

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

Date: 18/05/2024

To,
The Board of Directors
Tezzract Fintech Private Limited

Dear Board Members,

Sub: Notice Cum Agenda of (01/2024-25) Board Meeting

This is to inform that the meeting of the Board of Directors of **M/s. Tezzract Fintech Private Limited** will be held on **27th May, 2024, Monday** through Video Conference / OAVM at deemed venue is the registered office of the company at Mydesk Co-working, Naurang House, K G Marg, North East, Delhi- 110001 at 02.30 p.m. to consider and approve the followings:

Item No.	Agenda Item	Page No.	
		From	To
1	❖ Appointment of Chairman ❖ Ascertainment of Quorum ❖ To Grant Leave of Absence, If Any.	3	3
2	To take note on Status of Minutes of previous Board Meeting held along with Statutory Registers.	3	3
3.	Noting of disclosure of Directors' Interest and Shareholding pursuant to provision Section 184 (1) of the Companies Act 2013, read with rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Noting of DIR-8 pursuant to Section 164 of the Companies Act, 2013.	4	4
4.	Appointment of Ms. Suchita Abhay Shah as a Company Secretary of the Company w.e.f. 25 th April, 2024.	5	5
5.	To consider & approve the Standalone and Consolidated Audited Financial Statements for Financial Year ended 31 st March, 2024 along with Auditors' Reports thereon.	6	6
6.	To take approval for Related Party Transactions entered and to be entered during F.Y. 2024-25	7	8
7.	To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013	9	9
8.	Any other items with the permission of Chair.	10	10

Please convey the request for leave of absence atleast 2 days before the meeting.

You are requested to make it convenient to attend the meeting.

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Kindly acknowledge the Receipt.

Thanking You

Yours Faithfully

For Tezzract Fintech Private Limited

Sd/-

Shaily Kishor Maheshwari

Director

DIN: 07528792

Place: Delhi

Encl: Agenda Notes

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ITEM NO. 1

- ❖ APPOINTMENT OF MR. VIVEK VADAKUTE RAGHAVANAS AS A CHAIRMAN FOR THE MEETING
- ❖ ASCERTAINMENT OF QUORUM
- ❖ TO GRANT LEAVE OF ABSENCE, IF ANY

NOTE: Leave of absence to the Members of the Board, if any, will be placed at the time of the Meeting.

ITEM NO. 2

TO TAKE THE NOTE ON STATUS OF MINUTES OF BOARD / COMMITTEES MEETINGS HELD AND SIGNED THE STATUTORY REGISTERS

The Board members are requested to read, confirm and approve the minutes of the last Board Meeting held on 21st February, 2024 with all Statutory Registers.

To take on record resolution passed by the Company through Circular Resolution No: CR/01/2024-25 dated 10.04.2024 in connection with

1. To take note of resignation from the existing Statutory Auditor;
2. Appointment of new Statutory Auditor to fill casual vacancy;
3. Calling of Extraordinary General Meeting on shorter notice

To take on record Minutes of the (01-2024) Extra Ordinary General Meeting of the Members of Company held on 15th April, 2024.

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ITEM NO. 3

NOTING OF DISCLOSURE OF DIRECTORS' INTEREST AND SHAREHOLDING PURSUANT TO PROVISIONS OF SECTION 184 (1) OF THE COMPANIES ACT 2013, READ WITH RULE 9 (1) OF THE COMPANIES (MEETINGS OF BOARD AND ITS POWERS) RULES, 2014

Pursuant to provisions of Section 184(1) of Companies Act, 2013 and rules made there under, every Director of the Company is required to disclose his/her interest and shareholding in other entities, at the First Board Meeting of the Company in every financial year, in form MBP-1 as prescribed under the act along with his/her declaration of Non-Disqualification under Section 164 of the Act and Declaration of from every Independent Director in terms of Section 149(6) of the Act and Regulation 16 of SEBI LODR (Regulations), 2015

The declaration received as above in Form MBP-1 and DIR-8 will be placed before the meeting. The Board members are requested to take a note of disclosures received from all Directors of the Company for the F.Y. 2024-2025.

The members of the Board are requested to pass following resolutions with or without modification.

DRAFT RESOLUTION -1 :

"RESOLVED THAT pursuant to provision Section 184 (1) of the Companies Act 2013, read with rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014, the Disclosure of Interest and Shareholding received from 1) Mr. Vivek Vadakute Raghavan (DIN: 09818628), 2) Ms. Shaily Kishor Maheshwari (DIN: 07528792) 3) Mr. Anil Chawla (DIN: 00016555), 4) Mr. Kaushik Ramakrishnan (DIN:08303198), 5) Mr. Ustav Baijal (DIN:02592194), 6) Mr. Rakesh Kaul (DIN:03386665) and 7) Mr. Gagan Aggarwal (DIN:10423472) as placed before Board in Form MBP-1 be and is hereby taken on record."

"RESOLVED FURTHER THAT certified true copy of this resolution be furnished to the concerned authorities under the signature of any Director of the Company wherever required."

DRAFT RESOLUTION -2 :

"RESOLVED THAT on the basis of the written representation received from 1) Mr. Vivek Vadakute Raghavan (DIN: 09818628), 2) Ms. Shaily Kishor Maheshwari (DIN: 07528792) 3) Mr. Anil Chawla (DIN: 00016555), 4) Mr. Kaushik Ramakrishnan (DIN:08303198), 5) Mr. Ustav Baijal (DIN:02592194), 6) Mr. Rakesh Kaul (DIN:03386665) and 7) Mr. Gagan Aggarwal (DIN:10423472) in "Form DIR-8" and as placed before the Board, duly initialed by the Chairman for the purpose of identification, be and is hereby noted and taken on record;"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby states and confirm that none of the directors of the Company are disqualified pursuant to section 164 of the Companies Act, 2013 and they may continue as Directors of the Company."

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ITEM NO. 4

TO CONSIDER THE APPOINTMENT OF MS. SUCHITA ABHAY SHAH (MEMBERSHIP NO. A31889), AS A COMPANY SECRETARY OF THE COMPANY W.E.F. 25TH APRIL, 2024.

The Board members are requested to consider and grant your consents for the appointment of Ms. Suchita Abhay Shah (Membership No. A31889) a qualified member of Institute of Company Secretaries of India (ICSI), as a Whole Time Company Secretary and Compliance Officer of the Company in compliance of Section 203 of the Companies Act, 2013 as amended w.e.f. 25.04.2024.

The committee members are requested to note that Ms. Suchita Abhay Shah has a requisite expertise and experience in Secretarial and Legal Compliance and she suits to the Companies requirement and her expertise and experience will help the Company in following good Corporate Governance.

The consent and the profile of the Ms. Suchita Abhay Shah (Membership No. A31889), will be placed before the meeting.

The committee members are requested to pass following resolution with or without modification after suitable discussion.

DRAFT RESOLUTION:

“RESOLVED THAT pursuant to provisions of Section 203 of the Companies Act, 2013 read with rules thereto, as amended from time to time; Ms. Suchita Abhay Shah (Membership No. A31889) an Associate Member of Institute of Company Secretaries of India, who possess the requisite qualification as prescribed under the Companies (Appointment and qualifications of Secretary) Rules, 1988 be and is hereby appointed, as a Company Secretary cum Compliance officer of the Company with effect 25th April, 2024, upon remuneration of Rs.23,000/- (Rupees Twenty Three Only) per month and to perform the duties of a Company Secretary and Compliance Officer as required under the Companies Act, 2013 and such other duties assigned by the Board from time to time.”

“RESOLVED FURTHER THAT the Ms. Suchita Abhay Shah as Company Secretary cum Compliance Officer of the Company be and is hereby authorized to prepare, sign, execute, file all necessary form, papers, documents, deeds and all kind of legal documents and to authorized to attend, appear, represent, sign, vote, file, defend at / before any authorities and legal entities and do all such kind of things, deeds, acts and things as may be necessary.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file E-form DIR-12 or such other necessary forms with the Registrar of Companies, Mumbai and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

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ITEM NO. 5

TO CONSIDER AND APPROVE THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024 ALONG WITH AUDITORS' REPORTS THEREON.

The member of the Board are requested to consider, examine, review and approve the Standalone Audited Standalone Financial Statement for the Financial Year ended 31st March, 2024 and Consolidated Audited Financial Statement for the Financial Year ended 31st March, 2024 (I.e. with its Subsidiary Tezz Capital Fintech Private Limited), duly audited by the Statutory Auditors M/s. Brahmayya & Co., Chartered Accountants, (Firm Registration No. 000511S), Gurgaon alongwith the Auditors Report thereon and other financial notes thereto, to be placed before the Board during meeting.

Accordingly the members of the Board may discuss and recommend the Financial Statements of the Company to the members of the Company for their approval and adoption.

The members of the Board are requested to pass following resolutions with or without modification.

DRAFT RESOLUTION:

"RESOLVED THAT the Standalone and Consolidate Audited Financial Statements of the Company containing Profit and Loss A/c for the year ended 31st March, 2024, Balance Sheet, Cash Flow as on that date along with Auditors' Reports and Notes forming part thereof, as placed before the Board be and is hereby approved and be signed by Mr. Vivek Vadakute Raghavan (DIN: 09818628) Chairman & Director, Ms. Shaily Kishor Maheshwari (DIN: 07528792) Director and Ms. Suchita Abhay Shah (A31889), Company Secretary of the Company on behalf of the Board and that said financials be recommended to the Members for their approval at ensuing Annual General Meeting of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to file the necessary e-forms with the Registrar and to do all other necessary things to give effect to this resolution."

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ITEM NO. 6

TO TAKE APPROVAL FOR RELATED PARTY TRANSACTIONS ENTERED AND TO BE ENTERED DURING F.Y. 2024-25

The Board members are requested to note that the Company carries out some material and non-material Related Party Transactions at arm's length and in the ordinary course of its business with its Related Parties as covered under section 2(76) of the Companies Act, 2013. The Company hereby seeks the consent and approval of Board.

The members of the Board are requested to pass following resolutions with or without modification.

DRAFT RESOLUTION:

“RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to members approval, whenever needed, and such approval(s), consent(s) and/or permission(s), the consent of the Board of Directors of the Company be and is hereby accorded to enter into Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), between the Company and each related party, as mentioned in table below on such terms and conditions as may be mutually agreed between the Company and respective related parties during the financial year 2024-25 and henceforth, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.”

Sr. No.	Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangements/transactions	Value of transactions Per annum	Period for which approval is sought
1	Clix Capital Services Pvt Ltd	Holding Company	- Fee for using LMS platform, Loan sourcing services, Processing fee, etc, - Payment of file processing charges (FPC) and other Reimbursement of expenses, - Intercompany Loans	Not exceeding Rs.50 Cr.	2024-25 and thereafter
2	Shaily Maheshwari	Promoter and Director	- Granting of Loans to Co. - Reimbursement of expenses - Remuneration	Upto 10 Cr. Actual basis Upto 1.50 Cr.	2024-25 and thereafter
3	Vivek Raghavan	Co-Promoter and Director	- Granting of Loans to Co. - Reimbursement of expenses - Remuneration	Upto 10 Cr. Actual basis Upto 1.50 Cr.	2024-25 and thereafter

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“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect.

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ITEM NO. 7

TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Board members may note that as per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Board and the Members of the Company by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is higher.

The current loans and investments of the Company is although well within the limits specified under the law, it is thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to Rs. 50,00,00,000 (Rupees Fifty Crores Only) subject to members approval at ensuing general meeting.

The members of the Board are requested to pass following resolutions with or without modification.

DRAFT RESOLUTION:

“RESOLVED THAT in suppression of all resolutions passed by the Board and Members of the Company, if any, pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder, subject to approval of the members, the consent of the Board of Directors of the Company be and is hereby accorded to inter alia, (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time Rs.50,00,00,000 (Rupees Fifty Crores Only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

“RESOLVED FURTHER THAT the Board or any Committee thereof (with further powers to delegate) is authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in relation thereto.”

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ITEM NO. 8

**ANY OTHER BUSINESS WITH THE PERMISSION OF
CHAIRMAN, IF ANY**

Thanking You

Yours Faithfully

For Tezzract Fintech Private Limited

Sd/-

Shaily Kishor Maheshwari

Director

DIN: 07528792

Place: Delhi

Date: 18/05/2024