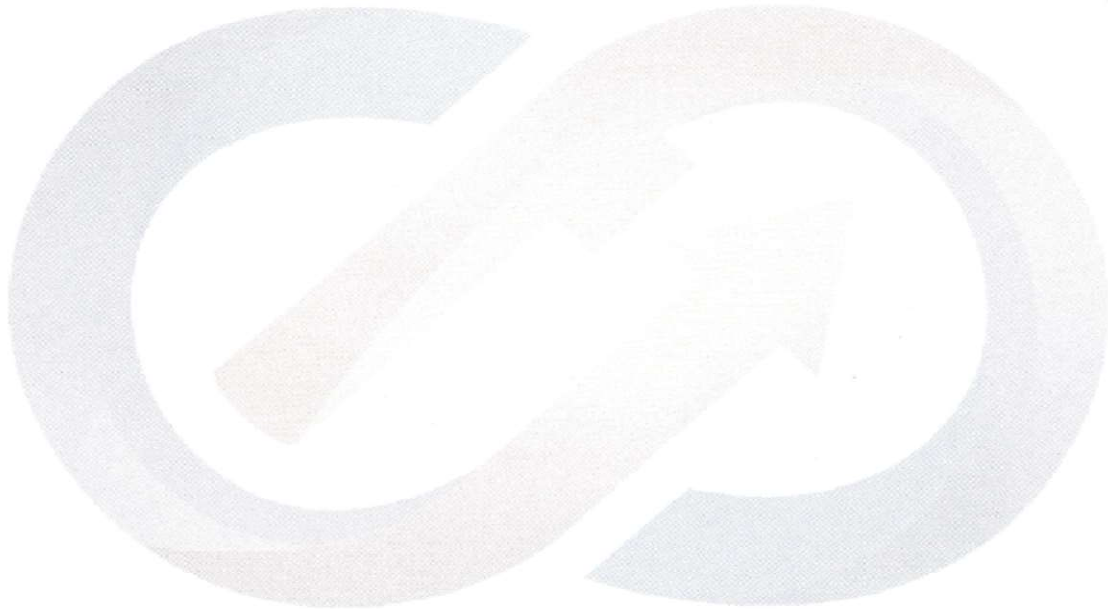
Resolution at Item No. 4:

The Company proposes to issue Non-Convertible Debentures (NCD's) to finance the growth of the portfolio of the issuer & general corporate purpose. The Board is of the view that these issuances are beneficial for the Company and are required in ordinary course of Business.

Pursuant to Sections 23, 42, 71, 179, 180 & other applicable provisions, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company consent of the members is required to be obtained by way of special resolution.

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

The Board accordingly recommends the special resolution as set out in Item No. 4 of the Notice for approval of the members.



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Resolution at Item No. 5:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company may require finance from various banks or financial institution and or lending institutions or Body Corporates, etc. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power of Board of Directors to create charge on the movable and immovable assets of the Company subject to the approval of members in the general meeting.

Hence, it is proposed to increase the maximum limit under Section 180(1)(a) up to an amount of Rs. 7,500 Crores (Rupees Seven Thousand Five Hundred Crores Only).

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the special resolution as set out in Item No. 5 of the Notice for approval of the members.

Registered Office:

101/1, Erandawane 'Audumbar',
Dr. Ketkar Road, Pune - 411004

**By the order of the Board of Directors
For Electronica Finance Limited**

**Sd/-
Vallabh Ghate
Company Secretary
Membership No: A41587**

**Date: June 04, 2024
Place: Pune**

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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 : U74110PN1990PLC057017
Name of the Company : Electronica Finance Limited
Registered Office : 101/1, Erandawane 'Audumbar', Dr. Ketkar Road, Pune, - 411004

Name of the member (s):
Registered address:
E- mail id:
Folio No / Client Id:
DP ID:

I / We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name:
Address:
E-mail id:
Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the extra-ordinary general meeting of the Company to be held on Monday, July 01, 2024, at 11 A.M at the registered office of the Company at 101/1, Erandawane 'Audumbar', Dr. Ketkar Road, Pune, - 411004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Yes/ No
1.	Adoption of the restated articles of association of the Company.	
2.	Appointment of Mr. Stewart Langdon (DIN: 05116100) as a non-executive director of the Company.	
3.	Appointment of Mr. Anurag Agrawal (DIN: 02385780) as a non-executive director of the Company.	
4.	Issuance of Non-Convertible Debentures up to Rs. 1,000 crore in one or more tranches.	
5.	Creation of charge / mortgage / pledge / hypothecation / security on company's assets up to Rs. 7500 Crores.	

Signed this _____ day of _____.

Affix Revenue Stamp

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ATTENDANCE SLIP

Extra-ordinary General Meeting to be held on Monday, July 01, 2024, at 11.00 A.M

Regd. Folio No. -

(Shareholder's Name in BLOCK Letters)

I certify that I am a registered shareholder / proxy for the registered shareholders of the Company.
(Member's / proxy's name and address in Block Letters to be furnished below)

I hereby record my presence at the extra-ordinary general meeting to be held Monday, July 1, 2024 at 11.00 A.M

If signed by Proxy, name should be
Written here in Block Letters

Member's/ Proxy's signature

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

Electronica Finance Limited

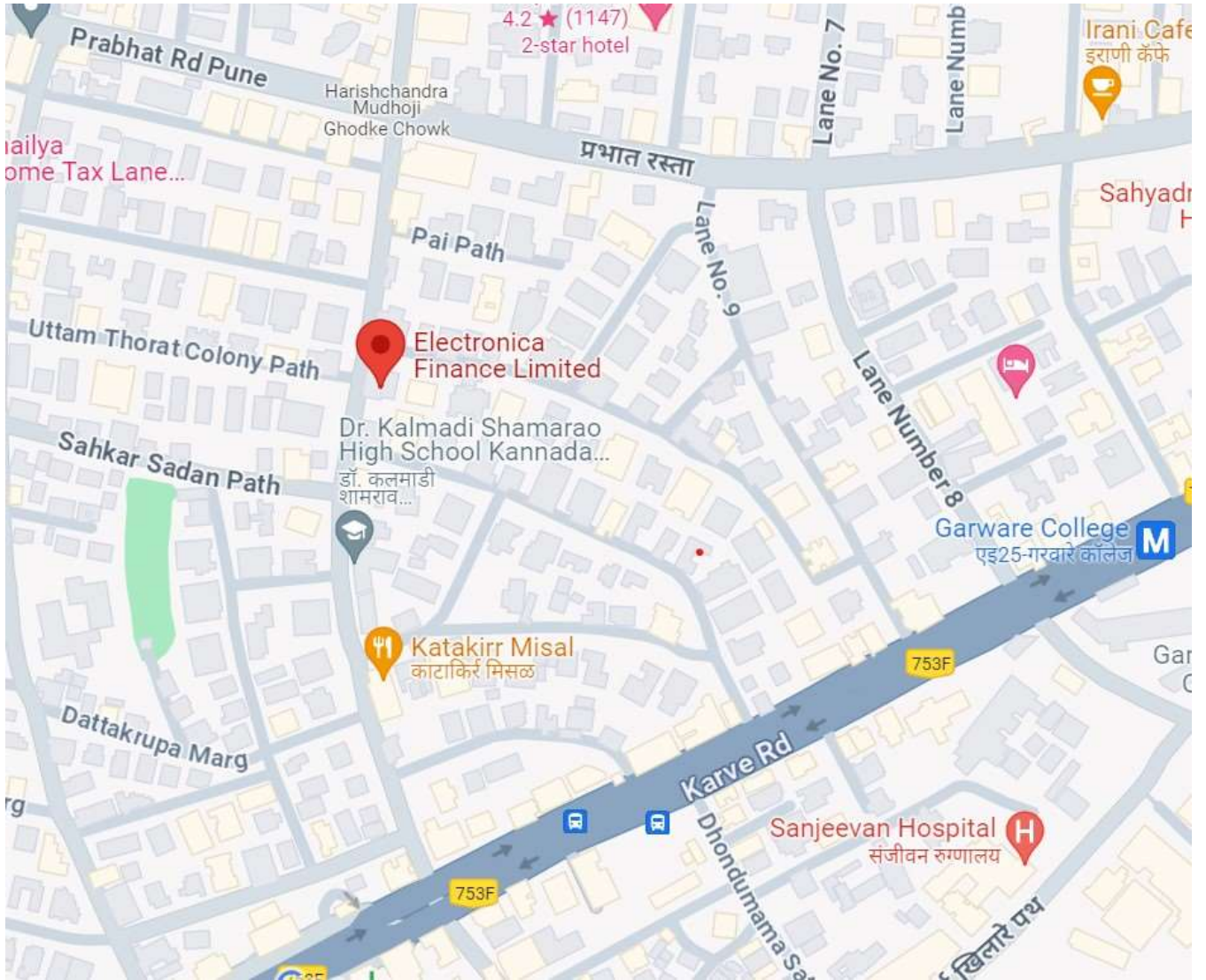
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ROUTEMAP



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