

NOTICE

Notice is hereby given that Extra-Ordinary General Meeting of the Shareholders of **Growth Source Financial Technologies Private Limited** will be held at a shorter notice on Monday, July 5, 2021 at Registered Office at 101 B & C, 1st Floor, A-Wing, Fortune 2000 Building, Plot No. C-3, Bandra Kurla Complex (BKC), Bandra (East), Mumbai 400 051 to transact the following business:

1. TO APPROVE OFFER AND ISSUE OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES BY THE COMPANY BY WAY OF RIGHTS ISSUE

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

“**RESOLVED THAT** pursuant to the Sections 55, 62(1)(a), and 179(3) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014; the Companies (Share Capital and Debentures) Rules, 2014 and other relevant provisions there under, (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to the receipt of the subscription amount from the respective investors, the consent of the shareholders be and is hereby accorded for offering and issuing an aggregate of 3,23,48,003 (Three crores twenty three Lakh forty eight thousand and three) Compulsorily Convertible Preference Shares (“**CCPS**”) of face value of INR 10 (Indian Rupees Ten only) at a premium of INR 225/- (Indian Rupees Two Hundred and Twenty Five Only) for an aggregate subscription amount of INR 7,60,17,80,705/- (Indian Rupees Seven hundred & sixty crores seventeen lakhs eighty thousand seven hundred and five only) on a rights issue basis, on the following terms:

Priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares	In terms of distribution of proceeds on liquidation and dividend, CCPS to be given priority over the equity shares, in accordance with the applicable law
Participation in surplus fund	As per the terms of issuance in Annexure A
Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	As per the terms of issuance in Annexure A
Payment of dividend on cumulative or non-cumulative basis	Non-cumulative
Conversion of preference shares into equity shares	Subject to applicable law and the terms of issuance set out in Annexure A, the preference shares will be converted in the ratio of 1 (one) Equity Share for 1 (one) CCPS
Voting rights	The holders of CCPS shall be entitled to the same number of votes for each Equity Share which would be issued upon conversion of the CCPS at the then applicable conversion rate. However, prior to the conversion, the holders of CCPS shall be entitled to 1 (one) vote per CCPS.
Redemption of preference shares	The preference shares are convertible

Growth Source Financial Technologies Private Limited

Registered / Corporate Office Address: 101 B & C, 1st Floor, A-Wing, Fortune 2000 Building, Plot No. C-3, G Block, Bandra Kurla Complex (BKC), Bandra (East), Mumbai 400 051 Maharashtra

CIN: U65999MH2019PTC323293 E-mail Id : info@growthsourceft.com Telephone No.:022 6855 2800 Website:

www.growthsourceft.com

Customer Service E-mail ID: customerservice@growthsourceft.com



**GROWTH
SOURCE™**

RESOLVED FURTHER THAT the consent of the Shareholders be and is hereby accorded to approve the terms and conditions of the issue as set out in “Annexure A” for the proposed issue of these securities on a rights issue basis, the draft of which was provided to the Shareholders for their review, to subscribe to the CCPS being offered by the Company.

RESOLVED FURTHER THAT any Director of the Company, Chief Financial Officer (CFO) & Company Secretary be and is hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties.”

//Certified True Copy//

For **Growth Source Financial Technologies Private Limited**

Jimit B. Shethwala

Jimit Shethwala
Company Secretary
Membership No.: A57962



Date: July 5, 2021

Place: Mumbai

Growth Source Financial Technologies Private Limited

Registered / Corporate Office Address: 101 B & C, 1st Floor, A-Wing, Fortune 2000 Building, Plot No. C-3, G Block, Bandra Kurla Complex (BKC), Bandra (East), Mumbai 400 051 Maharashtra

CIN: U65999MH2019PTC323293 E-mail Id : info@growthsourceft.com Telephone No.: 022 6855 2800 Website:

www.growthsourceft.com

Customer Service E-mail ID: customerservice@growthsourceft.com



**GROWTH
SOURCE™**

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be a member of the company.
2. The instrument appointing a proxy should however be deposited at the registered office of the company duly completed not less than forty-eight hours before the commencement of the meeting.
3. Pursuant to rule 18(3) of the Companies (Management and Administration) Rules, 2014, you are requested to provide your email – id to facilitate easy and faster dispatch of notices of the general meetings and other communications by electronic mode from time to time.

Growth Source Financial Technologies Private Limited

Registered / Corporate Office Address: 101 B & C, 1st Floor, A-Wing, Fortune 2000 Building, Plot No. C-3, G Block, Bandra Kurla Complex (BKC), Bandra (East), Mumbai 400 051 Maharashtra

CIN: U65999MH2019PTC323293 E-mail Id : info@growthsourceft.com Telephone No.:022 6855 2800 Website:

www.growthsourceft.com

Customer Service E-mail ID: customerservice@growthsourceft.com