



### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of the Members of Mitrata Inclusive Financial Services Private Limited (the 'Company') will be held on Saturday, September 23, 2023 at 11.00 a.m. at the Corporate office of the Company situated at V29/11A, DLF Phase-III, Gurugram, Haryana-122002 to consider and transact the following businesses at shorter notice:

#### **ORDINARY BUSINESS:**

##### **ITEM NO. 01**

**To receive, consider and adopt the Audited Balance Sheet and the Statement of Profit and Loss Account for the year ended March 31, 2023 and the Reports of Directors and Auditors thereon.**

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

**“RESOLVED THAT** the Audited Accounts and the Balance Sheet as at 31st March, 2023, together with the Auditor's Report thereon and the Directors' Report, be and are hereby received, considered and adopted.”

##### **ITEM NO.02**

**To appoint M/s. R Gopal & Associates, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.**

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

**“RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. R Gopal & Associates, Chartered Accountant, (FRN 000846C) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office for the period of three years beginning with FY- 2023-24 to FY-2025-26 on the remuneration of Rs. 8,40,000 p.a. for the FY- 2023-24 and for the remaining Financial years on such remuneration, including out of pocket expenses and other expenses, as may be mutually agreed by and between the Board of Directors and the Auditor.

**RESOLVED FURTHER THAT** to give effect to the above resolution, Board of Directors of the Company be and is hereby authorised for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf including issuing the letter to the statutory auditor for the partner rotation for signing the balance sheet.”

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**MITRATA INCLUSIVE FINANCIAL SERVICES PVT. LTD.**

**CIN : U74899DL1985PTC020900**

**Registered office** : 38-B, 2<sup>nd</sup> Floor, Yusuf Sarai Village, Green Park, New Delhi-110016

**Corporate office** : V-29/11A, DLF Phase-III, Gurugram- 122002, Haryana, India

**Email:** mail@mitrata.in \ **Website :** www.mitrata.in \ **Tel:** 91-124-4061961, 4113331

**SPECIAL BUSINESS:**

**ITEM NO.03**

**To approve the appointment of Mr. Everardus Mauritius Trudo Ludding (DIN: 10049475) as an Independent Director of the company**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Everardus Mauritius Trudo Ludding (DIN: 10049475) who was appointed as an Additional Director (Independent) pursuant to the provisions of section 161 of the Companies Act, 2013 and the Article of Association of the Company be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) years effective from the date of appointment by the board i.e February 1, 2023

**RESOLVED FURTHER THAT** Any Director/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**ITEM NO.04**

**To approve the alteration of Articles of Association (“AOA”) to insert a clause with respect to appointment of Nominee Director**

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

**“RESOLVED THAT** pursuant to provisions of section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the “Act”) read with the respective rules made thereunder, the Articles of Association of the Company be and are hereby altered by inserting one more additional clause as under:

**Clause:**

64 (iii) Notwithstanding anything to the contrary contained in these Articles, so long as any money shall be owing by the Company to any financial institutions, corporations, banks or such other financing entities or through Debenture Trustees or so long as any of the aforesaid banks, financial institutions or such other financing entities hold any shares/debentures in the Company as a result of subscription or so long as any guarantee given by any of the aforesaid entities in respect of any financial obligation or commitment of the Company remains outstanding in terms of payment of interest or repayment of principal amount, then in that event any of the said financial institutions or Debenture



Trustees or such other financing entities may at any time and from time to time remove the Nominee Director appointed by it and may in the event of such removal and also in case of the Nominee Director ceasing to hold office for any reason whatsoever including resignation or death, appoint other or others to fill up the vacancy. Such appointment or removal shall be made in writing by the relevant institution and shall be delivered to the Company and the Company shall have no power to remove the Nominee Director from office. Each such Nominee Director shall be entitled to attend all General Meetings, Board Meetings and meetings of the Committee of which he or she is a member and he or she and the financial institutions or such other financing entities appointing him shall also be entitled to receive notice of all such meetings in accordance with the applicable laws.


**RESOLVED FURTHER THAT** shareholder of the Company be and is hereby adopted a new set of Articles of Association by considering the above-mentioned alteration with the respective changes in serial numbers accordingly.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

**By Order of the Board of Directors  
For Mitrata Inclusive Financial Services Private Limited**

**Date: September 21, 2023**

**Place: Gurgaon**

  
**Dr. Aqueel Ahmed Khan**  
**Managing Director**  
**Address: V29/11A, DLF Phase-III, Gurugram-122002**

**NOTES:**

1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED AT THE END OF THE ANNUAL REPORT.
2. The annual report for the year ended 31 March 2023 containing inter-alia, the directors' report, auditors' report and the audited financial statements are enclosed.
3. Members/proxies attending the meeting are requested to bring their copy of AGM notice to the meeting and attendance slip duly signed to avoid inconvenience.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Queries at the AGM: Queries proposed to be raised at the Annual General Meeting may be sent to the company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
6. Address change intimation: members are requested to intimate change in their address, if any, immediately to the company.
7. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by attendance slip, which is enclosed with this annual report. Members are requested to sign at the place provided on the attendance slip and hand it over at the registration counter of the venue.
8. Documents referred to in the notice and explanatory statement are open for inspection by the members at the corporate office of the company on all working days Monday to Saturday (except Second and fourth Saturday) between 11:00 a.m. to 6:00 p.m. upto the date of the annual general meeting and will also be available for inspection at the meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**  
**Item No.3**

**Appointment of Everardus Mauritius Trudo Ludding (DIN: 10049475) as an Independent Director:**

Mr. Everardus Mauritius Trudo Ludding (DIN: 10049475) was appointed as an Additional Director w.e.f. 1<sup>st</sup> February, 2023 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Members of the company has proposed the appointment of Mr. Everardus Mauritius Trudo Ludding (DIN: 10049475) as an Independent Director of the Company for the period of five years w.e.f.1<sup>st</sup> February, 2023 in accordance with the applicable provisions of the Companies Act, 2013.

The Board feels that presence of Mr. Everardus Mauritius Trudo Ludding (DIN: 10049475) on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 3 for adoption.

None of the Directors, except Mr. Everardus Mauritius Trudo Ludding and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolutions under Item No. 3 to be passed as an ordinary resolution.

**Item No.4**

**To approve the alteration of Articles of Association ("AOA") to insert a clause with respect to appointment of Nominee Director:**

On 2nd February, 2023 the Securities and Exchange Board of India ("SEBI") had notified Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023. As per the said amendment, Company shall ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors.

In order to make the Articles of Association of the Company to comply with the above-mentioned



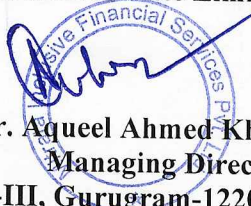
requirements, it is proposed insert new clause w.r.t. the appointment of Nominee Director. The consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter has been placed before the Shareholders for approval.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

The Board recommends resolutions under Item No. 4 to be passed as a special resolution.

**By Order of the Board of Directors  
For Mitrata Inclusive Financial Services Private Limited**

**Date: September 21, 2023  
Place: Gurgaon**

  
**Dr. Aqueel Ahmed Khan  
Managing Director  
Address: V29/11A, DLF Phase-III, Gurugram-122002**

**ATTENDANCE SLIP**

**ANNUAL GENERAL MEETING ON SATURDAY, SEPTEMBER 23, 2023 AT 11.00 A.M. AT THE  
CORPORATE OFFICE OF THE COMPANY**

I/We..... R/o..... hereby record  
my/our presence at the Annual General Meeting of the Company on -----, -----, 2023 at ----  
A.M./P.M. at V-29/11A, DLF Phase-III, Gurugram, Haryana-122002.

DPID * :	Folio No. :
Client Id * :	No. of Shares :

\* Applicable for investors holding shares in electronic form.

**Signature of shareholder(s)/proxy**

**Note:**

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

**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	U74899DL1985PTC020900
Name of the company	Mitrata Inclusive Financial Services Private Limited
Registered Office	38B, Second Floor, Yusuf Sarai Village, Green Park, New Delhi-110016
Name of the Member(s)	
Registered Office	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We \_\_\_\_\_ of \_\_\_\_\_ shares of \_\_\_\_\_ being a Member/Members  
Mitrata Inclusive Financial Services Private Limited hereby appoint

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my /our proxy to attend for me / us and on my / our behalf at the Annual General Meeting of the Company to be held on \_\_\_\_\_, \_\_\_\_\_, 2023 at \_\_\_\_\_ a.m./p.m. at the corporate office of the company at V29/11A, DLF Phase-III, Gurugram-122002 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

S.No	Ordinary Resolution	For*	Against*
1.	To receive, consider and adopt the Audited Balance Sheet and the Statement of Profit and Loss Account for the year ended March 31, 2023 and the Reports of Directors and Auditors thereon.		
2.	To appoint M/s. R Gopal & Associates, Chartered Accountants (FRN. 000846C) as statutory auditors of the Company and to fix their remuneration.		
	<b>Special Resolution</b>		
3.	Appointment of Everardus Mauritius Trudo Ludding (DIN: 10049475) as an Independent Director		
4.	To approve the alteration of Articles of Association ("AOA") to insert a clause with respect to appointment of Nominee Director		

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Saturday, September 23, 2023, at 11.00 a.m. at the corporate office of the Company situated at V29/11A, DLF Phase-III, Gurugram, Haryana-122002 and at any adjournment thereof in respect of such resolutions as are indicated below:



Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023  
Signature of Member \_\_\_\_\_  
Signature of proxy holder \_\_\_\_\_

Affix Re.1/-  
Revenue  
Stamp

Note:

1. The proxy form should be signed by the member across the stamp.
2. A member intending to appoint a proxy should complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the meeting.
3. \*It is optional to put "X" in the appropriate column against the resolution indicated in the box.

## Route Map

