

Notice of the 26th Annual General Meeting

Notice is hereby given that the 26th Annual General Meeting of **ANSON FINCORP PRIVATE LIMITED** will be held on Friday, 16th day of June, 2023 at 11.00 A.M, at the registered office of the Company at Door No. XIV/1057, Anson Tower, B.Ed College Junction, Nedumkandam P.O, Nedumkandam, Idukki, Kerala - 685553 India to transact the following business:-

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2023 and the Reports of Board of Directors and the Auditors thereon.

SPECIAL BUSINESS

2) **Approval of Related Party Transactions**

To consider, and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 188 and other applicable provisions if any, of the Companies Act 2013 and Rule 15 of The Companies (Meetings of Board and its powers) Rules 2014 (including statutory modifications, amendments and enactments thereof, for the time being in force) and subject to the compliance of all applicable laws, rules and regulations, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to ratify the existing contracts and to enter into contracts/arrangements with M/s Anson Chits India Private Limited, Regi Jacob, Sony Mathew, Bindu Sony and Mini Joseph, including purchase, sales, supply of any goods or materials; selling or otherwise disposing off or buying property or assets of any kind; availing or rendering of any services; appointment to any office or place of profit in the company, its subsidiary company or associate company, aggregating to an amount of Rs. 30 Crore (Rupees Thirty Crore) each till the 27th Annual General Meeting of the Company.”

“RESOLVED FURTHER THAT Mr. Regi Jacob (DIN: 00007257), Managing Director and/or Mr. Sony Mathew (DIN: 02140293), Whole-time Director of the Company and/or the Company Secretary of the Company be and is hereby authorised to file necessary forms and to carry on all actions as may be necessary in this regard.”

3) **Issue of Non-Convertible Debentures**

To consider, and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 71 read with section 42 and other applicable provisions if any, of the Companies Act 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including statutory modifications, amendments and enactments thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, and applicable circulars, regulations and master directions issued by the Reserve Bank of India, the consent of the members of

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the Company be and is hereby accorded to the Board of Directors of the Company, to make offer/ invitation to subscribe, issue and allot Secured Redeemable Non-Convertible Debentures (NCDs) on private placement basis, in one or more tranches, subject to an aggregate limit of Rs. 15 Crore during the period commencing from the date of this Annual General Meeting and until the closure of the financial year i.e. 31.03.2024, to such persons eligible to subscribe the issue on such terms and conditions as may be determined by the Board of Directors.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to prepare and authenticate offer letters, issue and allot debentures, create charge, execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, 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.”

4) Re-appointment of Mr. Regi Jacob (DIN: 00007257) as Managing Director

To consider, and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions if any, of the Companies Act, 2013 (“Act”) and the rules made there under (including statutory modifications, amendments and enactments thereof, for the time being in force) and subject to the provisions of Articles of Association of the Company and subject to such other approvals as may be necessary in this regard, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Regi Jacob (DIN: 00007257) as Managing Director of the Company for a period of 5 Years with effect from the date of this resolution, upon such terms and conditions as stated in the explanatory statement annexed to this notice convening this meeting with liberty to the Board of Directors to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Regi Jacob, without seeking further approval from the members during the said period.”

“RESOLVED FURTHER THAT the Board/any director be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to

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do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

**By order of Board of Directors
For and on behalf of ANSON FINCORP PRIVATE LIMITED**

Place: Nedumkandam
Date: 24.05.2023

CS Abison Johney
Company Secretary

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NOTES:

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed along with Director's Report with all its attachments.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the company.
3. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percentage of the total share capital of the company carrying voting rights. A Member holding more than ten percentage of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to produce a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
8. Route-map to the venue of the Meeting is provided at the end of the Notice.
9. Attending of Annual General Meeting via video conferencing facility shall be arranged to those members who make written requests on the same on or before 10th June 2023. The process for the same shall also be communicated upon receiving the request as aforesaid.
10. Shareholders are requested to immediately notify the Company of any change in their address, email id and phone numbers.
11. Members who have not registered their email id are requested to update the same with the Company at the earliest.
12. The Annual report of the Company is available at the website of the Company at www.ansonfincorp.in.

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Explanatory statement under section 102 of the Companies Act 2013

Item No. 2:

The Company being an NBFC shall be required to be entered into transactions with related parties. As per section 188 of the Companies Act 2013 read with Rule 15 of the Companies (Meeting of Board and its powers) Rules 2014 approval of shareholders is required for entering into transactions with related parties exceeding the limit specified in section 188 of the Companies Act 2013. The disclosures under Rule 15 of the Companies (Meeting of Board and its powers) Rules 2014 are as follows:

Name of the related party	Name of the director or key managerial personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangements
Anson Chits India Private Limited	Mr. Sony Mathew	Entities in which directors are interested	purchase, sales, supply of any goods or materials; selling or otherwise disposing off or buying property or assets of any kind; availing or rendering of any services; appointment to any office or place of profit in the company, its subsidiary company or associate company, aggregating to an amount of Rs. 30 Crore (Rupees Thirty Crore) each till the 27 th Annual General Meeting of the Company.
Mr. Regi Jacob	Nil	Managing Director	purchase, sales, supply of any goods or materials; selling or otherwise disposing off or buying property or assets of any kind; availing or rendering of any services; appointment to any office or place of profit in the company, its subsidiary company or associate company, aggregating to an amount of Rs. 30 Crore (Rupees Thirty Crore) each till the 27 th Annual General Meeting of the Company.
Mrs. Mini Joseph	Mr. Regi Jacob	Spouse of Managing Director	purchase, sales, supply of any goods or materials; selling or otherwise disposing off or buying property or assets of any kind; availing or rendering of any services; appointment to any office or place of profit in the company, its subsidiary company or associate company, aggregating to an amount of Rs. 30 Crore (Rupees Thirty Crore) each till the 27 th Annual General Meeting of the Company.

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Mr. Sony Mathew	Nil	Whole-time Director	purchase, sales, supply of any goods or materials; selling or otherwise disposing off or buying property or assets of any kind; availing or rendering of any services; appointment to any office or place of profit in the company, its subsidiary company or associate company, aggregating to an amount of Rs. 30 Crore (Rupees Thirty Crore) each till the 27 th Annual General Meeting of the Company.
Mrs. Bindu Sony	Mr. Sony Mathew	Spouse of Whole-time Director	purchase, sales, supply of any goods or materials; selling or otherwise disposing off or buying property or assets of any kind; availing or rendering of any services; appointment to any office or place of profit in the company, its subsidiary company or associate company, aggregating to an amount of Rs. 30 Crore (Rupees Thirty Crore) each till the 27 th Annual General Meeting of the Company.

Therefore the Board of Directors of the Company recommends the resolution as set out at item no. 2 of the accompanying notice for the approval of members of the Company as a special resolution.

None of the directors are interested in this resolution except to the extent of their shareholding in the Company.

Item No. 3:

The Board of directors of the company on their meeting held on 22nd May 2023 has proposed to raise additional funds by the issue of Secured Redeemable Non-Convertible Debentures. The proposed issue of Rs. 15 Crore requires the approval of shareholders by way of special resolution as per section 71 read with section 42 of the Companies Act 2013. NCDs issued on private placement basis are a significant source of borrowings for the Company. Reserve Bank of India, being the regulatory body of NBFC's had issued guidelines for issue of NCDs on private placement basis and the present issue is complying with such regulations. The approval of the shareholders being sought by way of Special Resolution as per the provisions of Section 42 of the Companies Act, 2013 and Rules made thereunder, to enable the company to make offer or invitation to subscribe for NCDs on a private placement basis. The proposed private placement is in the long term interest of the company and its existing members. Face value fixed for debentures is not based on any valuation, but for the asset size and volume of business of the Company, the said value is reasonable. The subject Special Resolution would remain valid till 31.03.2024

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commencing from the date of this meeting for securities issued on private placement basis.

The main terms and conditions of the issue are as follows:

Kind of Instrument	Secured Redeemable Non-Convertible Debentures
Issue Size	Aggregating to an amount of Rs. 15 Crore in one or more tranches
Mode of Issue	Private Placement
Face value of Debenture(s)	Rs. 25,000/- (Rupees Twenty-Five Thousand only) per Debenture.
Redemption	Redeemable at par on Maturity Date.
Security Offered	Assets of the Company including receivables

Therefore the Board of Directors of the Company recommends the resolution as set out at item no. 3 of the accompanying notice for the approval of members of the Company as a special resolution.

None of the directors are interested in this resolution except to the extent of their shareholding in the Company.

Item No. 4:

The Company has appointed Mr. Regi Jacob as the Managing Director of the Company w.e.f. 20.09.2019. In accordance with the provisions of section 196 of the Companies Act 2013 the term of appointment of Managing Director shall be for a period of 5 years. Accordingly the term of appointment of Mr. Regi Jacob shall be expired on 19.09.2023. Being eligible Mr. Regi Jacob offered himself as the Managing Director of the Company for a further period of 5 years and the Board recommends the same. The following are the terms and conditions of the said appointment:

Period of appointment: 16.06.2023 to 15.06.2028.

Remuneration: Rs. 1,428,600/- (Rupees Fourteen Lakh twenty Eight Thousand and Six Hundred only) per annum

Benefits, perquisites and allowance: As per the Company Policy

Nature of duties: Responsible for the day to day affairs of the Company and such other duties as may be assigned by the Board from time to time.

Brief Profile: Mr. Regi Jacob was appointed as the Managing Director of the Company w.e.f 20.09.2018 by the members. His contributions towards the growth and development of the Company were remarkable. Prior to joining the Company Mr. Regi Jacob was the founder and promoter of JRG securities. He has vast experience in the finance industry. Mr. Regi Jacob is a Post Graduate in Journalism and Literature from the Madras Christian College. He has worked with Hindustan Times, New Delhi as a Sub-Editor for two years.

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The Board of Directors of the Company recommends the passing of this resolution as a special resolution as set out at item No. 4 in the accompanying notice. None of the directors other than Mr. Regi Jacob are interested in this resolution except to the extent of their shareholding in the Company.

**By order of Board of Directors
For and on behalf of ANSON FINCORP PRIVATE LIMITED**

Place: Nedumkandam
Date: 24.05.2023

CS Abison Johney
Company Secretary

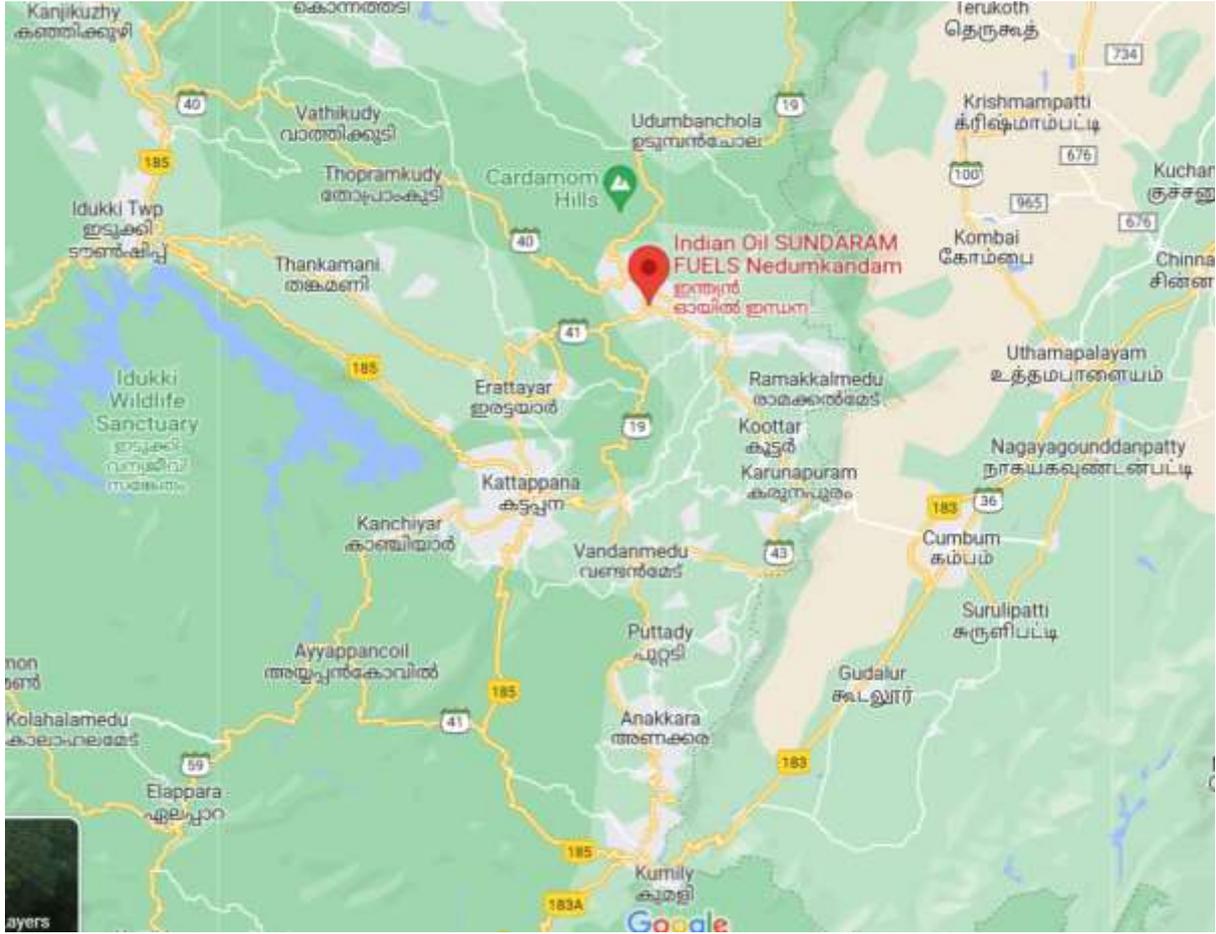
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