

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th **Annual General Meeting** of the members of **PAISABUDDY FINANCE PRIVATE LIMITED** will held at its registered office situated at C-24-A, First Floor, Pankaj Singhvi Marg Lal Kothi, Near Vidhan Sabha Jaipur Rajasthan-302015 on Friday, 24th Day of September, 2021 at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider, approve and adopt the Audited Financial Statements of the Company comprising the Balance sheet as on March 31, 2021, Statement of Profit & Loss and Cash Flow Statement and Notes thereto for the financial year ended as at 31st March, 2021, together with the Report of Board of Directors and Auditor's thereon.
- 2. To appoint Auditors and fix their remuneration and in this regard 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force M/S Shah Patni & Co, CHARTERED ACCOUNTANTS, (FRN: 001055C), be and are hereby appointed as the Statutory Auditor of the Company to hold office for a term of four consecutive financial years, from the conclusion of this Annual General Meeting of the Company till the conclusion of the Annual General Meeting to be held in the year 2025."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Board of Directors in consultation with the Auditors plus applicable GST and reimbursement of out-of-pocket expenses in connection with the audit and the remuneration may be paid on a progressive billing basis to be agreed between the Auditors and the Board of Directors of the Company."



SPECIAL BUSINESS:

ITEM NO. 3

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

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

"RESOLVED THAT pursuant to section 61 read with Section 13 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or reenactment thereof, for the time being in force, various rules, circulars, press notes, clarification issued by Ministry of Corporate Affairs (MCA) and relevant provision(s) of the Articles of Association of the Company, the Authorized Share capital of the company be and is hereby increased from Rs. 6,00,00,000/- (Rupees Six Crore Only) divided into 6,00,000 equity shares of Rs.100/- each to Rs. 20,00,00,000/- (Rupee Twenty Crore Only) divided into 20,00,000 equity shares of Rs.100/- each by creation of 14,00,000 equity shares of Rs.100/- each and ranking pari passu with the existing shares of the company.

RESOLVED FURTHER THAT existing Clause V of Memorandum of Association of the Company be and is hereby substituted by the new clause as under:

Clause V

"The Authorized Share Capital of the company is Rs.20,00,00,000/- (Rupees Twenty Crore Only) divided into 20,00,000 (Twenty Lacs) Equity shares of Rs.100 /- (Rupees Hunderd Only) each"

RESOLVED FURTHER THAT the Board of the directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may in its sole and absolute discretion deem necessary and expedient to give effect to the above resolution."



ITEM NO. 4

APPROVAL FOR THE ISSUANCE AND ALLOTMENT OF FULLY PAID UP EQUITY SHARES ON PREFERENTIAL/PRIVATE PLACEMENT BASIS

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for issue of further shares of the Company as a private placement as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 42, 62(1)(c) of the Companies Act, 2013(including any statutory modification thereto or reenactment thereof for the time being in force) respectively read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the companies (share capital and debentures) rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such conditions and modifications as may be considered necessary by the Board of Directors, if any, and in accordance with the memorandum and articles of association of the Company, and approval of RBI under FEMA if any, and subject to increase in Authorized Share Capital of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to create, offer, issue and allot, 9,04,685/- (Nine Lac Four Thousand Six Hundred Eighty Five) Equity Shares of Rs. 100/- (Hundred Each Only) each at Premium of Rs. 66/- (Sixty Six Rupees Only) each aggregating upto Rs. 15,01,77,710/- (Fifteen Crore One Lakh Seventy Seven Thousand Seven hundred Ten Rupees Only) to the following persons in the following manner:

S.NO	NAME OF PERSON	NO OF EQUITY SHARES OF RS 100.00 EACH	TOTAL AMOUNT TO BE PAID (Including Premium)
1	Manorama Koolwal	4,173	692,718.00
2	Suresh Chander koolwal	375,855	62,391,930
3	Suresh Chander Koolwal HUF	64,704	10,740,864.00
4	Rimpi Khandelwal	120,836	20,058,776.00
5	Arpit Khandelwal	339,117	56,293,422.00
	total	9,04,685	15,01,77,710

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(Formerly known as Gurudev Savings and Hire Purchase (India) Pvt. Ltd.)



RESOLVED FURTHER THAT the said Equity Shares shall rank pari-passu with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT Private placement offer cum application letter for the issuance of equity shares as placed before the meeting, be and is hereby approved and Mr. Dheerandra Goyal Director of the company be and is herby severally authorized on the behalf of the Company to sign, issue, circulate the offer to above mentioned persons and to make amendments in the Offer Letter (if required).

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such deeds, document and writings, as it may in its absolute discretion deem necessary or incidental, and pay such fees and incur such expenses in relation thereto as it may deem appropriate."



ITEM NO. 5

APPROVAL FOR THE ISSUANCE AND ALLOTMENT OF PARTLY PAID UP EQUITY SHARES ON PREFERENTIAL /PRIVATE PLACEMENT BASIS

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for issue of further shares of the Company as a private placement as a **Special Resolution:** -

"RESOLVED THAT pursuant to Section 42, 62(1)(c) of the Companies Act, 2013(including any statutory modification thereto or reenactment thereof for the time being in force) respectively read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the companies (share capital and debentures) rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such conditions and modifications as may be considered necessary by the Board of Directors, if any, and in accordance with the memorandum and articles of association and approval of RBI under FEMA if any of the Company and subject to increase in Authorized Share Capital of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to create, offer, issue and allot, 1,02,077/- (One Lakh Two Thousand Seventy Seven) Equity Shares of Rs. 100/- (Hundred Each Only) each, issued at price of Rs. 166 per share (including Premium of Rs. 66/- (Sixty Six) per share on partly paid up basis wherein applicants is required to pay Rs.16/per Equity Share on application out of which Rs. 6 amounting to Rs. 6,12,462(Six Lakh Twelve Thousand Four hundred Sixty Two) being adjusted toward the face value of equity shares and Rs.10 and amounting to Rs.10,20,770(Ten Lakh Twenty Thousand Seven Hundred Seventy) being adjusted towards the share premium account and remaining Amount in Rs. 1,53,11,550 (One Crore Fifty Three Lakh Eleven Thousand Five hundred Fifty) will be payable on one or more call as per the decision of Board of Directors) to the following person in the following manner:

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S.NO	NAME OF	NO OF	Consideration Payable on
	PERSON	SHARES	Application(including
			Premium)
1.	Anita Goyal	31,640	506240
2.	Dheerandra Goyal	61,780	988480
3	Dheerandra Goyal HUF	332	5312
4	Rameshwar Dayal Goyal	8,325	133200
	Total	102,077	16,33,232

RESOLVED FURTHER THAT the said Equity Shares shall rank pari-passu with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT Private placement offer cum application letter for the issuance of equity shares as placed before the meeting, be and is hereby approved and Mr. **Dheerandra Goyal** Director of the company be and is herby severally authorized on the behalf of the Company to sign, issue, circulate the offer to above mentioned persons and to make amendments in the Offer Letter (if required).

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such deeds, document and writings, as it may in its absolute discretion deem necessary or incidental, and pay such fees and incur such expenses in relation thereto as it may deem appropriate."



ITEM NO. 6

APPROVAL FOR ALTERATION OF OBJECT CLAUSE III TO THE MEMORANDUM OF ASSOCIATION OF COMPANY

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provision of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approval of Registrar of Companies, or any Statutory or Regulatory authority, as may be necessary, approval of the members of the company be and is hereby accorded for alteration in existing object clause of the Memorandum of Association of the company by deleting clause III(A)(1) and clause III(A)(2) and substituting with new object clause III(A)(1) and clause III(A)(2) and inserting new clause III(A)(3) in main object clause as under:

NEW CLAUSE III (A)-

- (1) To carry on and undertake the business of all types of financing including Gold loan vehicle loan, hypothecation of vehicle loan and mortgage of immoveable properties, to lend and advance money or give credit on any terms or mode and with or without security to any individual, firm, body corporate or any other entity and other types of loans and operations incidental thereto, to provide consultancy or advisory services related to project finance and personal finance, loan syndication, structured debt syndication, debt restructuring and advisors on all aspect of corporate financial and commercial matters or in any other manner and to carry on the business of Non-Banking Finance Company without carrying on any business of banking as defined by the Banking Regulation Act, 1949 or any statutory modification thereof.
- (2) To carry on the business of investment in shares and securities, immovable properties and to purchase, sell, acquire, exchange, surrender, underwrite, transfer, lease, mortgage, charge, convert, dispose off or otherwise deal in all securities, issued by any company, Central or State government or any other body whether incorporated or not.
- (3) To carry on the business of insurance corporate agent code, insurance broking and Colending.

RESOLVED FURTHER THAT Board of directors of the company be and is hereby authorized to take all necessary actions, steps, matters and things as may be necessary and expedient to give effect to the aforesaid resolution including to file any forms and documents."

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NOTES:

6.

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1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

2. Members are requested to bring their attendance slip along with their copy of Annual

Report to the Meeting.

3. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

4. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days,

during business hours up to the date of the Meeting.

Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company's registered office.

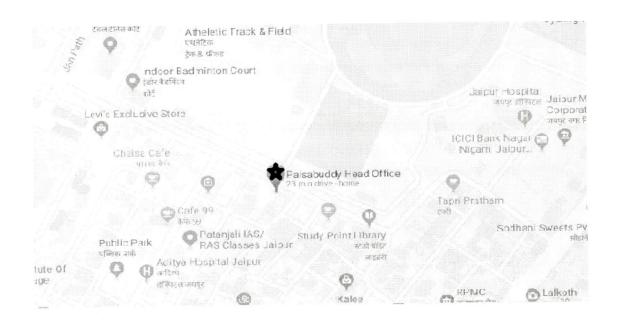
The complete particulars of the venue of the meeting including route map and prominent

land mark for easy location are as given under:

<u>Venue of the meeting:</u> C-24-A, First Floor, Pankaj Singhvi Marg Lal Kothi, Near Vidhan Sabha Jaipur Rajasthan-302015

Landmark: Paisabuddy is the landmark.

Route Map: The full route map is attached with the notice:



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Explanatory Statement as required under Section 102 of the Companies Act, 2013

ITEM NO. 3

INCREASING THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CLAUSE V TO THE MEMORANDUM OF ASSOCIATION OF COMPANY

Keeping in view the progressive business and working of the company and future needs of the company, your Board of directors has at their meeting held decided to increase its authorized share capital independently from 6,00,00,000/- (Rupees Six Crores Only) divided into 6,00,000 equity shares of Rs.100/- each to Rs. 20,00,00,000/- (Rupee Twenty Crore Only) divided into 20,00,000 equity shares of Rs.100/- each by creation of 14,00,000 equity shares of Rs.100/- each and ranking pari passu with the existing shares of the company.

And as per the provision of section 61 read with section 13 and other applicable provisions, if any, of the Companies Act, 2013, increasing the authorized share capital of the company independently by the company requires approval of members by ordinary resolution in general meeting. So your Board of directors commends the proposed resolution for your approval in this Annual General meeting and also for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered as set out in the accompanying Notice.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increasing the Authorized Share Capital and for the alteration of capital clause of the Memorandum of Association of the Company.

None of the Directors of the Company is concerned or interested in the said Resolution except to the extent of their shareholding, if any, in the company.



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4 & 5

TO CONSIDER AND APPROVE THE ISSUE OF EQUITY SHARES AND PARTLY PAID UP EQUITY SHARES ON PRIVATE PLACEMENT BASIS

The Board of Directors ("Board") of the Company has informed that your company wants to enhance its business moreover company offering or making an invitation to subscribe to securities on a private placement basis to support in setting up the abovementioned object.

Therefore the Board had approved the offer and issue of 1,006,762 /- (Ten Lac Six Thousand Seven Hundred Sixty Two Only) Equity Shares out of which 9,04,685/- (Nine Lac Four Thousand Six Hundred Eighty Five) Equity Shares of Rs. 100/- (Hundred Each Only) each at Premium of Rs. 66/- (Sixty Six Rupees Only) each aggregating upto Rs. 15,01,77,710/- (Fifteen Crore One Lakh Seventy Seven Thousand Seven hundred Ten Rupees Only) on fully paid basis and 1,02,077/-(One Lakh Two Thousand Seventy Seven) Equity Shares of Rs. 100/- (Hundred Each Only) each, issued at price of Rs. 166 per share (including Premium of Rs. 66/- (Sixty Six) per share on partly paid up basis wherein applicants is required to pay Rs.16/-per Equity Share on application out of which Rs. 6 amounting to Rs. 6,12,462(Six Lakh Twelve Thousand Four hundred Sixty Two) being adjusted toward the face value of equity shares and Rs.10 and amounting to Rs.10,20,770(Ten Lakh Twenty Thousand Seven Hundred Seventy) being adjusted towards the share premium account and remaining Amount in Rs. 1,53,11,550 (One Crore Fifty Three Lakh Eleven Thousand Five hundred Fifty) will be payable on one or more call as per the decision of Board of Directors) in their meeting held on Tuesday, August 31st, 2021, subject to approval to the members by special resolution, proposal for raising of funds up to an amount of Rs. 16,71,22,492.00/- (Sixteen Crore Seventy One Lakhs Twenty Two thousand Four Hundred Ninety Two Only) by way of issue of equity shares on a private placement basis.

A Statement of disclosure as required under Rule 13 (2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are as under:



Sr. No.	Particulars	Details
1.	Particulars of the offer including the date of passing of the Board Resolution	,
		Date of passing Board Resolution: August 31st, 2021
2.	Objects of the Issue	The offer is made with an objective to meet business requirements for which the Company requires an infusion of fresh funds in the form of additional capital.
3.	Kinds of securities offered and the price at which security is being offered	1. Equity shares at Rs. 166 (Including Rs. 100 Face value and Rs 66/- as Premium per share).
4.	Total Number of Securities to be Issued	1,006,762 /- (Ten Lac Six Thousand Seven Hundred Sixty Two Only)
5.	The Price or the Price band at/within which the allotment is proposed	The equity shares are proposed to be issued at Rs. 166/- (Rs. 66/- as Premium per share)
6.	Basis on which the price has been arrived at along with report of the registered valuer	As mentioned in the enclosed copy of the Valuation Certificate issued by Sandeep Kumar Jain
7.	Name and address of the valuer who performed the valuation	Sandeep Kumar Jain 23 ka 1 Jyoti Nagar, Pankaj Singhvi Marg, Jaipur-302004

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8.	Relevant date with reference to which the price has been arrived	31st March, 2021 Har Kadam Par
9.	The class or classes of person to whom allotment is proposed to be made	,
10.	Intention of Promoter, Directors or Key managerial person to subscribe to the offer	Promoter, Directors or Key managerial person also intent to subscribe to the offer
11.	The Proposed time within which the allotment shall be completed	The Company shall complete the issue and allotment of equity shares within 60 days from the date of receipt of application money.
12.	Material Terms of raising of such securities	Allotment of equity shares proposed to be issued at Rs. 166/- (Including Rs. 66/- as Premium per share)
13.	The change in control, if any, in the company that would occur consequent to the Issue	There will be no change in the control in the Company consequent to the Issue.
14.	The number of Persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Nil
15.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable
16.	The names of the proposed Allottees and the percentage of post preferential offer capital that may be held by them;	Names of the proposed Allottees proposed a percentage of Post preferential capital
	The art of them?	Anita Goyal 3.143%
		Dheerandra Goyal 5.977%
		Dheerandra Goyal HUF 0.033%
		Rameshwar Dayal Goyal 0.827%
		Manorama Koolwal 8.00%
	PaisaBuddy Finan	Suresh Chander koolwal 32.336%

PaisaBuddy Finance Private Limited

(Formorly known as Gurudev Savings and Hire Purchase (India) Pvt. Ltd.)
CIN No.: U65991R11996P1C059/38

Registered Office: First Floor, C-24A, Pankaj Singhvi Marg, Near Vidhansabha, Lalkothi, Jaipur-302015 Tel.: (91-141) 4921100, 7230074650 E-mail Id: info@paisabuddy.com • www.paisabuddy.com

	·			B	PaisaBu		
			Suresh Chande	er Kool <mark>wal HU</mark> F 8	3.00% Addam Par		
			Rimpi Khande	lwal	8.00%		
			Arpit Khandel	wal 3	33.684%		
17.	The change in control, if any, in the company that would occur consequent to the preferential offer;		Not Applicable				
18.	principle terms of securities	principle terms of assets charged as securities		Not Applicable			
19.	The pre-issue and format:	d post issue shareho	olding pattern o	f the company in	the following		
Sr. No.	Category	Category Pre- Issue		Post- Issue			
		No. of Shares held	% of share holding	No. of Shares held	% of share holding		
A.	Promoters Holdin	g:					
1.	Indian:						
	Individual	3,10,725	61.69	10,87,477	72.00		
	HUF	-	-	-	-		
	Bodies Corporate	-	-	-	-		
	Sub Total	3,10,725	61.69	10,87,477	72.00		
2.	Foreign Promoters	-	-	-	-		
	Sub Total (A)	3,10,725	61.69	10,87,477	72.00		
B.	Non-Promoters Ho	olding:	1	1			
	Institutional						
	Investors						
	Non- Institution	-	-	-	-		
	Private Corporate Bodies	-	-	-	-		

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Directors and relatives	1,36,662	27.13	3,01,636	Har Kadam Par Sath 19.97
Indian Public	-	-	-	-
Others (including NRIs) (HUF)	56,298	11.18	1,21,334	8.03
Sub Total(B)	1,92,960	38.31	4,22,970	28.00
Grand Total	5,03,685	100.00	15,10,447	100.00

In accordance with the provision of Section 42 and 62(1)(c) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain prior approval of the members by way of special resolution, for each of the offers or invitation.

The approval of the members is accordingly being sought by way of special resolution under section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 made there under.

The Directors recommend the aforesaid resolution for the approval by the members as a special resolution.

None of the directors and their relatives is in any way concerned or interested, financially or otherwise in the resolution set out in the notice.



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

FOR ITEM No. 6

Alteration of Clause III to the Memorandum of Association of Company

This is to inform to all members that company is incorporated for carrying the business of finance hire purchase requirements of buses, lories etc, purchasing and letting on lease or hire in any part of India or abroad all kinds of machinery etc. and now the company is expending its financial activities in different area for which its required to alter its object clause. And further company is also planning to start business of Corporate Agent code, insurance broking and co-lending. So your board of directors has decided to alter object clause according to cope up with the nature of working.

So therefore, The company is proposed to alter its existing object clause of the Memorandum of Association of the company by deleting clause III(A)(1) and clause III(A)(2) and substituting with new clause III(A)(1) clause III(A)(2) and insert new clause III(A) (3) in main object clause in Memorandum of Association of the company which can be carried out more efficiently and economically by the Company.

So therefore now in terms of the provisions of section 13 and Companies (Incorporation) Rules, 2014, your Board of directors proposes the resolution (Alteration of Clause III to the memorandum of Association of company) for your approval in this general meeting.

None of the Directors of the Company is concerned or interested in the said resolution except to the extent of their shareholding in the company.



PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Form No. MGT-11

CI	N	:	U65991RJ1996PTC059738
Name of the Company		:	Paisabuddy Finance Private Limited
Re	gistered office	:	C-24-A, First Floor, Pankaj Singhvi Marg Lal Kothi, Near Vidhan Sabha Jaipur Rajasthan- 302015
Name of the member(s)		:	
Re	gistered address	:	
En	nail ID	:	
Folio No./DP ID Client ID		:	
	We, being the member(s) ofpoint:	_ s]	hares of the above named Company, hereby
1)	Name :	1	Address:
	Email ID :	5	Signature :
	or failing him		
2)	Name:	A	Address:
	Email ID:	S	Signature :
	or failing him		
3)	Name:	A	Address:

PaisaBuddy Finance Private Limited

(Formerly known as Gurudev Savings and Hire Purchase (India) Pvt. Ltd.)



3) Name:

Address:

Email ID:

Signature:

as my/our proxy to attend and vote, (on a poll) for me/us and on my/our behalf at the Annual General meeting of the Company, to be held on FRIDAY, 24TH DAY OF SEPTEMBER, 2021 at 11 a.m. at the registered office of the Company at C-24-A, First Floor, Pankaj Singhvi Marg Lal Kothi, Near Vidhan Sabha Jaipur Rajasthan- 302015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary business:

- 1. Audited financial statement of the Company for the financial year ended 31st March, 2021 and the reports of the Directors and Auditors thereon
- 2. Appointment of Auditors and fix their remuneration

Signed this_____ day of _____ 2021

Signature of member(s) Signature of proxy holder(s)

Affix revenue

Stamp of Rs. 1

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

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