

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF XANDER FINANCE PRIVATE LIMITED WILL BE HELD ON MONDAY, SETEPMBER 23, 2024 AT 11:00 A.M. (IST) THROUGH VIDEO CONFERENCING/AUDIO-VISUAL ELECTRONIC COMMUNICATION MEANS (“VC/AVEC”), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the Report of the Auditors thereon.
2. To approve the appointment of M/s. C J S Nanda & Associates, Chartered Accountants, (ICAI Firm Registration No: 010912N) as the statutory auditors of the Company and to fix their remuneration:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to section 139, 141 and other applicable provisions of the Companies Act, 2013 and the rules thereunder (including any statutory modifications and re-enactment, if any thereof for the time being in force) read with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by the Reserve Bank of India and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. C J S Nanda & Associates, Chartered Accountants (ICAI Firm Registration No: 010912N), be and are hereby appointed as the Statutory Auditors of the Company for a period of three years and they shall hold office commencing from the conclusion of the Twenty Eighth Annual General Meeting till the conclusion of the Thirty First Annual General Meeting to be held for the financial year 2026-27 on such remuneration as may be decided by the Board of Directors in consultation with the proposed Statutory Auditors of the Company and reimbursement of actual out of pocket expenses, to audit the accounts of the Company.

RESOLVED FURTHER THAT any of the Board of Directors or Key Managerial Personnel or Company Secretary of the Company, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution, to file necessary E-Forms with Registrar of Companies, Mumbai and to intimate Reserve Bank of India and other regulatory/statutory authorities (if any).”

SPECIAL BUSINESS:

3. APPROVAL FOR CHANGE OF NAME OF THE COMPANY AND APPROVAL FOR CONSEQUENT AMENDMENT IN MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 4, 5, 13 and other applicable provisions of the Companies Act, 2013, if any, read with the Rules framed thereunder (including any statutory modifications of re-enactments thereof, for the time being in force), read with the Articles of Association and Memorandum of Association of the Company, subject to the approval of the Central Registration Centre (CRC), Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA), Reserve Bank of India, the consent of the Members of the Company, be and is hereby accorded to change the name of the Company from “XANDER FINANCE PRIVATE LIMITED” to “NIXA FINCORP PRIVATE LIMITED” or “NIXA FINANCE PRIVATE LIMITED any other name as may be approved by the Central Registration Centre (CRC), Ministry of Corporate Affairs, Reserve Bank of India or any other appropriate authority and accordingly “XANDER FINANCE PRIVATE LIMITED” wherever it occurs in the Memorandum of Association and Articles of Association of the Company shall be substituted by the name “ NIXA FINCORP PRIVATE LIMITED” or “NIXA FINANCE PRIVATE LIMITED” or any other name as may be approved by the Central Registration Centre (CRC), Ministry of Corporate Affairs, Reserve Bank of India or any other appropriate authority

RESOLVED FURTHER THAT the existing Clause 1 of the Memorandum of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary or Ms. Reshma Janwalkar or Mr. Dipak Agarwal, Authorised Representative of the Company be and are hereby severally authorised to apply to the CRC, Ministry of Corporate Affairs, Reserve Bank of India or any other concerned authorities for ascertaining the availability of the proposed name mentioned aforesaid and to prepare file and submit the necessary e forms, applications to CRC, Ministry of Corporate Affairs, Reserve Bank of India, documents, declaration, undertaking, fees and other documents for change of name, suggest any alternative names if the above said name is not made available by CRC and RBI and also authorised to obtain necessary approvals, permissions from the concerned authorities, in this regard.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized severally to issue and deliver certified true copies of this resolution, if required.”

By order of the Board of Directors
Xander Finance Private Limited



Mansi Gandhi
Company Secretary
ICSI Membership No:ACS-58471

Date: September 18, 2024
Place: Mumbai

Notes:

1. Due to outbreak of COVID-19 pandemic, the Ministry Of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No.10/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023 and other applicable circulars, has permitted to hold the Annual General Meeting (“AGM / Meeting”) of Members of the Company through Video Conferencing (“VC”) / Audio-Visual Electronic Communication means (“AVEC”) without the presence of the Members at a common venue. In due compliance with the above MCA Circulars, the AGM of the Company is being convened through VC/AVEC.

2. The Members are requested to follow the below instructions: -

a) Participation:

- i. Pursuant to the aforementioned general circulars, the physical presence of the Members has been dispensed with and therefore the appointment of Proxy(ies) is/are not permitted. However, in pursuance of Section 112 and 113 of the Companies Act, 2013 (“the Act”), Members may appoint representatives for the purpose of participation and voting in the meeting. The Corporate Members proposing to participate at the meeting through their representative(s), will be required to forward the necessary authorization under Section 113 of the Act and such representation to the Company should be communicated by sending an e-mail to Ms. Mansi Gandhi Company Secretary at mansigandhi@xanderfinance.com before the commencement of the Meeting.
- ii. Members participating through the VC/AVEC facility shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.
- iii. The Meeting of the Members will be held through VC/AVEC as per MCA circulars. The Members are requested to use the Dial-in details as mentioned below to join the Meeting:

Weblink	https://us02web.zoom.us/j/86110260038?pwd=jSnoNtLUHKsC1bcVRb7iGC1zAa6Y7h.1
Meeting ID	861 1026 0038
Password	397537

3. For ease of participation of the Members, during the Meeting, Members (including their representatives) may post questions through typing in the “comment box”/ “chat box” in the above Dial-in. The Members may also, submit any questions they may have through e-mail at mansi_gandhi@xanderfinance.com before the commencement of the Meeting.

4. On the date of the Meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join, using above the Dial-in details from 10:45 a.m. (IST) to 11:00 a.m. (IST) post which, no person shall be able to join the meeting.

5. In case, any member requires assistance for using the aforementioned Dial-in before or during the Meeting, you may reach out to Ms. Hinal Shah, Company Secretary at mansi_gandhi@xanderfinance.com

6. Voting:

- a. In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Act, and Rules made thereunder, in all other cases matter will be put to vote by way of a show of hands.
- b. On demand of the poll, the Members may vote by sending an e-mail on the designated E-mail ID: mansi_gandhi@xanderfinance.com stating their assent/ dissent.

Please note that the e-mail with the vote of a member should be sent only from the registered Email ID of the member.

7. Other instructions/ information:

- a. Members are requested to address all communications through their registered E-mail ID only.
- b. The recorded transcript shall be maintained in safe custody of the Company.
- c. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act read with Rules made thereunder, authorizations for voting by body corporates and the Articles of Association of the Company will be available for inspection by the Members through electronic mode. Also, the documents referred to in this Notice are available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the Annual General Meeting. Members seeking to inspect such registers/ documents can send an email to mansi_gandhi@xanderfinance.com.
- d. The Audited Financial Statements (standalone & consolidated) of the Company for the Financial Year ended on March 31, 2024, the Reports of the Board of Directors and Auditors thereon shall be sent to the Members and to all other persons so entitled on their email IDs registered with the Company/ Registrar and Transfer Agents or with the Depository Participant(s).
- e. Members who hold shares in physical form and have not registered / updated their Email addresses with the Company, are requested to register / update the same by writing to the Company at mansi_gandhi@xanderfinance.com stating details of folio number and attaching a self attested copy of PAN card.
- f. Members holding shares in dematerialised mode, who have not registered / updated their email addresses with their Depository Participants, are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat accounts.
- g. Members who need assistance before or during the AGM, can contact Ms. Mansi Gandhi, Company Secretary at 022-61196010 or email her at mansi_gandhi@xanderfinance.com.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 WHICH FORMS A PART OF THE NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON MONDAY, SEPTEMBER 23, 2024 AT 11:00 A.M. (IST)

Item No. 3

The Members are informed that the Company had made Reservation of Unique Name (RUN) services application for new name to Central Registration Centre (CRC), Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA) for change of name of the Company Xander Finance Private Limited to Nixa Fincorp Private Limited or Nixa Finance Private Limited or any other name as made available by the CRC, Ministry of Corporate Affairs and Reserve Bank of India.

It is recommended to the members of the Company to seek their approval for the said change of name of the Company.

As per Section 13 of the Companies Act 2013 and other applicable rules, approval of the shareholders is required to be accorded for alterations to the existing clauses of the Memorandum of Association by way of special resolution.

The Board recommends the passing of the resolution as set out in Item No.3 of the notice convening the meeting, as a special resolution.

None of the Directors or Key Managerial Personnel of the Company is in any way concerned or interested in the resolution.

Members can inspect the necessary documents on all working days, between 11:00 am and 5:00 pm up to the date of the meeting and copies thereof will be available for inspection at the meeting.

**By order of the Board of Directors
Xander Finance Private Limited**



Mansi Gandhi
Company Secretary
ICSI Membership No: ACS-58471

Date: September 19, 2024
Place: Mumbai