

ZUARI FINSERV LIMITED

CIN No.: U45400GA2013PLC007383

Registered Office: Jai Kisaan Bhawan, Zuarinagar, Goa – 403726, India

Corp. Office: Plot No. 2, Zamrudpur Community Centre, Kailash Colony Ext., New Delhi – 110048

Tel: +91 11 46474000, Email: zfl@adventz.zuarimoney.com

NOTICE

NOTICE is hereby given that the 9th (Nineth) Annual General Meeting of the Members of Zuari Finserv Limited shall be held on Friday, 15th September, 2023 at 02:00 PM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS

Item No. 1

To consider, approve and adopt the Audited Financial Statements of the Company comprising the Balance Sheet as on March 31, 2023, Statement of Profit & Loss and Cash Flow Statement and Notes thereto for the financial year ended on March 31, 2023 together with the Report of the Board of Directors and Auditors’ thereon, by passing the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Audited Financial Statements of the Company for the financial year ended on March 31, 2023 and the Statement of Profit and Loss for the financial year ended on that date together with notes thereof along with the Auditors’ Report and the Directors’ Report be and hereby approved and adopted”

Item No. 2

To appoint a Director in place of Mr. Nishant Dalal (DIN: 08972330), who retires by rotation and, being eligible, offers himself for re-appointment, by passing the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 read with rules made thereunder Mr. Nishant Dalal (DIN: 08972330), Director of the Company, who retires by rotation and being eligible for the re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS

Item No. 3

Appointment of Mr. Sanjeev Lall as Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjeev Lall (DIN: 08740906), who was appointed as an Additional Independent Director with effect from May 09, 2023 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom

the Company has received a notice in writing under section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

By order of the Board of Directors
For **Zuari Finserv Limited**

Sd/-
Mayank Sharma
Company Secretary
M. No- A55646

Place: New Delhi
Date: August 02, 2023

NOTES:

The Ministry of Corporate Affairs (“MCA”) has vide its General Circular no. 10/2022 dated 28.12.2022 & General Circular No. 11/2022 dated 28.12.2022 (hereinafter collectively referred to as “MCA Circulars”) permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013, the Annual General Meeting of the Members of the Company is being held through VC/OAVM

2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the AGM is annexed hereto.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of the Companies Act, 2013 to attend and vote on their behalf at the AGM.
5. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
7. Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.

8. Relevant documents referred to in the accompanying notice, if any are open for inspection in electronic form by the members at the AGM and such documents, if any will also be available for inspection in electronic form at the registered office and copies thereof shall also be available for inspection in electronic form at the Corporate Office on all working days from 10:00 a.m. to 12:00 noon up to the date of the AGM.

9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be made available electronically at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.

INSTRUCTIONS FOR SHAREHOLDERS TO ATTEND THE AGM THROUGH VC/OAVM

1. Facility of joining the AGM through VC / OAVM shall be opened 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the ZOOM application. Shareholders are requested to download ZOOM application through <https://zoom.us/download>
2. Steps to join the meeting:
Step-1: Open the zoom application on your laptop/tablet.
Step-2: Click on the "Join a meeting" tab in the Application or Click link/or copy link in your web: <https://zoom.us/j/7754857835?pwd=WGJKSkdTa3JXSVo4Q3ZicTJMYVBxZz09>
Step-3: Enter **Meeting ID - 775 485 7835** and also enters your name and click on the "Join" tab.
Step-4: Enter the **Password - 12345** and you will be directed to the meeting window.
3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimize / mitigate any kind of aforesaid glitches.
6. Members who need assistance before or during the AGM, or have any queries or issues with respect to downloading ZOOM application or joining the meeting is requested to write an email to mayanks@adventz.zuarimoney.com or call 011-46474000, Ext. 302.

By order of the Board of Directors
For **Zuari Finserv Limited**

Sd/-
Mayank Sharma
Company Secretary
M. No- A55646

Place: New Delhi
Date: August 02, 2023

Explanatory Statement under Section 102(1) of the Companies Act, 2013

Item No. 03:

Mr. Sanjeev Lall was appointed as an Additional Independent Director of the Company with effect from May 09, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, Mr. Sanjeev Lall holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Sanjeev Lall holds degree in MA (Economics) from Delhi School of Economics. He also holds PGDBM (MBA) from XLRI, Jamshedpur. Mr. Sanjeev Lall is an Entrepreneurial strategic leader and proven organization builder – spanning brand, reputation, customers & business, and talent & teams with a successful track record of more than 30 years in Investment Banking, Corporate / Mid-market / SME Banking and Consulting.

He has successfully managed large bank balance sheets (USD 12B) with Revenues in excess of USD 300M and ensured its rotation through successful structured transactions with various Commercial Banks and Development Financial Institutions. His areas of expertise includes Commercial Banking, Corporate Credit Risk, Profit & Loss Management, Business Leadership, Strategic Planning, Restructuring and Developing a lending Fintech.

He is also on the Board of Mirae Asset Financial Services (India) Private Limited and Wonne Advisory Services (OPC) Private Limited. He has worked in various positions in DBS Bank, Mumbai including Managing Director & Head Institutional Banking Group and Branches – India, Managing Director & Head Branches and MM & SME Banking – India and Sr. Vice President and Head Enterprise Banking Group (MM and SME) – India and during his tenure of more than 12 years he was involved in structuring the Corporate Bank and its processes which resulted in significant increased presence of DBS Bank in India. The Corporate banking business grew to becoming the 4th largest foreign Corporate Bank despite being a late entrant in the country. He also successfully set up the SME and Midmarket Corporate businesses for DBS Bank in India, resulting in improved corporate business ROE and additional revenue stream of USD 50M. Prior to DBS Bank he held the position of Vice President & Regional Manager West, Corporate Bank & Country Head Liabilities – India of Credit Lyonnais and also held various positions in G.E. Capital Services India including the Head – Credit Risk, Middle Market and Commercial Transportation Finance – India.

Mr. Sanjeev Lall is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. Further, the Company has received notice in writing from Zuari Industries Limited (formerly Zuari Global Limited) proposing his candidature for the office of Independent Director of the Company.

The Board is of the view that the appointment of Mr. Sanjeev Lall as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 3 for approval by the members of the Company.

Mr. Sanjeev Lall is concerned or interested in the resolution of the accompanying notice relating to his own appointment.

Except Mr. Sanjeev Lall and his relatives, none of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By order of the Board of Directors
For **Zuari Finserv Limited**

Sd/-
Mayank Sharma
Company Secretary
M. No- A55646

Place: New Delhi
Date: August 02, 2023