

TEZZRACT FINTECH PRIVATE LIMITED

(Formerly known as Firelight Fintech Private Limited)

Regd Off: Mydesk Co-Working, Naurang House, K.G Marg, Delhi North East, Delhi - 110001
CIN: U74999DL2021PTC390063 | www.tezzcapital.com | ✉️shailim56@gmail.com | ☎️9920738623

NOTICE IS HEREBY GIVEN THAT THE (01-2024) EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S. TEZZRACT FINTECH PRIVATE LIMITED WILL BE HELD ON MONDAY, 15TH APRIL, 2024 AT 04.00 P.M THROUGH VIDEO CONVERENCE / OAVM DEEMED VENUE IS THE REGISTERED OFFICE OF THE COMPANY AT MYDESK CO-WORKING, NAURANG HOUSE K G MARG, NORTH EAST, DELHI- 110001 TO TRANSACT GIVEN BUSINESSES.

SPECIAL BUSINESS:

1. Appointment of Statutory Auditors to fill casual vacancy to consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139(8), 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s), re-enactments thereof for the time being in force and pursuant to the recommendation made by the Board of Directors by resolution passed dated 10th April, 2024, **M/s. Brahmayya & Co.**, Chartered Accountants, (Firm Registration No. 000511S), Gurgaon, who have given their consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Act, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the existing Statutory Auditors, M/s. Gohel & Associates LLP, Chartered Accountants, (FRN: W100162).”

“RESOLVED FURTHER THAT M/s. M/s. Brahmayya & Co., shall hold office this Extraordinary General Meeting till the conclusion of the ensuing 3rd Annual General Meeting of the Company and that they shall conduct the Statutory Audit for the financial year ending on 31st March, 2024 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of pocket expenses as determined by the Board of Directors of the Company in consultation with the auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

REGISTERED OFFICE:

Mydesk Co-Working,
Naurang House K G Marg,
North East, Delhi-110001
Dated: 10/04/2024

By Order of the Board

Vivek Vadakute Raghavan
(Director - DIN: 09818628)



Notes:

1. Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 13th January, 2021 and Circular No. 02/2022 dated 05th May, 2022 (collectively referred to as “MCA Circulars”) permitted holding of the Extra-Ordinary General Meeting of companies through Video Conferencing or Other Audio-Visual Means (“VC/OAVM”), without physical presence of the Members at a common venue.

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2. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circulars.
3. Provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) is not applicable to the Company.
4. The Company has fixed April 10, 2023 as the cut-off date for identifying the members who shall be eligible to vote at EGM through show of hand
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the MCA Circular no. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. Accordingly, Proxy Form and Attendance Slip including Route Map are not annexed to the notice.
7. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to all members of the Company on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Committees of the Company if any, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
8. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, Corporate Members intending to send their authorized representative are requested to send a duly certified copy of Board Resolution authorizing their representatives to attend and vote at the Extra-Ordinary General Meeting to the Company by sending an e-mail to cs@tezzract.com.
9. In line with the MCA Circular no. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.tezzcapital.com.
10. A Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business specified above is annexed hereto.
11. The Company is not required to appoint the Scrutinizer to scrutinize the voting at the meeting. The vote cast during meeting shall be count and disclosed by the Chairman of the EGM within 24 hours of the conclusion of the EGM.
12. Pursuant to sections 101 of the Act read with Companies (Management and Administration) Rules, 2014), the Notice of the EGM of the Company is required to be sent through email to those members whose email address is registered and in physical form to those members who have not registered their email address. However, as permitted by SEBI and MCA, the Notice of the EGM is being sent only through electronic mode to those members whose email address is registered with the Company. Members may note that the Notice of EGM is also available on the Company's website at www.tezzcapital.com.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013. **SPECIAL BUSINESS:**

M/s. Gohel & Associates LLP, Chartered Accountants (Firm Registration No. W100162), Mumbai, the existing Statutory Auditors have tendered their resignation w.e.f. March 25, 2024 due to their pre-occupation in the other assignments. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company. As per the Section 139 (8) of the Companies Act, 2013, the casual vacancy caused due to resignation of auditor is required to be approved by the Shareholders in the General Meeting within three (3) months from the date of recommendation of the Board of Directors of the Company, who shall hold office till the conclusion of next annual general meeting.

The Board of Directors upon such casual vacancy recommended the appointment of M/s. Brahmayya & Co., Chartered Accountants (Registration No: 000511S), Gurgaon, as the Statutory Auditors of the Company to fill the casual vacancy by passing resolution by circulation dated April 10, 2024, who in the opinion of the Board suits to the size and requirements of the Company. M/s. Brahmayya & Co., shall hold office till the conclusion of the ensuing 3rd Annual General Meeting of the Company and that they shall conduct the Statutory Audit for the financial year ended on 31st March, 2024 and provide other service upon such remuneration as mutually agreed by and between Company and the Auditors.

The Board considered their eligibility, capability to serve the given business of the Company, market standing of the firm, clientele served, technical knowledge etc. found M/s. Brahmayya & Co., best suited for the Company.

M/s. Brahmayya & Co., have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

Accordingly, the approval of shareholders of the Company is sought by way of an Ordinary Resolution.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 01 of the notice as an Ordinary Resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

REGISTERED OFFICE:

Mydesk Co-Working,
Naurang House K G Marg,
North East, Delhi-110001
Dated: 10/04/2024

By Order of the Board


Vivek Vadakute Raghavan
(Director - DIN: 09818628)

