

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

SHORTER NOTICE IS HEREBY GIVEN THAT THE SECOND EXTRAORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2023-24 OF THE SHAREHOLDERS OF CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED WILL BE HELD ON MONDAY DECEMBER 11, 2023, AT 10.00 A.M AT 20<sup>TH</sup> FLOOR, SUNSHINE TOWERS, SENAPATI BAPAT MARG, ELPHINSTONE ROAD (W), MUMBAI - 400 013, MAHARASHTRA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

**SPECIAL BUSINESS:**

**ITEM NO 1: APPOINTMENT OF MS. ANANYASHREE BIRLA (DIN: 06625036) AS DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable laws, and the Articles of Association of the Company, Ms. Ananyashree Birla DIN: 06625036), who was appointed as Additional Director of the Company with effect from November 23, 2023 by the Board of Directors and who holds office upto the date of the ensuing Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company.”

**RESOLVED FURTHER THAT** Mr. Anand Rao, Director (DIN: 01713987) or Company Secretary of the company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

**ITEM NO 2: APPOINTMENT OF MR. VINEET BIJENDRA CHATTREE (DIN: 07962531) AS DIRECTOR AND AS WHOLE-TIME DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 (“ the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable laws, and the Articles of Association of the Company, Mr. Vineet Bijendra Chatree (DIN: 07962531), who was appointed as Additional Director of the Company with effect from November 23, 2023 by the Board of Directors and who holds office upto the date of the ensuing Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, and 203 of the Companies Act, 2013, applicable rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and the provisions of all other applicable laws, rules and regulations, guidelines, circulars, notifications , the consent of the members be and is hereby accorded for the appointment of Mr. Vineet Bijendra Chatree (DIN: 07962531) as Whole Time Director of the Company for a term of 2 (two) years with effect from November 23, 2023, with the terms and conditions as set out in the Explanatory Statement annexed to the notice convening this Extraordinary General Meeting and as approved by the Board.

**RESOLVED FURTHER THAT** Mr. Anand Rao, Director (DIN: 01713987) or Company Secretary of the company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers

or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution."

**ITEM NO: 3. APPOINTMENT OF MR. NATARAJAN GIRIJA SHANKAR (DIN: 07960781) AS A DIRECTOR AND AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass with or without modification/s the following resolution as **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable laws, and the Articles of Association of the Company, Mr. Natarajan Girija Shankar (DIN: 07960781), who was appointed as Additional Director of the Company with effect from December 08, 2023 by the Board of Directors and who holds office upto the date of the ensuing Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the appointment of Mr. Natarajan Girija Shankar (DIN: 07960781), who was appointed as additional director of the Company and has submitted a declaration confirming that he meets the criteria of independence as provided in Section 149(6) of the Act be and is hereby appointed as an independent director of the Company to hold the office for a term of two years with effect from December 8, 2023 ."

**"RESOLVED FURTHER THAT** Mr. Anand Rao, Director (DIN: 01713987) or Company Secretary of the company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution."

**ITEM NO: 4. APPOINTMENT OF MS. MEENA JAGTIANI (DIN: 08396893) AS A DIRECTOR AND AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass with or without modification/s the following resolution as **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable laws, and the Articles of Association of the Company, Ms. Meena Jagtiani (DIN: 08396893), who was appointed as Additional Director of the Company with effect from December 8, 2023 by the Board of Directors and who holds office upto the date of the ensuing Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the appointment of Ms. Meena Jagtiani (DIN: 08396893), who was appointed as Additional Director of the Company and has submitted a declaration confirming that he meets the criteria of independence as provided in Section 149(6) of the Act be and is hereby appointed as an independent director of the Company to hold the office for a term of two years with effect from December 8, 2023 ."

**RESOLVED FURTHER THAT** Mr. Anand Rao, Director (DIN: 01713987) or Company Secretary of the company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers

or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution."

**ITEM NO. 5: SHIFTING OF REGISTERED OFFICE FROM THE STATE OF KARNATAKA TO THE STATE OF MAHARASHTRA:**

To consider and if deemed fit, pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**

**"RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules framed thereunder ("Rules"), directions/ circulars issued under the Reserve Bank of India Act, 1934 (including any statutory modification(s) or re-enactment thereof for the time being in force, Central Government (Powers delegated to Regional Director), and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the members be and are hereby accorded to shift the Registered Office of the Company from 8<sup>th</sup> Floor, Block B, Brigade Software Park 27<sup>th</sup> Cross, Banashankari, 2<sup>nd</sup> Stage, Bengaluru – 560070, Karnataka, India, in the "State of Karnataka" to Sunshine Tower, Level 20, Senapati Bapat Marg, Elphinstone Road, Mumbai City, Mumbai - 400013, Maharashtra, India, in the "State of Maharashtra" within the jurisdiction of Registrar of Companies, Mumbai."

**"RESOLVED FURTHER THAT** upon shifting of the registered office becoming effective, the existing Clause 2nd of the Memorandum of Association of the Company be altered by substituting the words "the State of Maharashtra" in the place of the words "the State of Karnataka" and to be read as follows:

*"2nd The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of the Registrar of Companies at Mumbai."*

**RESOLVED FURTHER THAT** the consent from members be and are hereby accorded to file an application be made to the Jurisdictional Regional Director under Section 13(4) of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014.

**"RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company, be and are hereby jointly and severally authorized to execute and sign whether digitally or otherwise on all necessary documents, papers and deeds in respect of making application to Regional Director, Southern Region, Ministry of Corporate Affairs and further authorized to authorize any practicing professional to appear on behalf of the company before the Regional Director, Southern Region, Ministry of Corporate Affairs or any other authority in connection with the shifting of Registered Office of the Company and to file such documents, papers and forms to all necessary authorities on behalf of the company and to do all such acts, deeds and things in connection with and to give effect to the aforesaid Resolutions."

**"RESOLVED FURTHER THAT** upon approval of the Jurisdictional Regional Director for shifting of registered office, in all business letters, letter heads etc., the address of the Registered Office of the Company be amended as may be required under the provisions of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** Mr. Harsh Ruparelia, Practicing Chartered Accountant bearing Firm Registration Number 152180W and Fellow Membership Number 160171, having office at 1804, 18<sup>th</sup> Floor, Anmol Pride, Opp. Patel Auto, S.V. Road, Goregaon (West), Mumbai – 400 104, Maharashtra, India be and is hereby authorized to enter into and file the Memorandum of Appearance, appear and represent before the Regional Director, South East Region, Hyderabad, on behalf of the Company in connection with application to be filed by the Company with the Regional Director for its approval to the proposed

alteration of the situation clause of the Memorandum of Association and to make such statements, furnish such information and do such things as may be necessary in relation to the said application.”

**By Order of the Board  
For Chaitanya India Fin Credit Private Limited**

Sd/-  
Anand Rao  
Director  
DIN: 01713987

Date: December 8, 2023  
Place: Bengaluru

**Notes:**

- Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the meeting are annexed hereto.
- Members are requested to notify the Company immediately regarding any change in their address.
- Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting in terms of Section 113 of the Companies Act, 2013.
- Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company during normal business hours (09.00 a.m. to 5.30 p.m.) on all working days between Monday to Saturday (except 2<sup>nd</sup>, 3<sup>rd</sup> and 4<sup>th</sup> Saturday of the month) of every week, up to and including the date of the Extra-Ordinary General Meeting of the Company.
- Attendance slip is duly annexed to the notice.
- This meeting has been convened at shorter notice subject to receipt of requisite consent from the Shareholders of the Company.
- Pursuant to Section 20(2) of the Companies Act and Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No 1**

Ms. Ananyashree Birla (DIN: 06625036) was appointed as an Additional Director of the Company by the Board with effect from November 23, 2023. Pursuant to Section 161 of the Companies Act 2013 and the Articles of Association of the Company, Ms. Birla shall hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director.

The Company has received the requisite.

- consent in writing from Ms. Ananyashree Birla to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules').
- intimation in Form DIR 8 in terms of the Appointment Rules from Ms. Ananyashree Birla to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and
- Declaration / documents under fit and proper criteria as specified in the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (the Directions)

In terms of Section 152 of the Companies Act, 2013, approval of the shareholders is required for the appointment of a Director by way of an Ordinary Resolution.

The information required to be disclosure with respect to Ms. Ananyashree Birla pursuant to Secretarial Standard-2 specified by the ICSI, is given in Annexure I.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution set out at Item No. 1 Notice except Ms. Ananyashree Birla

The Board of Directors thus recommends the Resolution at Item No. 1 of this Notice for your approval.

**Item No. 02**

Mr. Vineet Bijendra Chattree (DIN: 07962531) was appointed by the Board as an Additional Director with effect from November 23, 2023. Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Vineet (DIN: 07962531) shall hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director.

Further, in the same meeting, the Board appointed Mr. Vineet Bijendra Chattree (DIN: 07962531) as a Whole-time Director in accordance with the provisions of Section 196 and 203 of the Companies Act, 2013, subject to the approval of the shareholders for a term of 2 years, based on the terms and conditions mentioned below:"

- (i) **Period:** For 2 years with immediate effect unless otherwise mutually agreed;
- (ii) **Nature of duties:** Mr Vineet Bijendra Chatree (DIN: 07962531) as a Whole Time Director of the Company, shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company;
- (iii) **Term and Termination:** Subject as hereinafter provided, the tenure of Mr Vineet Bijendra Chatree (DIN: 07962531) as a Whole Time Director of the Company shall remain in force for a period of 2 years from the date of appointment, unless otherwise mutually agreed; and

- (iv) **Other terms:** Other terms (if any) of employment of Mr. Vineet Bijendra Chatree (DIN: 07962531) as Whole Time Director of the Company shall be mutually agreed between the Board and Mr. Vineet Bijendra Chatree (DIN: 07962531).

The Company has received the requisite

- consent in writing from Mr. Vineet to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules').
- intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Vineet to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- Declaration / documents under fit and proper criteria as specified in the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (the Directions)

In terms of Section 152 Companies Act, 2013, approval of the shareholders is required for the appointment of a Director by way of an Ordinary Resolution.

The information required to be disclosure with respect to Mr. Vineet Bijendra Chatree pursuant to Secretarial Standard-2 specified by the ICSI, is given in Annexure I.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution set out at Item No. 2 of Notice except Mr. Vineet Bijendra Chatree

The Board of Directors thus recommends the Resolution at Item No. 2 of this Notice for your approval.

### **Item No 3**

Mr. Natarajan Girija Shankar (DIN: 07960781), was appointed by the Board as an Additional Director with effect from December 8, 2023, in the capacity of Independent Director of the Company for a term of two years, subject to the approval of the Members through ordinary resolution, to fulfil the requirement of Master Direction of Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, issued on October 19, 2023, as it is mandated that the **constitution powers, functions, and duties** of Nomination and Remuneration Committee (NRC) shall be in line with as per Section 178 of the Companies Act, 2013.

The Company has received the requisite

- consent in writing from Mr. Natarajan Girija Shankar to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules').
- intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Natarajan Girija Shankar to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- Declaration/documents under fit and proper criteria as specified in the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (the Directions)
- a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act

Considering his knowledge, skills and valuable expertise related to the industry of the Company, it is proposed to appoint him as an Independent Director of the Company in terms of Sections 149 of the Companies Act, 2013 read with Schedule IV to the Act for a term of two years with effect from December 8, 2023.

The Board is also of the opinion that, Mr. Natarajan Girija Shankar is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act, and he is independent of the management of the Company

A copy of the draft letter of appointment of Mr. Natarajan Girija Shankar setting out the terms and conditions of appointment is available for inspection by the Members at the registered office of the Company.

Mr.Natarajan Girija Shankar shall be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, and reimbursement of expenses for participation in the Board meetings/Committee meetings, if any.

The information required to be disclosure with respect to Mr. Natarajan Girija Shankar pursuant to Secretarial Standard-2 specified by the ICSI, is given in Annexure I.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No.3 of the Notice except Mr. Natarajan Girija Shankar

The Board of Directors thus recommends the Resolution at Item No. 3 of this Notice for your approval.

#### **Item No 4**

Ms. Meena Jagtiani (DIN: 08396893), was appointed by the Board as an Additional Director with effect from December 8, 2023, in the capacity of Independent Director of the Company for a term of two years, subject to the approval of the Members through ordinary resolution, to fulfil the requirement of Master Direction of Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, issued on October 19, 2023, as it is mandated that the **constitution powers, functions, and duties** of Nomination and Remuneration Committee (NRC) shall be in line with as per Section 178 of the Companies Act, 2013.

The Company has received the requisite

- consent in writing from Ms. Meena Jagtiani to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules').
- intimation in Form DIR 8 in terms of the Appointment Rules from Ms. Meena Jagtiani to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and
- Declaration/documents under fit and proper criteria as specified in the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (the Directions)
- a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act

Considering her knowledge, skills and valuable expertise related to the industry of the Company, it is proposed to appoint her as an Independent Director of the Company in terms of Sections 149 of the Companies Act, 2013 read with Schedule IV to the Act for a term of two years with effect from December 8, 2023.

The Board is also of the opinion that, Ms. Meena Jagtiani is a person of integrity, possesses relevant expertise/experience and fulfills the conditions specified in the Act, and she is independent of the management of the Company

A copy of the draft letter of appointment of Ms. Meena Jagtiani setting out the terms and conditions of appointment is available for inspection by the Members at the registered office of the Company.

Ms. Meena Jagtiani shall be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, and reimbursement of expenses for participation in the Board meetings/Committee meetings, if any.

The information required to be disclosure with respect to Ms. Meena Jagtiani pursuant to Secretarial Standard-2 specified by the ICSI, is given in Annexure I.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No.4 of the Notice except Ms. Meena Jagtiani.

The Board of Directors thus recommends the Resolution at Item No. 4 of this Notice for your approval.

**Item No 5**

The shareholding of the Company has been recently changed and the current promoters are based in Mumbai, Maharashtra. In this regard, the Management is of the view that it would be better to house operations of the entity in the State of Maharashtra in order to enhance efficiency in management of various business operations of the Company. Thus, it is proposed to shift the registered office of the Company from the State of Karnataka to the State of Maharashtra and will be situated at 20th Floor, Sunshine Towers, Senapati Bapat Marg, Elphinstone Road (W), Mumbai - 400 013, Maharashtra, India

The shifting of the Registered Office as aforesaid is in the best interest of the company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12 and 13 of the Companies Act 2013 read with relevant Rules, shifting of the Registered Office from one State to another and alteration of 2<sup>nd</sup> Clause of the Memorandum of Association requires approval of the members of the Company by passing Special Resolution and confirmation from the Regional Director, South East Region. Therefore, the resolution is recommended for your approval.

Pursuant to section 102(1) of The Companies Act, 2013, none of the Directors, Key Managerial Persons or their relatives is interested or concerned in the resolution except and to the extent of their Shareholdings if any, in the Company.

In terms of the requirement of Section 102 (2) of the Companies Act, 2013 there are no shareholding interests (more than two per cent) of Promoters, Directors and Key Managerial Personnel of the Company in any of the Company which gets affected by the proposed resolution.

**By Order of the Board  
For Chaitanya India Fin Credit Private Limited**

Sd/-  
**Anand Rao**  
Director  
DIN: 01713987

**Date: December 8, 2023  
Place: Bengaluru**



## Chaitanya India Fin Credit Private Limited

### CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED

Registered Office – 'B' Block, 8th Floor, Brigade Software Park, 27th Cross Rd, Banashankari Stage II,  
Bangalore, Karnataka – 560070

CIN: U67190KA2009PTC049494, Phone no. 080-2675001

#### ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Regd. Folio. No/DP. id/ Client id	
Name of shareholder:	
Address of shareholder:	
Proxy Name:	
Address of proxy:	

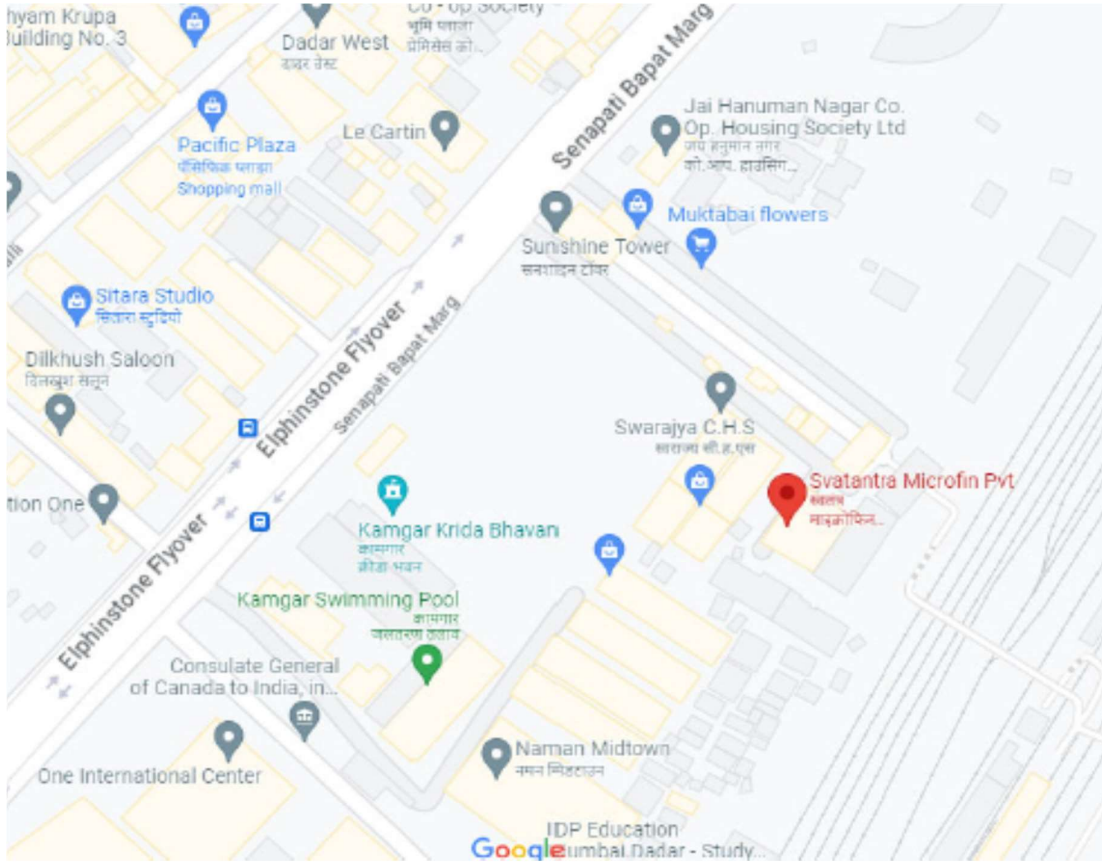
I/We hereby record my/our presence at the Extra Ordinary General Meeting of the company to be held on **Monday, December 11, 2023, at 10.00 A.M** at the 20th Floor, Sunshine Towers, Senapati Bapat Marg, Elphinstone Road (W), Mumbai - 400 013, Maharashtra, India.

Please (✓) in the box

1. Member
2. Proxy

Signature of member/Proxy

Route Map of the EGM Venue:



## Annexure I-BRIEF DETAILS OF THE DIRECTORS

<b>1</b>	<b>Name</b>	Ms. Ananyashree Birla	Mr. Vineet Bijendra Chattree	Ms.Meena Jagtiani	Mr.Natarajan Girija Shankar
<b>2</b>	<b>Date of Birth</b>	17/07/1994	27/07/1972	13/12/1965	04/05/1957
<b>3</b>	<b>Age</b>	29 years	50 years	57 Years	66 years
<b>4</b>	<b>Qualifications</b>	Please Refer Annexure II	B.E (Chemical Engineering), M.B.A.	Graduation in Bachelor of Commerce and Post Graduation in Master of Business Administration.	1. Graduation in Bachelor of Arts from University of Madras. 2. Fellow Member of The Institute of Chartered Accountants of India. 3. Certified Internal Auditor (CIA) conferred by Institute of Internal Auditors, USA. 4. Qualification in Internal Audit Leadership (QIAL) conferred by Institute of Internal Auditors, USA.
<b>5</b>	<b>Experience</b>	Please Refer Annexure II	Please Refer Annexure II	Please Refer Annexure II	Please Refer Annexure II
<b>6</b>	<b>Terms and conditions of appointment</b>	Appointed as Chairperson	Appointed for a term of 2 years	Appointed for a term of 2 years	Appointed for a term of 2 years
<b>7</b>	<b>Remuneration to be paid and Remuneration last drawn</b>	NIL	NIL	Entitled for sitting fees for attending Meetings of Board & Committees	Entitled for sitting fees for attending Meetings of Board & Committees
<b>8</b>	<b>Date of first appointment on the Board</b>	November 23, 2023	November 23, 2023	December 08, 2023	December 08, 2023



**Chaitanya**

9	<b>Shareholding in the company</b>	10 shares, Nominee of Svatantra Micro-Finance Private Limited	Nil	Nil	Nil
10	<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	None	None	None	None
11	<b>Number of Meetings of the Board attended during the Financial Year</b>	One	One	Nil	Nil
12	<b>Directorship in other Companies</b>	<ol style="list-style-type: none"> <li>1. Antimatter Media Private Limited</li> <li>2. Ananya Birla Foundation</li> <li>3. Aditya Birla New Age Hospitality Private Limited</li> <li>4. Aditya Birla Management Corporation Private Limited</li> <li>5. Aditya Birla Fashion and Retail Limited</li> <li>6. Ikai Asai Foundation</li> <li>7. Svatantra Micro Housing Finance Corporation Limited *</li> <li>8. Svatantra Microfin Private Limited</li> <li>9. Svatantra Online Services Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Svatantra Micro Housing Finance Corporation Limited</li> <li>2. Svatantra Microfin Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Sheela Foam Limited</li> <li>2. Morton Foods Limited</li> <li>3. Svatantra Microfin Private Limited</li> <li>4. Accelya Solutions India Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Svatantra Microfin Private Limited</li> <li>2. Saroja Sustainable Solutions Private Limited</li> </ol>



		<p>10. Talk And Cheese Private Limited</p> <p>11. Grasim Industries Limited</p> <p>12. Birla Cosmetics Private Limited</p> <p>13. Aditya Birla Global Trading (Singapore) Pte. Ltd.</p>			
13	Membership / Chairmanship of Committees of other public limited companies.	<p><b><u>Svatantra Microfin Private Limited</u></b></p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee- Member</li> <li>• Risk Management Committee- Chairperson &amp; Member</li> <li>• Corporate Social Responsibility Committee- Chairperson &amp; Member</li> <li>• Stakeholders Relationship Committee- Member</li> </ul> <p><b><u>Svatantra Micro housing Finance Corporation</u></b></p>	<p><b><u>Svatantra Microfin Private Limited</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee- Member</li> <li>• Corporate Social Responsibility Committee- member</li> <li>• Risk Management Committee- Member</li> <li>• Stakeholder Relationship Committee- Member</li> <li>• Asset Liability Management Committee- Chairman &amp; Member</li> <li>• Borrowing Committee- Chairman &amp; Member</li> </ul> <p><b><u>Svatantra Micro Housing Finance Corporation Limited</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee- Member</li> </ul>	<p><b><u>Sheela Foam Limited</u></b></p> <ul style="list-style-type: none"> <li>• Stakeholder Relationship Committee- Chairperson</li> <li>• Nomination and Remuneration Committee- Member</li> <li>• Corporate Social Responsibility Committee- Member</li> </ul> <p><b><u>Svatantra Microfin Private Limited</u></b></p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee- Chairperson</li> <li>• Audit Committee- Member</li> <li>• Corporate Social Resp Committee- Member</li> </ul> <p><b><u>Accelya Solutions India Limited</u></b></p>	<p><b><u>Svatantra Microfin Private Limited</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee- Chairman</li> <li>• Risk Management Committee – Member</li> <li>• Nomination and Remuneration Committee - Member</li> </ul>



**Chaitanya**

		<ul style="list-style-type: none"><li>• Nomination and Remuneration Committee- Member</li><li>• Audit Committee – Member</li><li>• Corporate Social Responsibility Committee- Member</li></ul>	<ul style="list-style-type: none"><li>• Nomination and Remuneration Committee- Member</li><li>• Corporate Social Responsibility Committee- Member</li></ul>	<ul style="list-style-type: none"><li>• Corporate Social Responsibility Committee-Chairperson</li><li>• Audit Committee-Member</li><li>• Stakeholder Relationship Committee-Member</li><li>• Nomination and Remuneration Committee-Member</li><li>• Risk Management Committee-Member</li></ul>	
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**\*Share held as Nominee**

## Annexure A

### **Brief profile of Ms. Ananyashree Birla**

Ms. Ananyashree Birla (alias Ms. Ananya Birla) is a platinum-selling artist and a successful business woman. Ms. Ananya Birla has graced the cover of Forbes magazine, Vogue India and Business World 40U40. She has also been felicitated by Ketto India as a Young Changemaker, AISEC Youth Leadership award, CNBC Young Businessperson, Forbes Tycoons of Tomorrow, GQ's Most Influential Young Indians, Miss Vogue's 28 Geniuses under 28, and Forbes Women to Watch-amongst others.

Her first company, Svatanttra Microfin Private Limited ('Svatanttra') founded at the age of 17 is amongst India's fastest growing MFI's. It has crossed an AUM of 1 billion USD and has grown at a CAGR of 118% (2015-2022). With over 7,000 employees, it has consistently been accorded a Great Place To Work. With a CRISIL AA- rating, Svatanttra is the youngest, highest rated organization in the sector. Ms. Birla successfully acquired Micro Housing Finance Corporation Limited in 2018. Her innovation across the business has resulted in a number of firsts in the industry and solidified Svatanttra's position as an industry leader in financial services. She is also the founder of design-led home decor brand Ikai Asai. On the social front, she has co-founded Mpower and advocates the need for conversations around mental health in India. She is also the founder of the Ananya Birla Foundation that does pioneering research in mental health and social impact.

Ms. Ananya Birla's efforts with building rural development, financial inclusion and encouraging women entrepreneurship in deep rural India have been recognised and felicitated by various Government entities such as Hon'ble Prime Minister of India - Shri Narendra Modi at Champions of Change, an event organized by the National Institution for Transforming India (NITI Aayog). Ms. Ananya Birla was also conferred by the Hon'ble Chief Minister of Maharashtra, Shri Devendra Fadnavis for her role in empowering rural Indian women and pioneering 100% cashless disbursement since inception. She was presented with Kamala Rising Star Award by Hon'ble Governor of Maharashtra Shri Bhagat Singh Koshiyari in April 2022.

Ms. Ananya Birla serves as a Director on the Board of various companies like Svatanttra Microfin Private Limited, Svatanttra Micro Housing Finance Corporation Limited, Svatanttra Online Services Private Limited, Antimatter Media Private Limited, Talk and Cheese Private Limited, Aditya Birla New Age Private Limited, Aditya Birla Management Corporation Private Limited (*the apex body that provides strategic direction to the Aditya Birla Group's businesses*), Aditya Birla Fashion and Retail Limited (*Listed entity*) and Aditya Birla Global Trading (Singapore) Pte. Ltd. She is also Director of Ananya Birla Foundation and IKAI ASAI Foundation, which is a Section 8 Company under the Act.

## **PROFILE**

Mr. Vineet Bijendra Chattree has a rich experience of 25+ years across Operations and Management Consulting in India, USA, and Middle East. Mr. Chattree is Managing Director at Svatantra Microfin Pvt. Ltd. and Director on Svatantra Micro Housing Finance Corporation Ltd. He has served on the Board of MFIN, an SRO for the microfinance industry.

His passion for serving the financial excluded segment and strategic thinking has enabled both Svatantra Microfin and Svatantra Micro Housing map out an accelerated, differentiated, and sustainable growth path to emerge as amongst the most impactful and respected entities in their own arena.

Svatantra began its journey about a decade ago with a Vision of its Founder and Chairperson Ms Ananya Birla, to offer host of financial services EWS and LIG customers in the informal segment. Mr. Chattree has helped realise this vision which has created impact in more than 3.3 Mn household, over the last 10 years, with Svatantra Microfin and Svatantra Micro housing achieve USD 1.1 bn assets under management.

Mr. Chattree firmly believes that an organization can sustainably grow, only if it creates a meaningful difference in the lives of its customers and this can be achieved by aligning all the 3Ps of business i.e. 'People, Product, and Processes' with customers' needs.

A continuous learner, he is a Chemical Engineering graduate and has two master's degree in business administration and business Laws. He has attended executive program in The Wharton School. He loves reading and is an avid trekker and Marathoner.

## **Meena Jagtiani**

Mobile: + 91 9702034170

email: jagtianimeena@gmail.com

**Independent Director with over 3 decades of cross functional experience with marquee organisations across sectors. An explorer by nature, I am a versatile professional who has significant experience of working in Promoter led Groups in senior leadership roles. This enables me to add value to companies as a Board Director.**

- Alumni of the 1988 MBA Batch of Symbiosis Institute of Business Management
- University of Pennsylvania - Wharton Business School - Executive Development Program 2012
- Certified Corporate Director by Institute of Directors (IOD) – 2020
- Qualified Independent Director from Indian Institute of Corporate Affairs (IICA) – 2020
- WILL Certification - Women on Corporate Boards
- ICF Accredited Leadership & Executive Coach and also a Certified Executive Coach by TWP International
- Certified to use various assessment tools - Hogan, PJM, Thomas Profiling, FIRO etc.
- Trained on Hay Job Evaluation

### **Independent Board Director – Sheela Foam**

**April 2019 to date**

Chair the Stakeholder Relations Committee and member of the Nomination & Remuneration Committee and the CSR Committee.

### **Independent Board Director – Morton Foods Ltd. (K K Birla Group)**

**November 2021 to date**

### **Independent Board Director – Svatantra Microfinance Pvt. Ltd.**

**March 2022 to date**

Chair the Nomination & Remuneration Committee and member of the Audit Committee and the CSR Committee.

### **Independent Board Director – Accelya Solutions India Ltd.**

**June 2023 to date**

Chair of CSR Committee and member of all other Board Committees

### **Advisory Board Member – Claricent Partners (Member Firm IIC Partners)**

**2017 to date**

### **Independent HR Advisor & Leadership Coach**

**October 2015 to date**

**Over the last 8 years in addition to working directly with clients, I have been associated with Right Management, DDI Ltd, YSC Ltd, Parity Consulting, Basil Tree etc.** Provided services to clients in the areas of Leadership Assessment & Coaching, 360 Feedback, Career Transition Coaching, D & I, Employer Brand, external member POSH Committee etc.

- Assessments across the organization hierarchy with focus being on senior leadership assessment and feedback coaching
- Working with leading organizations on their D & I Initiatives as well as enabling them to develop their Women Leadership Pipelines
- Coached C Suite Executives as well as students of the GPX Batch Of IIM A
- Provided training for Developing Women Leaders, Campus to Corporate, Competency Based Interviewing and POSH Awareness.

### **TEACH – Training and Education Centre for the Hearing Impaired**

**June 2020 to date**

TEACH is an NGO that provides higher education for hearing impaired students. I am associated with them in an Advisory capacity and support them in the area of mentoring, livelihood and organization strategy.

**HR Advisor Projects, Group Human Resources**

Supporting the Group Centers of Excellence, on Managing the Hiring Freeze across the Group and rolling out the Mobility Framework for the Group.

**Chief People Officer - Textiles, Overseas Spinning & Acrylic Fibre**

Leading the HR Function for 3 Businesses, formulating the HR Strategy and partnering with the Business Leaders to deliver the People Agenda for the Business. Was part of the Apex Leadership Team along with the Business CEOs contributing to the overall Business Strategy. Revenue - USD 1.5 Bn, Manpower: 15,000 across 10 manufacturing sites in India, Indonesia, Thailand, Philippines & Egypt.

**Group Head Talent Staffing & Employer Branding – Group Human Resources**

Responsible for setting Strategy and managing the Talent Staffing function for the Group globally. Custodian of the Aditya Birla Group Employer Brand. Overseeing the Group Leadership Programs. Worked closely with key stakeholders - Chairman, Business Directors, CEOs & CPOs.

- Awarded the **Chairman's Exceptional Contributor Award**, in the year 2009.

**ABN Amro Central Enterprise Services – Vice President Resourcing****2004****Daksh eServices Pvt. Ltd. Mumbai. (Now IBM Daksh) - Head of Resourcing 2003 – 2004**

Joined

the Mumbai operations of the company during the start up phase. Handled the entire HR function including – resourcing, employee relations, compensation and benefits management, personnel administration etc. for the initial six months. As the Head of Resourcing was responsible for hiring over 1000 employees - frontline, support & leadership positions. In addition, was part of the Leadership Team at Mumbai.

- In the first year was recognized as the Best Support Team at Daksh as part of the Annual Awards

**Korn/Ferry International & Connexus (part of Cerebrus Consulting)****1997 – 2003**

Executive Search working with clients globally to hire top talent.

**A.F. Ferguson & Co (Management Consultancy) Senior Consultant****1993 - 1997****Functional Specialisation**

- Entry Strategy
- Market Studies
- Compensation Studies

**Sectoral Specialisation**

- Information Technology & Telecom
- Packaging
- Not for Profit

Started my career in 1988 with **NIIT** and set up their 1st office in Pune in 1988. Post that, worked with **CMC Limited** (1989 – 1993) managing large clients like Railways (Ticket Computerisation), Mumbai Port Trust, Defence etc.

Received prizes for scholastic excellence throughout the years in school & college. Topper of the batch in the entrance exam for SIBM in 1986 & received the **Distinguished Achiever Award for the Silver Jubilee Batch**. The first woman to do so in 35 years of the Institute. Also received the **Super Woman Achiever –HR Award in 2017**.

<https://www.linkedin.com/in/meena-jagtiani>

## Brief CV of N G Shankar, FCA, CIA, QIAL



N G Shankar is a thought leader with an overall experience of more than 40 years in diverse industry sectors and professional practice. He is an independent director with **Svatantra Microfin Private Limited**, Mumbai and serves as the Chairman of the Audit Committee, and a member of the Risk Management Committee and the Nomination and Remuneration Committee.

Shankar has had initial cross-functional exposure in accounting, treasury, and corporate finance for about fourteen years before he took up a specialized role as Head of Internal Audit at ABB Limited, New Delhi. Shankar retired in August 2017 as **Group Executive President- Corporate Audit** from the **Aditya Birla Group (ABG)**, now a \$65 billion Indian multinational conglomerate, where he led internal audit for sixteen years for a majority of ABG's businesses including metals, carbon black, cement, retail, and telecommunications. His overall industry exposure includes chemicals, oils, pharmaceuticals, electrical engineering, retail, mining and BPO.

A Chartered Accountant and a Certified Internal Auditor (CIA), Shankar also completed the requirements for the IIA Qualification in Internal Audit Leadership (QIAL) program. He is also trained as a performance coach. He has closely engaged with board members of companies in diverse industry sectors and has travelled widely to more than 25 countries across West and South Asia, Europe, Americas, Africa and Australia.

He has served as a director on the Board of the Global Institute of Internal Auditors (IIA) for two years and as a member of the Global IIA Audit Committee. He has also served in various IIA International Committees for more than 18 years and is currently a member of the Global **Certified Internal Auditor** Refresh Task Force.

With specialization in organizational governance, risk management, internal audit and finance, Shankar has advised clients in related areas and conducts training programs for directors and internal auditors. He authored a book titled "**A Handbook on Internal Audit**" as a guidance to corporate directors and executive management, published by IOD, India.

**December 2023**

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