VERITAS

NOTICE

Notice is hereby given that an Extraordinary General meeting (S.No.2/2022-2023) of the members of Veritas Finance Private Limited ("**Company**") is scheduled to be held on Friday, September 02, 2022, at 10:00 A.M. at the registered office of the Company i.e., SKCL Central Square 1, South Wing, 1st Floor, Unit # C28-C35, CIPET Road, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600032 to transact the following business.

Kindly make it convenient to attend the meeting.

SPECIAL BUSINESS:

1. To consider and approve the alteration to the Articles 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 the draft of the altered articles of association ("**Altered Articles**") of the Company incorporating the terms of the Second amendment to the Shareholders' Agreement (originally entered on February 27, 2020 and amended on March 25, 2021,) read with the Addendum to the Amended and Restated Shareholders' Agreement dated September 28, 2021 (hereinafter referred to as 'The Shareholders' Agreement'), entered by and between Veritas Finance Private Limited, Norwest Venture Partners X-Mauritius, British International Investment PLC (previously known as CDC Group PLC), Lok Capital Growth Fund, Caspian Impact Investment Adviser Private Limited, Kedaara Capital Fund II LLP, Growth Catalyst Partners LLC, Evolvence India Fund III Ltd and Mr. D. Arulmany and dated August 10, 2022 ("**SHA Amendment**") as tabled before the shareholders and initialed by the Chairman for identification purposes, be and is hereby approved and adopted in supersession and substitution of the existing articles of association of the Company.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013, including Section 5 of the Companies Act, 2013 and the rules enacted thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholders be and is hereby accorded for the existing articles of association of the Company to be altered with immediate effect and to supersede and substitute the existing articles of association.

RESOLVED FURTHER THAT Mr. D. Arulmany, Managing Director & CEO and Ms. V. Aruna, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution and to take all such steps which are incidental and ancillary in this connection.

RESOLVED FURTHER THAT a Certified True Copy of this resolution be furnished as required under the signature of the Company Secretary of the Company to anyone concerned or interested in this matter.

2. To undertake the transaction(s) for Securitization/Selling/Transfer/Direct Assignment of its receivables/book debts

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

RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder and the Articles of Association of the Company and such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded by way of a special resolution to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee duly constituted by the Board to exercise its powers conferred by this resolution) of the Company to pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, or transfer, sell and/or dispose of in any manner whatsoever, all or any of the immovable properties and/or movable assets (including in the form of book debts/receivables) (both tangible and intangible) of the Company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated, in favour of/to banks, financial institutions, mutual funds, insurance companies, non-banking financial companies, investors, debenture holders, lenders, or any other persons and/or their Agents or Trustees (whether in India or overseas) (together, the "**Lender(s)/Investor(s)**") to, *inter alia*, secure any borrowings, loans, external commercial borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s),

trustee(s), prepayment premium, all other costs, charges and expenses and all other amounts payable by the Company), or for any other purposes as the Board may deed fit from time to time, in terms of the relevant documents, entered into or to be entered into between the Company and any Lender(s)/Investor(s) in respect thereof, on such terms and conditions as may be agreed between the Company and any Lender(s)/Investor(s), provided that the maximum value of the assets/properties of the Company (whether movable or immovable) that are encumbered, sold, transferred and/or disposed of pursuant to this resolution does not exceed Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crores only) at any time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby severally authorized to negotiate, finalize and execute with the Lender(s) / Debenture Trustees / Financial Institutions such documents / agreements / undertakings / indemnities / guarantees as may be required and to propose / accept any modifications to the terms and conditions thereto and to do all such acts, deeds and things as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee and / or director(s) and / or officer(s) of the Company, to give effect to this resolution.

RESOLVED FURTHER THAT Mr. D. Arulmany, Managing Director and CEO and Ms. V. Aruna, Company Secretary and Compliance officer be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for all matters connected therewith and/or incidental thereto.

RESOLVED FURTHER THAT a Certified True Copy of this resolution be furnished as required under the signature of the Managing Director & CEO or the Company Secretary of the Company to anyone concerned or interested in this matter.

3. To amend the borrowing powers of the Board of Directors:

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

RESOLVED THAT in supersession of all earlier resolutions passed in this regard, pursuant to Section 180 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification and or re-enactment thereof) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to realign the borrowing powers of the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include

any Committee which the Board may constitute for this purpose) of the Company, to borrow for the purpose of business of the Company from time to time at their discretion, any sum or sums of money from any bank or financial institution, firm, mutual funds, insurance companies, non-banking financial institutions, body corporate or other persons, External Commercial Borrowings (ECB) (including External Commercial Borrowings in foreign denominated currencies from any foreign sources/ countries as prescribed by guidelines, if any, in this respect), borrowings by way of commercial papers, availing Standby Letter of Credit (SBLC), Non-Convertible Debentures (NCDs) and all types of fund and non-fund based facilities, outstanding at any point of time, as recommended by the Board in its meeting held on August 10, 2022, to the extent of Rs. 4000,00,00,000/- (Rupees Four Thousand Crores Only), notwithstanding that the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up capital of the Company and its free reserves and that the Board of Directors (which term shall be deemed to include any Committee thereof) be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit and be authorized to delegate all or any of its powers herein conferred to any Committee and / or director(s) and / or officer(s) of the Company, to give effect to this resolution.

RESOLVED FURTHER THAT from the above limit of Rs. 4000,00,00,000/- (Rupees Four Thousand Crores Only), Private placement of Non-Convertible Debentures be made to the extent of Rs. 1000,00,00,000/- (Rupees One Thousand Crores Only), the limit for borrowings by way of commercial papers is set to the extent of Rs.50,00,00,000/- (Rupees Fifty Crores only), and Rs. 2700,00,00,000/- (Rupees Two Thousand Seven Hundred Crores only), be used for borrowing from such person or persons including, banks, institutions, corporates, etc., including by issue of External Commercial Borrowings (ECB), availing Standby Letter of Credit (SBLC), all types of fund and non-fund-based facilities, the limit of Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crores only) be used for borrowing money through Securitization of its loan receivables, and/or to sell / transfer/ directly assign substantial assets including receivables / book debt of the Company, and the limits amounting to Rs. 2700,00,00,000/- (Rupees Two Thousand Seven Hundred Crores only), Rs. 1000,00,00,000/- (Rupees One Thousand Hundred Crores only) and Rs. 50,00,00,000/- (Rupees Fifty Crores only) be considered at outstanding levels, at any point of time.

RESOLVED FURTHER THAT Mr. D. Arulmany, Managing Director and CEO and Ms. V. Aruna, Company Secretary and Compliance officer be and are hereby severally authorized to do all such

acts, deeds and things as may be necessary for all matters connected therewith and/or incidental thereto.

RESOLVED FURTHER THAT a Certified True Copy of this resolution be furnished as required under the signature of the Managing Director & CEO or the Company Secretary of the Company.

4. Authorization for issuance and allotment of redeemable non-convertible debentures:

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

RESOLVED THAT, in supersession to the earlier resolutions passed in this regard, pursuant to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, for making offer(s) or invitation(s) to subscribe to secured/unsecured/subordinated, rated/unrated, listed/unlisted non-convertible debentures ("NCDs") on a private placement basis, in one or more tranches/series, for a period of 1 (one) year from the date hereof, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (including any committee and/or officers authorized by the Board of Directors thereof), based on the prevailing market condition.

RESOLVED FURTHER THAT the aggregate amount to be raised through the issuance of NCDs pursuant to the authority under this Resolution shall not exceed the overall limit of Rs. 1000, 00,00,000/- (Rupees One Thousand Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board"), be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this resolution.

5. To consider and approve the incorporation of a public charitable Trust to undertake the CSR activities 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 pursuant to the Memorandum of Association of the Company, Articles of Association of the Company, applicable provisions of the Companies Act, 2013, rules and regulations made thereunder, as applicable and such other approvals, sanctions and permissions of appropriate authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Shareholders of the Company, approval of the shareholders be and is hereby accorded for the incorporation of a Public charitable Trust by the Company, under the name of "Veritas Foundation" or such other name as may be approved by the Registrar or such other appropriate regulator(s) to undertake the CSR activities of the Company.

RESOLVED FURTHER THAT approval of the shareholders be and is hereby accorded to use the name "Veritas" by the public charitable Trust, to be incorporated under the name of "Veritas Foundation" or such other name as may be approved by the Registrar or such other appropriate regulator(s) at the time of registration.

RESOLVED FURTHER THAT the Trust shall be settled by the Company represented by Mr. D. Arulmany, Managing Director & CEO, and the Board of Directors of the Company be and is hereby authorized to contribute to the initial corpus of the Trust of an amount not exceeding Rs.10,00,000/- (Rupees Ten Lakhs only) pursuant to the provisions of Section 181, Section 179(3), and other applicable provisions, if any, of the Companies Act, 2013 or subject to such modification and re-enactment thereof, and the Board of Trustees shall be constituted with the following members as recommended by the Board:

1. Mr. D. Arulmany, Promoter, as the Managing Lifetime Trustee
2. A Trustee nominated by the Investors for a fixed tenure
3. A Trustee nominated by the Board for a fixed tenure
4. Such other number of Independent Trustees as deemed fit, with relevant experience, for a fixed tenure.

RESOLVED FURTHER THAT Mr. D. Arulmany, Managing Director & CEO, be and is hereby authorized to negotiate, approve, modify, agree, sign and execute the Trust Deed and/or related agreement(s), letter(s), undertaking(s) and/or other document(s) as they may deem fit to be executed in this regard, inform, sign and submit letters, disclosures, forms and papers of any description as may be

required to the statutory/regulatory authorities with regards the formation of the Trust as mentioned above and further do all such acts, deeds and things as may be considered necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT a Certified True Copy of this resolution be furnished as required under the signature of the Managing Director & CEO or the Company Secretary of the Company.

Thanking you,
By Order of the Board of Directors,

V.AD

Ms. V. Aruna
Company Secretary and Compliance Officer

Place: Chennai
Date: August 11, 2022

Veritas Finance Private Limited

SKCL Central Square 1, South Wing, 1st Floor,
Unit # C28-C35, CIPET Road, Thiru-Vi-Ka Industrial Estate,
Guindy, Chennai - 600 032. CIN : U65923TN2015PTC100328

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

VERITAS

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 EGM 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

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: To consider and approve the alteration to the Articles of Association of the Company

1. In order to incorporate the terms of the Second amendment to the Shareholders' Agreement entered by and between Veritas Finance Private Limited, Norwest Venture Partners X-Mauritius, British International Investment PLC, Lok Capital Growth Fund, Caspian Impact Investment Adviser Private Limited, Kedaara Capital Fund II LLP, Growth Catalyst Partners LLC, Evolvence India Fund III Ltd, and Mr. D. Arulmany and dated August 10, 2022, ("**SHA Amendment**"), the existing Articles of Association of the Company ("**Articles**") are required to be altered to reflect the relevant terms and conditions of the SHA Amendment and the altered Articles of Association of the Company is required to be adopted in substitution of the existing Articles.

2. The provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) require the Company to seek the approval of the members for alteration of its Articles by way of a special resolution.

3. A copy of the altered articles of the association is open for inspection at the registered office of the Company on all working days between 11.00 A.M. to 5.00 P.M.

4. None of the directors of the Company are interested in the proposed resolution.

5. In view of above, the Board through resolution passed in their meeting held on August 10, 2022, recommended the passing of the resolutions set out at item No. 1 as a Special Resolution.

Item No. 2: To undertake the transaction(s) for Securitization/Selling/Transfer/Direct Assignment of its receivables/book debts

1. To augment the medium-term resources and to diversify both the funding sources as well as new instruments, the company has reached out to various investors.

2. In this regard, it has been proposed to undertake multiple transactions for securitization of its loan receivables, selling, transferring, assignment of the receivables/book debts (together with any underlying security interest and contractual comfort (if any)) amounting to Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crores only) of the Company from time to time.

3. The sale / assignment / securitisation of the receivables may result into disposal of undertaking as defined in the explanation to Section 180(1)(a) of the Companies Act, 2013. Explanation of "undertaking" for the purpose of Section 180(1)(a) of the Act, shall mean an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

4. As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company shall not sell, assign its receivables / book debts without the consent of the members of the company accorded at the General Meeting by means of a 'special resolution'.

5. In view of the aforesaid, the Board of Directors at its meeting held on August 10, 202, has subject to the approval of shareholders, approved to sell, assign / securitize receivables as approved by the members pursuant to Section 180(1)(a) of the Act.

6. In this regard, the approval of the members is sought for sale / assignment / securitization of its receivables / book debt on such terms and conditions as may be determined by the Board of Directors (or committee or any other person authorized by the Board of Directors), depending on the prevailing market condition.

7. Accordingly, approval of the shareholders is being sought by passing the resolution set out in item no. 2 of this Notice as a Special Resolution.

8. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this Resolution.

Item No. 3: To amend the borrowing powers of the Board of Directors:

1. In order to meet the growth plans of the Company, Board of Directors ("Board") of the Company in its meeting held on March 24, 2022, recommended to the shareholders, pursuant to Section 180(1)(c) of the Companies Act, 2013, to increase the quantum of borrowing powers of the Board from Rs.3000,00,00,000/- (Rupees Three Thousand Crores Only) to Rs.4000,00,00,000/- (Rupees Four Thousand Crores Only).

2. The shareholders in the extraordinary general meeting held on April 18, 2022, approved the increase of borrowing powers of the Board to Rs.4000,00,00,000/- (Rupees Four Thousand Crores Only).

3. In order to accommodate the borrowings through issuance of commercial papers, the Board in its meeting held on August 10, 2022, has recommended to the shareholders, pursuant to Section 180(1)(c) of the Companies Act, 2013, to change the limits in the borrowing powers of the Board of Rs.4000,00,00,000/- (Rupees Four Thousand Crores Only) to include the limit of Rs. 50,00,00,000/- (Rupees Fifty crores only) for issuance of commercial papers. Further, the limits of Rs. 1000,00,00,000/- (Rupees One Thousand Crores Only) for non-convertible debentures and Rs. 2700,00,00,000/- (Rupees Two Thousand Seven Hundred Crores Only) for borrowings from banks, financial institutions and through other instruments have also been realigned as below:

Particulars	Existing Limits (in Rs. Crores)	Proposed Limits (in Rs. Crores)
Private placement of Non-Convertible Debentures (NCDs)	1600.00	1000.00
Borrowings from such person or persons including banks, institutions, corporates, etc., by way of External Commercial Borrowings (ECBs), availing Standby Letter of Credit (SBLC), and all types of fund and non-fund based facilities.	2400.00	2700.00
Borrowings by way of Commercial Papers	0.00	50.00
Total Direct Borrowings (in Rs. Crores) (outstanding at any point of time)	**4000.00**	**3750.00**
Securitization of its loan receivables, and/or to sell / transfer / directly assign substantial assets including receivables / book debt of the Company	0.00	250.00
Grand Total (in Rs. Crores)	**4000.00**	**4000.00**

4. Additionally, it has been proposed to undertake transaction(s) for securitization of its loan receivables, selling, transferring, assignment of the receivables/ book debts (together with any underlying security interest and contractual comfort (if any)) amounting to Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crores only) of the Company from time to time.

   While these transactions fall under 'sale of undertaking' of the Company as per Companies Act, 2013, the same is construed as indirect borrowings and accordingly the borrowing limits of the Board is realigned to accommodate the same. However, the existing approvals of the shareholders and the Board will continue to be in vogue till the date of amendment of the limits as set out in this resolution such that the utilization not to exceed the proposed limits.

5. Accordingly, approval of the shareholders is being sought to increase the quantum of borrowing powers of the Board by passing the resolution set out in item no. 3 of this Notice as a Special Resolution.

6. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this Resolution.

Item No. 4: Authorization for issuance and allotment of redeemable non- convertible debentures:

1. Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the Company is required to obtain the approval of its members by way of a special resolution, before making any offer or invitation for issuance of NCDs on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of NCDs by the Company for a period of 1 (One) year from the date on which the shareholders have provided the approval by way of the special resolution.

2. In supersession to the earlier resolutions passed in this regard, the Directors recommend the resolution for members' approval as a Special Resolution set out at item no. 4 of this Notice.

3. The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out here in below:

a) Particulars of the offer including date of passing of board resolution: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee and/or officers duly authorized by the Board of Directors thereof), from time to time.

b) Kinds of securities offered and price at which security is being offered: This special resolution is restricted to the private placement issuance of non-convertible debentures by the Company which may be secured/unsecured/subordinated, rated/unrated, listed/unlisted with the terms of each issuance being determined by the Board of Directors (including any committee and/or officers duly authorized by the Board of Directors thereof), from time to time, for each issuance.

c) Basis or justification for the price (including premium, if any) at which offer or invitation is being made: Not applicable.

d) Name and address of valuer who performed valuation: Not applicable.

e) Amount which the company intends to raise by way of such securities: As may be determined by the Board of Directors from time to time but subject to the limits approved under Section 42 of the Companies Act, 2013 of up to Rs. 1000,00,00,000/- (Rupees One Thousand Crores only);

f) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee and/or officers, duly authorized by the Board of Directors thereof), from time to time.

4. 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. 5: To consider and approve the incorporation of a public charitable Trust to undertake the CSR activities of the Company.

1. Rule 4(1) of the Companies (CSR Policy) Rules, 2014 provides the following eligible entities established by the company itself or along with any other company and registered under section 12A and 80G of the Income Tax Act, 1961, can act as an implementing agency for undertaking CSR activities:
   (i) A company established under section 8 of the Act, or
   (ii) a registered public trust or
   (iii) a registered society.

2. In order to undertake the CSR activities of the Company from the FY 2022-23 onwards, it has been proposed to incorporate a public charitable Trust by the Company which would be duly registered with the Registrar and as required under Income Tax Act, 1961.

3. As the Company is the settlor of the Trust represented by the Managing Director & CEO, the Board of Directors of the Company have recommended the resolution for members' approval as a Special Resolution set out at item no. 5 of this Notice.

4. Mr. D. Arulmany, Managing Director & CEO, is proposed to be the Managing Trustee of this Trust and a Board member nominated by the Board is proposed to be one of the Board of Trustees. None of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

For Veritas Finance Private Limited

V. AN

Company Secretary

Veritas Finance Private Limited

SKCL Central Square 1, South Wing, 1st Floor,
Unit # C28-C35, CIPET Road,Thiru-Vi-Ka Industrial Estate,
Guindy, Chennai - 600 032. CIN : U65923TN2015PTC100328

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

VERITAS FINANCE PRIVATE LIMITED

CIN: U65923TN2015PTC100328

Registered Office: SKCL Central Square 1, South Wing, 1st 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 Extraordinary General Meeting of the company, to be held at the registered office of the Company on Friday, the September 02, 2022, at 10:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	**Resolution**
1.	To consider and approve the alteration to the Articles of Association of the Company
2.	To undertake the transaction(s) for Securitization/Selling/Transfer/Direct Assignment of its receivables/book debts
3.	To amend the borrowing powers of the Board of Directors
4.	Authorization for issuance and allotment of redeemable non- convertible debentures
5.	To consider and approve the incorporation of a public charitable Trust to undertake the CSR activities of the Company

Signed this ____ day of _____ 2022.

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 Extraordinary General Meeting of the Company, Veritas Finance Private Limited, being held on Friday, September 02, 2022, at 10:00 A.M. at SKCL Central Square 1, South Wing, 1st 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:

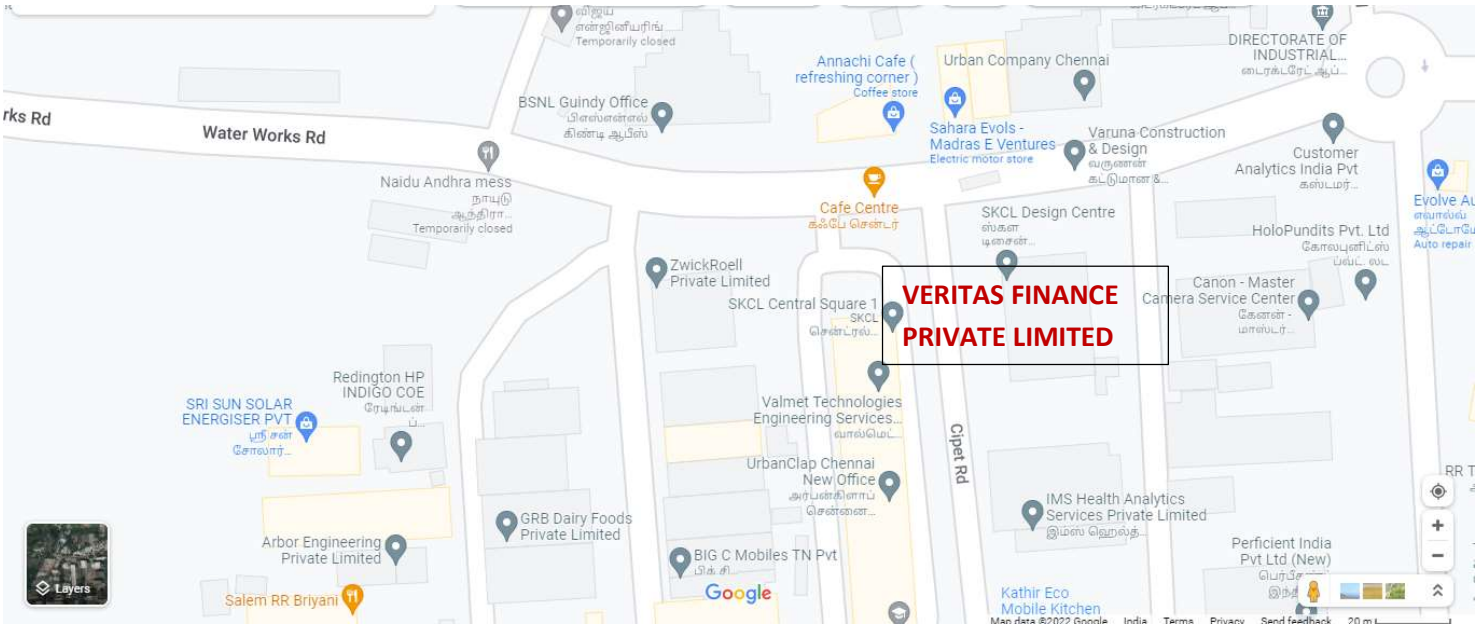
_____

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 the Extraordinary General Meeting.

Route Map for the venue of Extraordinary General Meeting



Address of the venue of the Extraordinary General Meeting:

SKCL Central Square 1, South Wing, 1st Floor, Unit # C28-C35, CIPET Road, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600 032

Landmark: Opposite to BSNL Office