

February 25, 2022

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Sub.: Intimation of Date of Extra Ordinary General Meeting

Ref.: Company Code: 12358

Dear Sir/Madam,

This is to inform you that the Extra Ordinary General Meeting of the Company is scheduled to be held on Monday, February 28, 2022, at the Registered office of the Company. A copy of the notice of Extra Ordinary General Meeting of the Company is attached.

You are requested to take the above information on record.

Yours faithfully,

For Capsave Finance Private Limited



Vinita Rathod
Company Secretary
A25400



NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 2nd Extra Ordinary General Meeting for the year 2021-2022 of the Members of the Capsave Finance Private Limited (Company) will be held at the registered office of the Company situated at D 1501, 15th Floor, Lotus Corporate Park, Off WEH, Goregaon (E), Mumbai 400063 or through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') on Monday, February 28, 2022 at 04.00 P.M to transact the following business at shorter notice:

SPECIAL BUSINESS: ORDINARY RESOLUTION**1. TO CONSIDER AND APPROVE APPOINTMENT OF 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 Sections 149, 150 and 152 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 ("Act"), and other applicable statutory/regulatory requirements, and on the recommendation of the Nomination and Remuneration committee and Board of Directors, for appointment of Mr. A D M Chavali (DIN - 00374673) as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided under Section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for a period of 5 (Five) consecutive years w.e.f. February 25, 2022.

RESOLVED FURTHER that the Board be authorised to fix the sitting fees and any commissions payable to Independent Director and such other terms and conditions as may be mutually agreed between the Board of Directors and Mr. A D M Chavali.

RESOLVED FURTHER THAT in order to give effect to the above resolution, any one of the Director of the Company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies, intimation to BSE Limited, Reserve Bank of India and to such other regulatory/statutory authorities to give effect to the above resolution."

By Order of the Board,
For Capsave Finance Private Limited



Vinita Rathod
Company Secretary
A25400



Date: 25/02/2022

Place: Mumbai

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy, who need not be a member of the Company, to attend and vote instead of himself. Proxies in order to be effective must be lodged with the company at least 48 hours before the meeting.
3. In case of Corporate Shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.
4. In terms of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, as amended, the Independent Directors are required to be appointed for a term up to five consecutive years and are not liable to retire by rotation. Accordingly, resolution proposing appointment of Independent Director is given at item no. 1 of this Notice. In terms of the Companies Act, 2013, as amended, the Board of Directors has reviewed the declaration made by him that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and the Board is of the opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent to the management.
5. Members attending the EGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
6. Members seeking inspection/any information with regards to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company before the commencement of the Meeting through email at vinita.rathod@capsavefinance.com. The same will be replied by the Company suitably. Additionally, copies of the relevant documents will be made available for inspection at the Meeting.
7. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM is attached as "Annexure I" to the Notice. 1
8. The Meeting will be convened at a short notice after obtaining consent of the members as per the provisions of the Companies Act, 2013.



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:**1. APPOINTMENT OF INDEPENDENT DIRECTOR:**

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board at its meeting held on February 25, 2022 considered and approved the appointment of Mr. A D M Chavali (DIN:00374673) as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, with effect from February 25, 2022 upto February 24 2027, subject to the approval of members of the Company.

Mr. A D M Chavali is experienced in portfolios covering Large Corporate Credit, International Business, Treasury Operations, Human Resources, Law/Recovery, Risk Management, Retail Banking, Planning, Public Relations, Credit Monitoring.

He had an experience in Corporate Finance for over three decades concentrating in the areas of Industry Finance, Treasury operations, Investments, Asset Management and Risk Management. He retired as an Executive Director for Indian Overseas Bank.

A brief profile of Mr A D M Chavali is attached with the Notice.

The NRC and the Board have determined that Mr. A D M Chavali is fit and proper person to be appointed as an Independent Director of the Company.

Mr. A D M Chavali has given his consent to act as a Director of the Company. He has also given the declaration to the effect that he meets the criteria of Independence as prescribed under Section 149 (6) of the Companies Act, 2013 (Act) read with the applicable rules under the Act and he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act.

Considering the skills, experience and expertise, the Board considers it desirable and in the interest of the Company to appoint him as an Independent Director of the Company, and accordingly, recommends the appointment of Mr. A D M Chavali as an Independent Director of the Company, as proposed in the aforesaid resolution, for the approval of the Members, in compliance with the applicable provisions of laws.

Mr. A D M Chavali is not related to any director or any Key Managerial Personnel of the Company.

Except for Mr. A D M Chavali and his relatives, none of the Directors, Key Managerial Personnel and their relatives are interested in passing of the resolutions.

Your Directors recommend the passing of the Special Resolution at Item No. 1 of the accompanying notice.

By Order of the Board,
For Capsave Finance Private Limited



Vinita Rathod
Company Secretary
A25400



Date: 25/02/2022

Place: Mumbai

Regd Off:D 1501, 15th Floor, Lotus Corporate Park, Off WEH, Goregaon (E), Mumbai - 400063

Annexure I

The procedure for attending the meeting through Video Conferencing is as under:

(A) Meeting will be held by way of VC through Microsoft Teams application.

(B) For Members/authorised representatives who have Microsoft Teams application installed on their device:

- i. Click on the web-link (being sent separately in the email).
- ii. Select 'Join the meeting as guest'.

(C) General Instructions

- i. The facility of joining the Meeting will commence 15 minutes before the time scheduled for the Meeting and will close 15 minutes after such schedule time.
- ii. Each member shall identify themselves at the commencement of the Meeting for the purpose of quorum.
- iii. Attendance of members through VC shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.
- iv. For any assistance (including with technology) before or during the Meeting, members may contact the Company Secretary on +91 9769694062.
- v. Designated email id of the Company for correspondences/ voting and all other purposes related to the Meeting shall be yinita.rathod@capsavefinance.com



Venue of the Meeting:

D 501, 5th Floor, Lotus Corporate Park, Off WEH, Goregaon (E), Mumbai 400 063

Map Route:

