

Notice of Extra-Ordinary General Meeting

Notice is hereby given that an Extra-Ordinary General Meeting of **ANSON FINCORP PRIVATE LIMITED** (CIN: U65921KL1997PTC027900) will be held on Tuesday, 26th December 2023 at 11.00 A.M at Door No. XIV/1057, Anson Tower, B.Ed College Junction, Nedumkandam P.O, Nedumkandam, Idukki, Kerala - 685553 India to transact the following:-

SPECIAL BUSINESS

1. Approval of related party transactions

To consider and if thought fit, to pass with or without modification(s), 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 read with 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 rules, regulation and master directions issued by the Reserve Bank of India from time to time, and subject to the compliance of applicable acts, laws, rules, regulations and policies and in continuation of the resolutions passed at the 26th Annual General Meeting, the consent of the members of the Company be and is hereby accorded to enhance the limit of related party transactions with Anson Chits India Private Limited (CIN: U65992KL2008PTC023431) an entity in which directors are interested, over and above the existing sanctioned limit of Rs. 30 Cr passed in the 26th Annual General Meeting and M/s Anson Spices an entity in which directors are interested, which shall remain valid till the 27th Annual General Meeting of the members of the Company, as follows:

Name of the related party	Anson Chits India Private Limited		Anson Spices	
Name of the director or key managerial personnel who is related, if any	Mr. Sony Mathew		Mr. Regi Jacob and Mr. Sony Mathew	
Nature of relationship	Entities in which directors are interested		Firm in which directors and their relatives are partners	
Nature, material terms, monetary value and particulars of the contract or arrangements	Unsecured Loan and its interest including renewals	Rs. 50 Crore	Unsecured Loan and its interest including renewals	Rs. 20 Crore
	Investment in Non-Convertible	Rs. 5 Crore	Investment in Non-Convertible	Rs. 5 Crore

ANSON FINCORP PRIVATE LIMITED

CIN: U65921KL1997PTC027900

Reg. Office: Door No. XIV/1057, Anson Tower, B.Ed College Junction, Nedumkandam P.O,
Nedumkandam, Idukki, Kerala - 685553 India

Email: companysecretary@anson.co.in | Phone: 04868 233 555

	Debtures and its interests			Debtures and its interests	
	Investment in Subordinated Debt and payment of its interests	Rs. 5 Crore		Investment in Subordinated Debt and payment of its interests	Rs. 5 Crore

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to enter into the said transactions with the related party, finalise the terms and conditions of the transactions including terms and conditions of loans, and to carry on all such acts, deeds, matters and things as may be necessary for the conduct of the said related party transactions.”

“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.”

**For and on behalf of board of directors
FOR ANSON FINCORP PRIVATE LIMITED**

Place: Nedumkandam
Date: 01.12.2023

Sd/-
Regi Jacob (DIN: 00007257)
Managing Director

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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.
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 percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent 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 Extra-ordinary 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 Extra-Ordinary General Meeting via video conferencing facility shall be arranged to those members who make written requests on the same on or before 06th December 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.

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The members of the Company has approved a sanctioned limit of Rs. 30 Crore at the 26th Annual General Meeting of the members of the Company, for carrying on related party transactions with Anson Chits India Private Limited, an entity in which Mr. Sony Mathew and his relatives are interested. Further Anson Chits India has requested and the Risk Management Committee at their meeting held on 14th August 2023 has recommended a proposal to sanction a new loan to Anson Chits India Private Limited by restructuring the existing facilities. Further the Board of Directors of the Company at their meeting held on 07th September 2023 has approved the proposal for related party transactions with Anson Chits India Private Limited. The omnibus approval sanctioned by the members of the Company at the 26th Annual General Meeting needs to be enhanced for providing the new loan over and above the sanctioned limit of Rs. 30 Cr.

Further the Board of Directors of the Company at their meeting held on 16th October 2023 has proposed to enhance the related party transactions limit with Anson Chits India Private Limited over and above the sanctioned limit of Rs. 30 Crore at the 26th Annual General Meeting as follows:

Name of the related party	Anson Chits India Private Limited	
Name of the director or key managerial personnel who is related, if any	Mr. Sony Mathew	
Nature of relationship	Entities in which directors are interested	
Nature, material terms, monetary value and particulars of the contract or arrangements	Unsecured Loan and its interest including renewals	Rs. 50 Crore
	Investment in Non-Convertible Debentures and its interests	Rs. 5 Crore
	Investment in Subordinated Debt and payment of its interests	Rs. 5 Crore

Further the Board of Directors of the Company at their meeting held on 10th November 2023 has approved the related party transactions with M/s Anson Spices, an entity in which directors are interested as follows:

Name of the related party	Anson Spices
Name of the director or key managerial personnel who is related, if any	Mr. Regi Jacob and Mr. Sony Mathew

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Nature of relationship	Firm in which directors and their relatives are partners	
Nature, material terms, monetary value and particulars of the contract or arrangements	Unsecured Loan and its interest including renewals	Rs. 20 Crore
	Investment in Non-Convertible Debentures and its interests	Rs. 5 Crore
	Investment in Subordinated Debt and payment of its interests	Rs. 5 Crore

As per section 188 of the Companies Act 2013 read with the Rule 15 of the Companies (Meeting of Board and its powers) Rules 2015 the approval of members is required for enhancing the omnibus approval sanctioned by the members.

Therefore the Board of Directors of the Company recommends the passing the resolution at Item No. 1 as a special resolution.

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

**For and on behalf of board of directors
FOR ANSON FINCORP PRIVATE LIMITED**

Sd/-

Regi Jacob (DIN: 00007257)
Managing Director

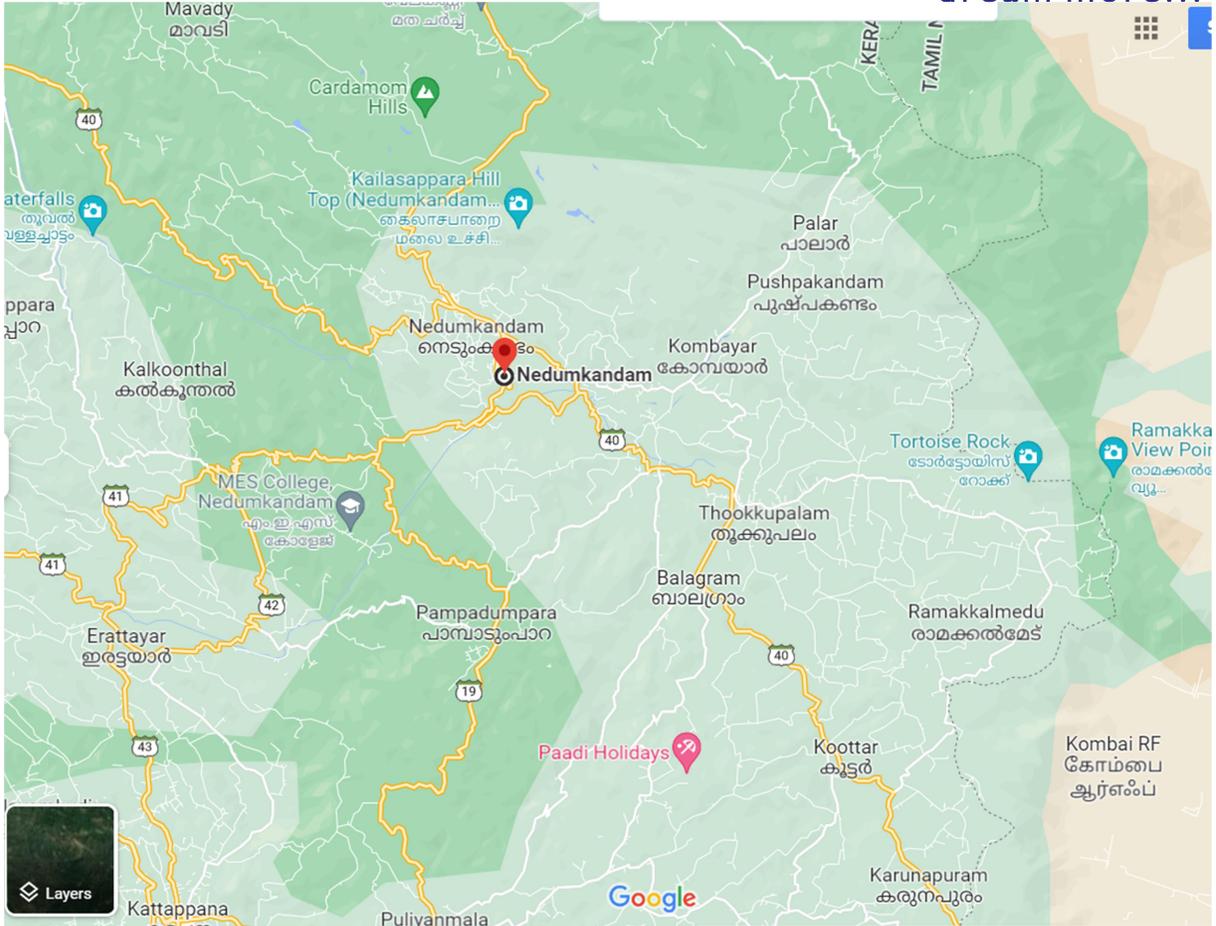
Place: Nedumkandam
Date: 01.12.2023

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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]

CIN:	U65921KL1997PTC027900
Name of the company	ANSON FINCORP PRIVATE LIMITED
Registered office:	Door No. XIV/1057, Anson Tower B.Ed College Junction, Nedumkandam P.O, Idukki, Nedumkandam, Kerala, India, 685553
Name of the member	
Registered address	
E-mail Id:	
Folio No/ Client Id:	

1. I/We, being the member (s) of shares of the above named company, hereby appoint:

- | | | | |
|----------|-----------------|----------|-----------------|
| 1 | Name | 3 | Name |
| | Address..... | | Address |
| | Email Id | | Email Id |
| | Signature | | Signature |
| | OR failing him | | OR failing him |
| 2 | Name | 4 | Name |
| | Address | | Address |
| | Email Id | | Email Id |
| | Signature | | Signature |
| | OR failing him | | |

2. as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on Tuesday, the 26th Day of December 2023 at 11. A M. at registered office of the Company at Door No. XIV/1057, Anson Tower B.Ed College Junction, Nedumkandam P.O, Idukki, Nedumkandam, Kerala, India, 685553 and at any adjournment thereof in respect of such resolutions as are indicated below:

<i>SL.No.</i>	<i>Resolution</i>	<i>For</i>	<i>Against</i>
1	Approval of related party transactions		

Affix Revenue
Stamp of Re.
1 here

Signed this _____ day of _____ 2023

Signature of Shareholder

Signature of Proxy holder(s)

ATTENDANCE SLIP

I hereby record my presence at the Extra-Ordinary General Meeting of the Company at 11.00AM on Tuesday, the 26th December 2023 at the Registered office of the Company, Door No. XIV/1057, Anson Tower B.Ed College Junction, Nedumkandam P.O, Idukki, Nedumkandam, Kerala, India, 685553.

Folio No				
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Full Name of the *Shareholder/proxy signature of *shareholder/proxy
(In block letters)

NOTE: shareholders attending the meeting in Person / Proxy are requested to complete the Attendance Slip and handover at the entrance of the Meeting Hall.