

NOTICE

Dear Sir/Madam,

Notice is hereby given that the Ninth Annual General Meeting of M/s. Veritas Finance Private Limited ("**Company**") is scheduled to be held at the registered office of the Company i.e., SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28-C35, CIPET Road, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600032 on Monday, 10th June 2024 at 10:00 A.M.

The agenda items for the meeting and the explanatory statement for the agenda items are given below in detail.

The meeting is scheduled to transact the following business:

ORDINARY BUSINESS:

1) ADOPTION OF AUDITED ACCOUNTS TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS' THEREON:

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

RESOLVED THAT the audited financial statements including statement of Profit and Loss Account, Balance Sheet of the Company as on March 31, 2024, along with the Notes thereon, Schedules thereto, Cash Flow Statements, Board's Report, and the Auditors' Report as on that date be and are hereby approved and adopted.

2) APPOINTMENT OF STATUTORY AUDITORS 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, in accordance with the provisions of Sections 139 to 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, rules, directions issued by any other regulatory authorities, if any, M/s. S.R Batliboi & Associates LLP, Chartered Accountants, (Firm's Registration No. 101049W/E300004), be and are hereby appointed as the Statutory Auditors of the Company, to hold such office for a period

Veritas Finance Private Limited

SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28 - C35,
CIPET Road, Thiru Vi ka Industrial Estate, Guindy, Chennai 600032.
Tel: 044 46150011; web: www.veritasfin.in; email: corporate@veritasfin.in
CIN: U65923TN2015PTC100328

☎ : 044 4615 0011 ¹
🌐 : www.veritasfin.in
✉ : corporate@veritasfin.in

of three years from the date of conclusion of Ninth Annual General Meeting of the company till the conclusion of the Twelfth Annual General Meeting of the Company to be held in the year 2027, subject to such modifications as required under extant RBI regulations as applicable from time to time.

RESOLVED FURTHER THAT approval be and is hereby accorded for payment of such statutory audit fees/remuneration plus GST as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors have recommended in this behalf for financial year 2024-25 based on the recommendation of the Audit Committee and the Board of Directors of the Company be and are hereby authorised to alter and vary the terms and conditions of appointment, including revision in the remuneration during the remaining tenure of their appointment, in such manner and to such extent as may be mutually agreed with the Statutory Auditors based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary, be and are, hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to give effect to the aforesaid resolution and filling of necessary form(s)/application(s) with the applicable regulators including Ministry of Corporate Affairs and to comply with the all-other requirements in this regard as deemed expedient.

RESOLVED FURTHER THAT in accordance with the provisions of Section 21 of the Companies Act, 2013, a Certified True Copy of this resolution be furnished as required under the signature of the Company Secretary of the Company.

SPECIAL BUSINESS:

3) TO APPROVE THE RECLASSIFICATION OF AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION (MOA):

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 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof)

Veritas Finance Private Limited

SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28 - C35,
CIPET Road, Thiru Vi ka Industrial Estate, Guindy, Chennai 600032.
Tel: 044 46150011; web: www.veritasfin.in; email: corporate@veritasfin.in
CIN: U65923TN2015PTC100328

☎ : 044 4615 0011 2
🌐 : www.veritasfin.in
✉ : corporate@veritasfin.in

the existing Authorized Share Capital of the Company of Rs.202,00,00,000/- (Rupees Two Hundred and Two Crores Only) divided into:

- a) 13,69,80,000 (Thirteen Crores Sixty-Nine Lakhs and Eighty Thousand) Equity Shares of face value of Rs. 10/- each aggregating to Rs. 136,98,00,000/- (Rupees One Hundred and Thirty Six Crores and Ninety Eight Lakhs Only)
- b) 1,39,22,368 (One Crore Thirty-Nine Lakhs Twenty-Two Thousand Three Hundred and Sixty-Eight) Preference Shares of Rs. 15/- each aggregating to Rs.20,88,35,520/- (Rupees Twenty Crores Eighty-Eight Lakhs Thirty-Five Thousand Five Hundred and Twenty Only) and
- c) 4,41,36,448 (Four Crores Forty-One Lakhs Thirty-Six Thousand Four Hundred and Forty-Eight) Preference Shares of Rs. 10/- each aggregating to Rs. 44,13,64,480/- (Rupees Forty-Four Crores Thirteen Lakhs Sixty-Four Thousand Four Hundred and Eighty Only).

be and is hereby reclassified to:

- a) 20,20,00,000 (Twenty Crores and Twenty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.202,00,00,000/- (Rupees Two Hundred and Two Crores Only).

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

'V. The Authorized Share Capital of the Company is Rs.202,00,00,000/- (Rupees Two Hundred and Two Crores) divided into 20,20,00,000 (Twenty Crores and Twenty Lakhs Only) Equity Shares of face value of Rs. 10/- each, with all the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the company and with the power to increase or reduce the capital of the company and divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 2013) and attach thereto respectively such preferential, qualified or special rights, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the company for the time being in force.'

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary, be and are, hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to give effect to the aforesaid resolution and filling of necessary form(s)/application(s) with the applicable regulators including Ministry of Corporate Affairs and to comply with the all-other requirements in this regard as deemed expedient.

Veritas Finance Private Limited

SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28 - C35,
CIPET Road, Thiru Vi ka Industrial Estate, Guindy, Chennai 600032.
Tel: 044 46150011; web: www.veritasfin.in; email: corporate@veritasfin.in
CIN: U65923TN2015PTC100328

☎ : 044 4615 0011 ³
🌐 : www.veritasfin.in
✉ : corporate@veritasfin.in

RESOLVED FURTHER THAT in accordance with the provisions of Section 21 of the Companies Act, 2013, a Certified True Copy of this resolution be furnished as required under the signature of the Company Secretary of the Company.

4) TO APPROVE THE CONVERSION OF STATUS FROM PRIVATE LIMITED COMPANY TO PUBLIC LIMITED COMPANY:

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

RESOLVED THAT that pursuant to provisions under Sections 4, 5, 13, 14, 18 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, to the extent notified and/or as amended, read with Rule 33 of the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) the approval of the Members of the Company, be and is hereby accorded to convert the Company from 'Private Limited Company' into 'Public Limited Company'.

RESOLVED FURTHER THAT the Members be and hereby approve the change in the status of the Company to a Public Limited Company, and pursuant to the provisions of Section 18 of the Companies Act, 2013, read with Rule 33 of the Companies (Incorporation) Rules, 2014, as amended, the change in the Name of the Company from **"VERITAS FINANCE PRIVATE LIMITED"** to **"VERITAS FINANCE LIMITED"** by deletion of the word "Private" from the name of the Company, be and is hereby approved.

RESOLVED FURTHER THAT the Members be and hereby approve the word "Private" wherever appearing in the name of the Company in the Memorandum of Association and Articles of Association of the Company and such other papers and documents of the Company as relevant be and is hereby deleted.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary, be and are, hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to give effect to the aforesaid resolution and filling of necessary form(s)/application(s) with the applicable regulators including Ministry of Corporate Affairs and to comply with the all-other requirements in this regard as deemed expedient.

Veritas Finance Private Limited

SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28 - C35,
CIPET Road, Thiru Vi ka Industrial Estate, Guindy, Chennai 600032.
Tel: 044 46150011; web: www.veritasfin.in; email: corporate@veritasfin.in
CIN: U65923TN2015PTC100328

☎ : 044 4615 0011 4
🌐 : www.veritasfin.in
✉ : corporate@veritasfin.in

RESOLVED FURTHER THAT in accordance with the provisions of Section 21 of the Companies Act, 2013, a Certified True Copy of this resolution be furnished as required under the signature of the Company Secretary of the Company.

5) TO APPROVE THE ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

RESOLVED THAT that pursuant to provisions of Sections 4, 13, 61 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, to the extent notified and/or as amended, the consent of the Members of the Company, be and is, hereby accorded for substituting Name Clause (Clause I) in reference to the conversion of the Company from a Private Limited Company into Public Limited Company, for insertion of a new clause 45 in the Object Clause (Clause III B) and for substituting Capital Clause (Clause V), as in the existing memorandum of Association of the Company with the following Clauses:

"I. The Name of the Company is VERITAS FINANCE LIMITED"

"III B. 45. To commence and carry on all activities and servicing connected with General Insurance, Health Insurance, and Life Insurance products of Insurance Regulatory and Development Authority (IRDA) licensed insurance companies as defined under the Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015 (including amendments from time to time), to solicit and procure insurance business, as a composite and/or standalone corporate agent and to undertake such other activities ancillary/incidental thereto and to provide advisory services in the field of insurance including risk assessment and advisory, loss assessors assessment and related services, risk rating connected with underwriting, coordinate with insurance companies whether local or foreign on coverages to represent in all or any respect, to provide or arrange insurance coverage within or outside the country and to provide general consultancy services like scrutinising existing insurance coverages, pruning superfluous risk coverages, exploring eligible discounts etc., to enter into any tie-up of financial, technical or other nature with any concern whether in the country or outside provided that the above activities to be carried on subject to all laws and regulations as are in force from time to time."

"V. The Authorized Share Capital of the Company is Rs.202,00,00,000/- (Rupees Two Hundred and Two Crores) divided into 20,20,00,000 (Twenty Crores and Twenty Lakhs Only) Equity Shares of face value of Rs. 10/- each, with all the rights, privileges and conditions attached thereto as per the

Veritas Finance Private Limited

SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28 - C35,
CIPET Road, Thiru Vi ka Industrial Estate, Guindy, Chennai 600032.
Tel: 044 46150011; web: www.veritasfin.in; email: corporate@veritasfin.in
CIN: U65923TN2015PTC100328

☎ : 044 4615 00115
🌐 : www.veritasfin.in
✉ : corporate@veritasfin.in

relevant provisions contained in that behalf in the Articles of Association of the company and with the power to increase or reduce the capital of the company and divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 2013) and attach thereto respectively such preferential, qualified or special rights, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the company for the time being in force."

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary, be and are, hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to give effect to the aforesaid resolution and filling of necessary form(s)/application(s) with the applicable regulators including Ministry of Corporate Affairs and to comply with the all-other requirements in this regard as deemed expedient.

RESOLVED FURTHER THAT in accordance with the provisions of Section 21 of the Companies Act, 2013, a Certified True Copy of this resolution be furnished as required under the signature of the Company Secretary of the Company.

6) TO APPROVE THE ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY:

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

RESOLVED THAT that pursuant to provisions of Sections 5, 14 and any other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and rules and regulations framed thereunder including Companies (Incorporation) Rules, 2014, and in order to align the Articles of Association with the requirements of the Companies Act as applicable to Public Limited Company, the existing Articles of Association of the Company as placed before the Members, be and is, hereby substituted with the amended set of Articles of Association as duly placed before the Members of the Company and the same be approved and adopted by the Members as the Articles of Association in total exclusion and substitution of the of the Existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary, be and are, hereby severally authorised to do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to give effect to the above resolution including filling of necessary

Veritas Finance Private Limited

SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28 - C35,
CIPET Road, Thiru Vi ka Industrial Estate, Guindy, Chennai 600032.
Tel: 044 46150011; web: www.veritasfin.in; email: corporate@veritasfin.in
CIN: U65923TN2015PTC100328

☎ : 044 4615 0011 ⁶
🌐 : www.veritasfin.in
✉ : corporate@veritasfin.in

forms with the applicable regulators including Ministry of Corporate Affairs and to comply with all other requirements in this regard as deemed expedient.

RESOLVED THAT any one of the Directors of the Company or Company Secretary be and is hereby authorized to certify copies of the aforesaid resolutions for submission to the authorities as deemed fit.

By Order of the Board of Directors

For VERITAS FINANCE PRIVATE LIMITED

V. Aruna

Ms. V. Aruna

Company Secretary



Place: Chennai

Date: May 18, 2024

Veritas Finance Private Limited

SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28 - C35,
CIPET Road, Thiru Vi ka Industrial Estate, Guindy, Chennai 600032.
Tel: 044 46150011; web: www.veritasfin.in; email: corporate@veritasfin.in
CIN: U65923TN2015PTC100328

☎ : 044 4615 0011
🌐 : www.veritasfin.in
✉ : corporate@veritasfin.in

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and proxy need not be a member. The proxies should be lodged with the Company not later than 48 hours before the time fixed for the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed and forms part of this notice.
4. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the meeting is enclosed.
5. Attendance Slip is attached to this notice. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting. Alternatively, they may sign the attendance register maintained for this purpose at the Meeting.
6. Members who have not registered their e-mail addresses are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.



Veritas Finance Private Limited

SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28 - C35,
CIPET Road, Thiru Vi ka Industrial Estate, Guindy, Chennai 600032.
Tel: 044 46150011; web: www.veritasfin.in; email: corporate@veritasfin.in
CIN: U65923TN2015PTC100328

☎ : 044 4615 0011 ⁸
🌐 : www.veritasfin.in
✉ : corporate@veritasfin.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**Item No. 2: APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:**

1. M/s. Sundaram and Srinivasan, Chartered Accountants (Firm Registration Number: 004207S) was appointed as the Statutory Auditors of the Company for FY 2021-22, 2022-23, and 2023-24. Pursuant to the Circular on 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, and thereafter the FAQs on June 11, 2021, an audit firm can be appointed only for a tenure of three years and hence M/s. Sundaram and Srinivasan, Chartered Accountants, are not eligible for re-appointment.
2. On the recommendation of the Audit Committee ('the Committee') in their meeting held on April 25, 2024, after considerations of various parameters, the Board of Directors ('the Board') in their meeting held on April 25, 2024, has recommended for the approval of the Members, the appointment of M/s. S.R Batliboi & Associates LLP, Chartered Accountants, (Firm's Registration No. 101049W/E300004) as Statutory Auditors of the Company from the date of conclusion of ninth AGM of the company till the date of conclusion of the twelfth AGM of the company to be held in the year 2027 as required under extant RBI regulations as applicable from time to time.
3. The Company has received consent from M/s. S.R Batliboi & Associates LLP, Chartered Accountants, (Firm's Registration No. 101049W/E300004) under Sections 139 to 142 of the Companies Act, 2013 confirming their eligibility to be appointed as Statutory Auditors of the Company. As per the requirement of the Companies Act, 2013, M/s. S.R Batliboi & Associates LLP, Chartered Accountants, (Firm's Registration No. 101049W/E300004) have confirmed that the appointment if made would be within the limits specified under Section 141(3)(g) of the Act and the extant RBI guidelines.
4. Accordingly, members are requested to consider the same and accord their approval towards appointment of M/s. S.R Batliboi & Associates LLP, Chartered Accountants, (Firm's Registration No. 101049W/E300004) as Statutory Auditors of the Company for a term of three years.
5. None of the Directors other than Mr. Abhijit Sen, Independent Director, whose second tenure is getting completed on May 21, 2024, and who had also duly recused himself from the transaction of this agenda in the respective Board and the Committee meetings held on April 25, 2024, and/or Key Managerial Personnel of the Company and/or their respective relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 2 of the

Veritas Finance Private Limited

SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28 - C35,
CIPET Road, Thiru Vi ka Industrial Estate, Guindy, Chennai 600032.
Tel: 044 46150011; web: www.veritasfin.in; email: corporate@veritasfin.in
CIN: U65923TN2015PTC100328

☎ : 044 4615 0011g
🌐 : www.veritasfin.in
✉ : corporate@veritasfin.in

ITEM NO. 3: TO APPROVE THE RECLASSIFICATION OF AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION (MOA)

1. Pursuant to the Amended and Restated Shareholders' Agreement dated June 21, 2023, and the approval of the Board of Directors in its meeting held on September 15, 2023, all the shares of Series B, C, D & E Compulsorily Convertible Preference Shares (CCPS) have been converted to Equity shares of Rs. 10/- each.
2. Accordingly, the reclassification of the entire Preference Authorized Share Capital to Equity Authorized Share Capital is proposed as further issuance of preference shares by the Company is not envisaged and to enable accommodation for further equity capital infusion to save costs.
3. As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of members.
4. On reclassification of authorized capital, it would be necessary to amend Clause V of the Memorandum of Association. The resolution seeks approval of members to reclassify the Share Capital and to amend the said Clause.
5. The Board of Directors of the Company at its meeting held on April 25, 2024, have recommended the resolution for members' approval as a Special Resolution set out at item no. 3 of this Notice.
6. 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. 4-6:

4) TO APPROVE THE CONVERSION OF STATUS FROM PRIVATE LIMITED COMPANY TO PUBLIC LIMITED COMPANY.

5) TO APPROVE THE ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

6) TO APPROVE THE ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

- 1) The Company was incorporated as a Private Limited Company on April 30, 2015. It is engaged in the business of providing loans to Micro, Small & Medium Enterprises (MSMEs), including business loans secured by property, working capital loans as well as home construction loans, home loans and used vehicle loans. As the Company is approaching the forthcoming IPO, it is

Veritas Finance Private Limited

SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28 - C35,
CIPET Road, Thiru Vi ka Industrial Estate, Guindy, Chennai 600032.
Tel: 044 46150011; web: www.veritasfin.in; email: corporate@veritasfin.in
CIN: U65923TN2015PTC100328

☎ : 044 4615 0011 ¹⁰
🌐 : www.veritasfin.in
✉ : corporate@veritasfin.in

necessary to convert the status of the company from private limited company to public limited company.

- 2) Pursuant to the forthcoming IPO and conversion of status from private limited company to public limited company, Memorandum of Association of the Company would be altered by amending the following clauses:

(a) Name Clause – deletion of the word ‘private’

“I. The Name of the Company is VERITAS FINANCE LIMITED”

(b) Object Clause – Inclusion in ancillary objects for acting as a corporate agent.

“III B. 45. To commence and carry on all activities and servicing connected with General Insurance, Health Insurance, and Life Insurance products of Insurance Regulatory and Development Authority (IRDA) licensed insurance companies as defined under the Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015 (including amendments from time to time), to solicit and procure insurance business, as a composite and/or standalone corporate agent and to undertake such other activities ancillary/incidental thereto and to provide advisory services in the field of insurance including risk assessment and advisory, loss assessors assessment and related services, risk rating connected with underwriting, coordinate with insurance companies whether local or foreign on coverages to represent in all or any respect, to provide or arrange insurance coverage within or outside the country and to provide general consultancy services like scrutinising existing insurance coverages, pruning superfluous risk coverages, exploring eligible discounts etc., to enter into any tie-up of financial, technical or other nature with any concern whether in the country or outside provided that the above activities to be carried on subject to all laws and regulations as are in force from time to time.”

(c) Capital Clause – Reclassification of Authorized Share Capital by reclassifying Preference Authorized Share Capital to Equity Authorized Share Capital.

“V. The Authorized Share Capital of the Company is Rs.202,00,00,000/- (Rupees Two Hundred and Two Crores) divided into 20,20,00,000 (Twenty Crores and Twenty Lakhs Only) Equity Shares of face value of Rs. 10/- each, with all the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the company and with the power to increase or reduce the capital of the company and divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 2013) and attach thereto respectively such preferential, qualified or special

Veritas Finance Private Limited

SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28 - C35,
CIPET Road, Thiru Vi ka Industrial Estate, Guindy, Chennai 600032.
Tel: 044 46150011; web: www.veritasfin.in; email: corporate@veritasfin.in
CIN: U65923TN2015PTC100328

☎ : 044 4615 0011
🌐 : www.veritasfin.in
✉ : corporate@veritasfin.in

rights, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the company for the time being in force."

- 3) Further, the company is also required to adopt its Articles of Association in accordance with the framework of a Public Company.
- 4) The Board of Directors of the Company in their meeting held on April 25, 2024, approved the proposal to change the status of the company from Private Limited to Public Limited. As per the provisions of Sections 14 and 18 of the Companies Act, 2013, a Company can convert itself from one class to any other class by altering the Memorandum and Articles of Association of the company through Shareholder's Resolution.
- 5) Pursuant to the provisions of Sections 13 and 14 of the Act, any amendment to the Memorandum and Articles of Association requires consent of the members of the company.
- 6) The Board of Directors of the Company at its meeting held on April 25, 2024, have recommended the resolutions for members' approval as a Special Resolution set out at item no. 4, 5 and 6 of this Notice.
- 7) The copies of the existing and the proposed altered Memorandum and Articles of Associations of the Company and other relevant documents related to the above stated proposed resolutions will be available for inspection by the members at the Registered Office of the Company during the business hours up to the conclusion of the meeting and will also be made available at the meeting.
- 8) None of the directors and key managerial personnel and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolutions.



Veritas Finance Private Limited

SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28 - C35,
CIPET Road, Thiru Vi ka Industrial Estate, Guindy, Chennai 600032.
Tel: 044 46150011; web: www.veritasfin.in; email: corporate@veritasfin.in
CIN: U65923TN2015PTC100328

☎ : 044 4615 0011¹²
🌐 : www.veritasfin.in
✉ : corporate@veritasfin.in

VERITAS FINANCE PRIVATE LIMITED

CIN: U65923TN2015PTC100328

Registered Office: SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28-C35,
CIPET Road, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600032
Telephone: 044 4615 0011, E-mail: corporate@veritasfin.in

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]

Name of the Member	
Registered address	
Email Id	
Client Id & DP. Id	

I/We, being the member(s) of shares of Veritas Finance Private Limited, hereby appoint:

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 at the registered office of the Company on Monday, 10th June 2024, at 10:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1.	ADOPTION OF AUDITED ACCOUNTS_TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS' THEREON
2.	APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY
3.	TO APPROVE THE RECLASSIFICATION OF AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION (MOA)
4.	TO APPROVE THE CONVERSION OF STATUS FROM PRIVATE LIMITED COMPANY TO PUBLIC LIMITED COMPANY
5.	TO APPROVE THE ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY
6.	TO APPROVE THE ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

Signed this ____ day of ____ 2024.

Signature of Shareholder _____

Signature of Proxy holder _____

Affix
Revenue
Stamp

Note: 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.

ATTENDANCE SLIP

(PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL)

I hereby record my presence at the Ninth Annual General Meeting of the Company, Veritas Finance Private Limited, being held on Monday, 10th June 2024, at 10:00 A.M. at SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28-C35, CIPET Road, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600032.

Regd. Folio No:

DP ID / Client ID:

Full Name of the Shareholder in Block Letters:

No. of Shares held:

Name of the representative or proxy (if any) in Block Letters:

Signature of the Shareholder/Proxy/Representative*

Note:

1. Please fill this attendance slip and hand it over at the venue of the meeting.
2. Authorized Representatives of Corporate members shall produce proper authorization issued in their favor.
3. Photocopied/torn attendance slip will not be accepted.
4. This attendance slip is valid only in case shares are held as on the date of this General Meeting.

Route Map for the venue of Annual General Meeting

