VERITAS

NOTICE

Notice is hereby given that an Extraordinary General meeting (S.No.1/2022-2023) of the members of Veritas Finance Private Limited ("**Company**") is scheduled to be held on Monday, 18th April 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 increase 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 increase 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, body corporate or other persons, External Commercial Borrowings (ECB) in INR (including External Commercial Borrowings in foreign denominated currencies from any foreign sources/ countries as prescribed by guidelines, if any, in this respect), 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, from existing Rs.3000,00,00,000/- (Rupees Three Thousand Crores Only) as recommended by the Board in its meeting held on March 24, 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 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.

RESOLVED FURTHER THAT from the above enhanced 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. 1600,00,00,000/- (Rupees One Thousand Six Hundred Crores Only). The balance Rs. 2400,00,00,000/- (Rupees Two Thousand Four 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) in INR, availing Standby Letter of Credit (SBLC), all types of fund and non-fund based facilities, both limits amounting to Rs. 1600,00,00,000/- (Rupees One Thousand Six Hundred Crores Only) and Rs. 2400,00,00,000/- (Rupees Two Thousand Four Hundred Crores Only) respectively 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 Company Secretary of the Company.

2. 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 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. 1600, 00,00,000/- (Rupees One Thousand Six Hundred 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.

3. Regularization of Mr. Parin Nalin Mehta (DIN: 08528090) as Nominee Director 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 the provisions of Section 149, 152 and 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 read with rules thereunder, and Articles of Association of the company, Mr. Parin Nalin Mehta (DIN: 08528090) who was appointed as the additional director of the Company with effect from February 04, 2022, by the Board in its meeting on February 03, 2022, be and is hereby appointed as the Nominee Director of Kedaara Capital Fund II LLP.

RESOLVED FURTHER THAT Mr. D. Arulmany, Managing Director and CEO and Ms. V. Aruna, Company Secretary and 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.

Thanking you,
By Order of the Board of Directors

Ms. V. Aruna
Company Secretary and Compliance Officer

Place: Chennai
Date: March 25, 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

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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.

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ANNEXURE TO NOTICE

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

Item No. 1: To increase 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. Accordingly, approval of the Members is being sought to increase the quantum of borrowing powers of the Board by passing the resolution set out in item no. 1 of this Notice as a Special Resolution.

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

Item No. 2: 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 members have provided the approval by way of the special resolution.

   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 upto Rs. 1600,00,00,000/- (Rupees One Thousand Six Hundred 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.

2. The Directors recommend the resolution for members' approval as a Special Resolution set out at item no.2 of this Notice.

3. 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.3. Regularization of Mr. Parin Nalin Mehta (DIN: 08528090) as Nominee Director of the Company

1. Pursuant to the request received from the Investor, Kedaara Capital Fund II LLP, the Nomination and Remuneration Committee in its meeting held on February 03, 2022, recommended to the

Board the appointment of Mr. Parin Nalin Mehta (DIN: 08528090) as Additional Director of the Company.

2. Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved the appointment of Mr. Parin Nalin Mehta (DIN: 08528090) as Additional Director of the Company, effective February 04, 2022, in their meeting held on February 03, 2022, who shall hold office up to the ensuing Annual General Meeting of the Company. Since this extraordinary general meeting of the members has been scheduled, this regularization of the appointment of the Additional Director has been proposed at this general meeting instead of waiting till the Annual General Meeting.

3. Accordingly, approval of the shareholders is being sought to regularize the appointment of Mr. Parin Nalin Mehta (DIN: 08528090) as Nominee Director of Kedaara Capital Fund II LLP by passing the **ordinary resolution** set out in item no. 2 of this Notice according to the provisions of the Companies Act, 2013.

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

VERITAS

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 Monday, the 18th day of April 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 increase the borrowing powers of the Board of Directors.
2.	Authorization for issuance and allotment of redeemable non- convertible debentures.
3.	Regularization of Mr. Parin Nalin Mehta (DIN: 08528090) as Nominee Director 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.

VERITAS

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 Monday, April 18, 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:

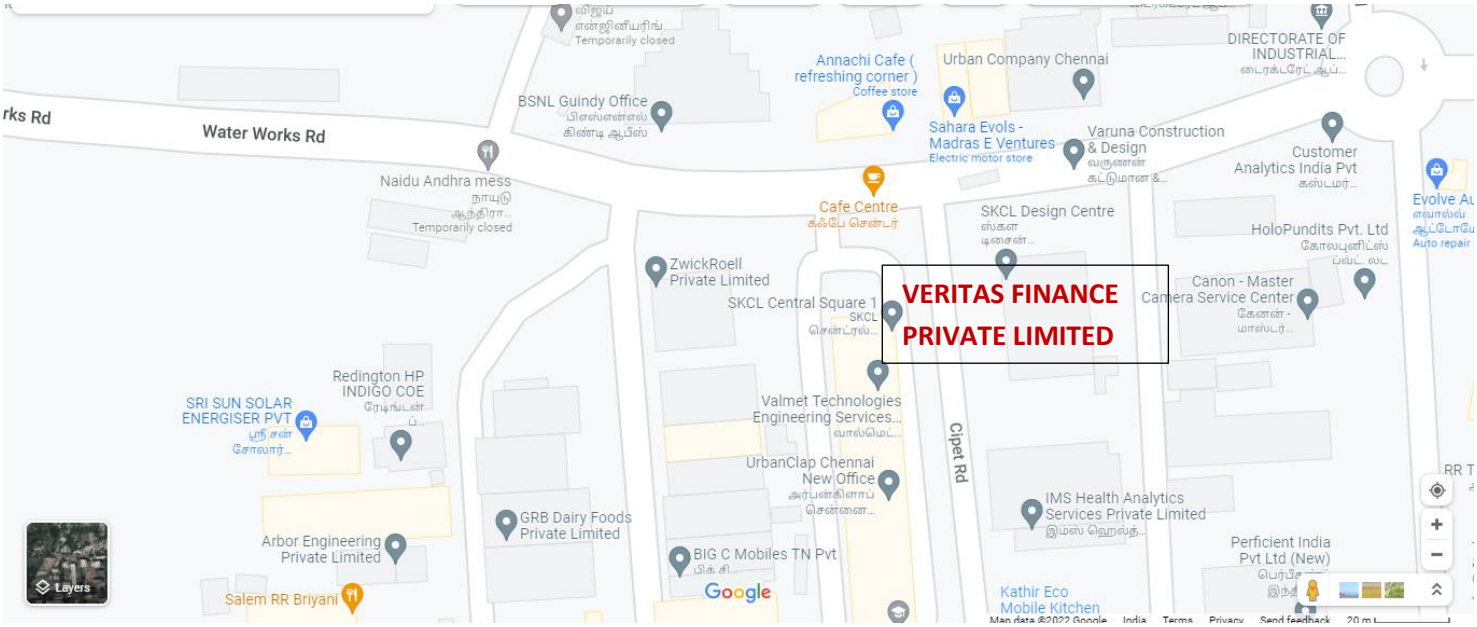
_____

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