



NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF INDIAN SCHOOL FINANCE COMPANY PRIVATE LIMITED WILL BE HELD ON TUESDAY, 26th May, 2020 AT 5:30PM THROUGH VIDEO CONFERENCING TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. To consider, and if thought fit to pass, with or without modifications(s), as a **SPECIAL RESOLUTIONS**, the following:

RESOLVED THAT: pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, approval of the Board be and is hereby accorded for alteration in the Memorandum of Association of the Company by merging the Objects of the Company mentioned under "Other Objects" with "Objects Incidental or Ancillary to the attainment of the Main Objects

"RESOLVED FURTHER THAT pursuant to the provisions of section 5 and section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to amend/restate the Articles of Association (AOA) of the Company and such other amendments as may be required to align the Memorandum and Articles of Association with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded to add specific provision on process of call of partly paid shares, process of dematerialization, process of forfeiture, Board Proceedings, General Meeting Proceedings, Directors Remuneration. The provision in relation to use of common seal is proposed to be deleted.

"RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to add the terms of the CCPS and rights of GMC Inc. in the articles of the Company.

"RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded for the amended Memorandum and Articles of the Company as placed before the members.

RESOLVED FURTHER THAT Mr. Raunak Singhvi, Whole time Director, Director of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

RESOLVED FURTHER THAT Mr. Raunak Singhvi, Whole time Director, of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Hyderabad Ministry of Corporate Affairs), in connection with the amendment of Articles of Association of the Company, as approved by the Board and the members of the Company and/or generally to give effect to the foregoing resolutions.

RESOLVED FURTHER THAT Mr. Raunak Singhvi, Whole time Director of the Company, be and are hereby severally authorized to issue/provide certified true copies of this resolution."

2. **Regularization of Appointment of Mr. Raunak Singhvi as whole Time Director of the Company**

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 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and rules framed thereunder, **Mr. Raunak Singhvi (01775767)** be and is hereby appointed as Whole Time Director of the Company.

3. Regularization of Appointment of Mr. Sandeep Champatrao Wirkhare as 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and rules framed thereunder read with Schedule IV to the act, as amended from time to time **Mr. Sandeep Champatrao Wirkhare (02407395)** a non-executive independent director of the company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the act and who is eligible for the appointment be and is hereby appointed as an independent director of the company.

By Order of the Board of Directors
Indian School Finance Company Private Limited



Raunak Singhvi

Director

DIN: 01775767

Date: 25 May, 2020

Place: B-803, T-3, Daffodils, Adarsh palm Retreat, Bellandur, Bengaluru - 560

Indian School Finance Company Private Ltd.

(Formerly Known as Corporate Deposits and Investments Private Limited]

Corporate Office: 236/237, DLF Towers, 15 Shivaji Marg, New Delhi - 110015 | Phone : +91-1146762000

Registered Office: 8-2-269/2/52, Plot No.52, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500034 | Ph.: +91-40-66505000

www.isfc.in | CIN : U65921AP1994PTC065392

NOTES FOR MEMBERS' ATTENTION:

1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Corporate members are intending to send their authorized representative to attend the meeting are requested to send the company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Explanatory statement as required under section 102 of the Companies Act, 2013 in respect of special business under Item No.1 is annexed.

Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

EXPLANATORY STATEMENT PURSANT TO SECTION 102 OF COMPANIES ACT, 2013
ITEM NO. 1

Upon enactment of the Companies Act, 2013, the Articles of Association of the Company were required to be re-aligned as per the provisions of the New Act.

Also some specific provision on authority of the Company to buy-back, process of call of partly paid shares, process of dematerialization, process of forfeiture are to be incorporated in the Articles.

Further the terms of CCPS which were approved by shareholders in their meeting held on 12 May, 2020 are to be added in the articles.

Your directors' in its meeting held on 25 May, 2020 had approved (subject to the approval of members) the amendment in the Articles of Association of the Company.

The draft of the amended/restated Memorandum and Articles of Association (AoA) proposed for approval, are circulated along with this notice of the Extraordinary General Meeting (EGM).

In terms of Section 5 and 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Articles of Association of the Company.

A complete amended copy of Memorandum and Articles of the Company is circulated to all the members of the Company.

Your Directors recommend passing of this resolution by way of a special resolution.

Item No.2

In his last role, in addition to being the CFO of Gray Matters Capital, Raunak has lead GMC's new global education finance initiative – Global Edfin PTE Ltd incorporated in Singapore with a focus on creating markets for Education Finance and Value-Added Services to disrupt the education ecosystems in South, South East Asia and Africa.

He is qualified rank holder Cost and Management Accountant and Chartered Accountant and a member of Chartered Institute of Management Accountant, UK and a Qualified Insolvency Resolution Professional.

None of Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP's, except Mr. Raunak Singhvi is concerned or interested in the resolution of Item No2 of the notice.

Item No. 3:

Mr. Sandeep is a startup specialist throughout 25 years of work experience and has spearheaded several start up and rapid growth situation in organizations such as ICICI Bank, Reliance Capital, Dhanlaxmi Bank & Essel finance Business Loans to set & scale up operations nationally.

He is Management Graduate in finance, after starting career in Investment Banking, worked across all functions in the organization starting from Sales & Distribution to Credit & Risk Management including hands on experience in technology, treasury & compliance. Mr Sandeep is passionate about creating an opportunity for lending in Mortgage / Home Finance in Unorganized market segment through usage of contemporary technology and non-conventional distribution, underwriting & collection mechanism.

He qualifies the criteria of Independence as required under section 149 of the Companies Act, 2013.

None of Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP's, except Mr Sandeep is concerned or interested in the resolution of Item No.3 of the notice.

By Order of the Board of Directors
Indian School Finance Company Private Limited

Raunak Singhvi
Director



DIN: 01775767

Date: 25 May, 2020

Place: B-803, T-3, Daffodils, Adarsh palm Retreat, Bellandur, Bengaluru - 560
