Saarathi™ FINANCE

NOTICE OF THE FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF SAARATHI FINANCE AND CREDIT PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON TUESDAY, SEPTEMBER 30, 2025 AT 11:30 A.M. THROUGH VIDEO CONFERENCING/AUDIO VISUAL ELECTRONIC COMMUNICATION MEANS ("VC/AVEC") TO TRANSACT THE FOLLOWING BUSINESSES. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE AT THE REGISTERED OFFICE OF THE COMPANY AT 6TH FLOOR, PREMISES NO. 62, SAKHAR BHAVAN, BACKBAY RECLAMATION SCHEME, NARIMAN POINT, MUMBAI, MAHARASHTRA- 400021.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, together with the Report of the Board of Directors and Auditors thereon; and

2. To approve the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 117365W), as the Statutory Auditors of the Company.

   To consider and, if thought fit, to approve the following resolution as an ***Ordinary resolution***:

   "**RESOLVED THAT** pursuant to the provisions of section 139, 141 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications and re-enactment if any thereof for the time being in force), applicable guidelines issued by the Reserve Bank of India (RBI) from time to time, the consent of the members of the Company, be and is hereby accorded for appointment of M/s. Deloitte Haskins & Sells (Firm Registration No. 117365W) as Statutory Auditors of the Company, for a period of 3 (Three) years to hold office from the conclusion of First Annual General Meeting of the Company until the conclusion of the Fourth Annual General Meeting of the Company to be held for the Financial Year 2027-28, at an Annual Statutory Audit fees of Rs. 70,00,000 (Rupees Seventy Lakhs Only) for FY 2025-26 plus out of pocket and travelling expenses including applicable taxes with the power to the Board of Directors to alter and vary the terms and conditions of appointment, revision in the remuneration for the remaining tenure, arising out of change in scope of work, including by reason of necessity on account of such conditions as may be stipulated under any applicable statutory/ regulatory guidelines, in such manner and to such extent as may be mutually agreed with the Auditors.

   RESOLVED FURTHER THAT the Directors or the Company Secretary of the Company be and are hereby severally to sign and/or execute the documents (s) with regards to the above appointment and to do all such acts, deeds, matters and things including filing of requisite e-form(s) with the Registrar of Companies, as they may, in their absolute discretion, deem necessary, proper or desirable for the purpose of giving effect to the above resolution."

   RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to issue certified true copy of the resolution as may be required from time to time."

Saarathi Finance and Credit Private Limited

P.N.1

+912269011491
info@saarathifinance.com
CIN No. U64199MH2024PTC429944

Saarathi Finance and Credit Private Limited
Sakhar Bhavan, 62,6th Floor, Nariman Point,
Mumbai, Maharashtra - 400021

SPECIAL BUSINESSES:

3. To approve the appointment of Ms. Rupa Rajul Vora (DIN: 01831916) as Director of the Company:

To consider and if thought fit, to pass the following resolution as an ***Ordinary Resolution***:

"**RESOLVED THAT,** pursuant to the provisions of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and including any statutory modification or amendment thereto or re-enactment thereof for the time being in force, Ms. Rupa Rajul Vora (DIN: 01831916) who was appointed as an Additional Non-Executive Director of the Company for a term of five consecutive years with effect from June 24, 2025 , on the Board of the Company, be and is hereby appointed as a Director of the Company."

"**RESOLVED FURTHER THAT**, any Director or the Company Secretary of the Company be and are hereby severally authorized, to file the necessary forms in respect of the aforesaid with the office of the Registrar of Companies, Maharashtra and to do all such deeds and acts (including making appropriate changes to the statutory registers maintained by the Company) as is incidental and ancillary for the purpose."

4. To approve the appointment of Mr. Shashi Shekhar Vempati (DIN: 08089330) as Director of the Company:

To consider and if thought fit, to pass the following resolution as an ***Ordinary Resolution***:

"**RESOLVED THAT,** pursuant to the provisions of Sections 149 and152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and including any statutory modification or amendment thereto or re-enactment thereof for the time being in force, Mr. Shashi Shekhar Vempati (DIN: 08089330) who was appointed as Additional Non- Executive Director of the Company for a term of five consecutive years with effect from June 24, 2025 , on the Board of the Company, be and is hereby appointed as a Director of the Company."

"**RESOLVED FURTHER THAT**, any Director or the Company Secretary of the Company be and are hereby severally authorized, to file the necessary forms in respect of the aforesaid with the office of the Registrar of Companies, Maharashtra and to do all such deeds and acts (including making appropriate changes to the statutory registers maintained by the Company) as is incidental and ancillary for the purpose."

By the Order of the Board of Directors
FOR SAARATHI FINANCE AND CREDIT PRIVATE LIMITED

Chaturvedi

JITENDRA CHATURVEDI
COMPANY SECRETARY
ACS 45158
Address: 6th Floor, Premises No. 62,
Sakhar Bhavan, Backbay Reclamation Scheme,
Nariman Point, Mumbai 400021

Saarathi Finance and Credit Private Limited

PLACE: MUMBAI
DATE:05.09.2025

Notes:

1. The Ministry Of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and other applicable circulars, has permitted to hold the Annual General Meeting ('AGM') of Members of the Company through Video Conferencing ("VC") / Audio-Visual Electronic Communication means ("AVEC") without the presence of the Members at a common venue. In due compliance with the above MCA Circulars, the First AGM of the Company is proposed to be convened through VC/AVEC.

2. The deemed venue of the AGM for the purpose of recording shall be the Registered Office of the Company at 6th Floor, Premises No. 62, Sakhar Bhavan, Backbay Reclamation Scheme, Nariman Point, Mumbai, Maharashtra- 400021.

3. Pursuant to the provisions of Section 102 of the Act, a statement setting out the material facts relating to business under Item no. 3 and Item no. 4 is annexed herein as an explanatory statement which forms part of this Notice.

4. Corporate members intending to authorize their representatives to attend this AGM, are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at this AGM, under Section 113 of the Act. The said resolution/authorization shall be sent to the registered email address at compliance@saarathifinance.com.

5. The recorded transcript shall be maintained in safe custody of the Company.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and other Statutory Registers required to be maintained under the Act, authorizations for voting by body corporates and the Articles of Association of the Company will be available for inspection by the Members through electronic mode. Also, the documents referred to in this Notice are available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the Annual General Meeting. Members seeking to inspect such registers/ documents can send an email to compliance@saarathifinance.com.

7. The Audited Financial Statements of the Company for the Financial Year ended on March 31, 2025 and the Reports of the Board of Directors and Auditors thereon shall be sent to the Members and to all other persons so entitled on their email IDs registered with the Company.
8. Members who hold shares in physical form and have not registered / updated their Email addresses with the Company, are requested to register / update the same by writing to the Company at compliance@saarathifinance.com stating details of folio number and attaching a self attested copy of PAN card.

9. Since the AGM will be held through VC/AVEC, the Route Map is not annexed hereto.

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10. The Members are requested to follow the below instructions:-

a) Participation:

i. Pursuant to the aforementioned general circular, the physical presence of the Members has been dispensed with and therefore the appointment of Proxy(ies) is not permitted. However, in pursuance of section 112 and 113 of the Companies Act, 2013, representatives of corporate members may be appointed for the purpose voting through remote e-voting or for participation and voting in the meeting.

ii. Members participating through the VC/AVEC facility shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.

iii. The Members are requested to join the meeting by:

Clicking on following link:
https://us06web.zoom.us/j/84444872766?pwd=1g9y45ty0lB5YQ86ZOeMr4PGis8zno.1
Meeting ID :844 4487 2766
Meeting Password: 702034

iv. For ease of participation of the Members, during the meeting, members may raise questions by clicking on the hand symbol/button that appears on the screen or may post questions through typing in the "comment box"/ "chat box" in the above Dial-in, during the meeting. The Members may also, before the meeting, submit the questions through e-mail to compliance@saarathifinance.com

v. On the date of the meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join the meeting by connecting and using the details referred to above, from 11:00 A.M. to 12:00 noon and post that no person shall be able to join the meeting.

vi. In case any member requires assistance for using the aforementioned details before or during the meeting, the member may reach out to Mr. Jitendra Chaturvedi, Company Secretary and Compliance Officer on 88282189724.

vii. In order to ensure the smooth participation, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting are requested to ensure that the device used for attending the meeting through video conferencing has strong internet signal/ network.

b) Voting:

i. In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.

ii. On demand of the poll, the Members may vote by sending an e-mail to the designated e-mail id: compliance@saarathifinance.com stating their assent/ dissent. For convenience during voting, the Members are requested to use the following box and insert the symbol or mention the no. of shares held by them in assent/ dissent box.

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Example 1: Using Symbol ('√')

Item no. of agenda	Assent	Dissent
To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon.	√	

Example 2: Using No. of Shares held.

Item no. of agenda	Assent	Dissent
To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon.	100	

c) **Other instructions/ information:**

i. Members are requested to address all communications through their registered e-mail id only.

ii. In case of any doubts or clarification, the members are requested to contact Mr. Jitendra Chaturvedi, through e-mail at compliance@saarathifinance.com.

By the Order of the Board of Directors
FOR SAARATHI FINANCE AND CREDIT PRIVATE LIMITED

Chaturvedi

Saarathi Finance and Credit Private Limited

JITENDRA CHATURVEDI
COMPANY SECRETARY
ACS 45158
Address: 6th Floor, Premises No. 62,
Sakhar Bhavan, Backbay Reclamation Scheme,
Nariman Point, Mumbai 400021

PLACE: MUMBAI
DATE:05.09.2025

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, FORMING PART OF NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying notice:

ITEM NO. 3. To approve the appointment of Ms. Rupa Rajul Vora (DIN: 01831916) as Director of the Company

Ms. Rupa Rajul Vora (DIN: 01831916) was appointed as an Additional Director of the Company w.e.f. June 24, 2025 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 . Ms. Vora holds office up to the date of this Annual General Meeting. The Board is of the opinion that presence of Ms. Vora Board is desirable and would be beneficial to the Company and hence the Board of Directors have recommended resolution No. 3 for approval of the members.

Ms. Rupa Vora, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder read with applicable RBI Directions for her appointment as a Director of the Company. Except Ms. Vora, none of the Directors, Key Managerial Personnel or their relatives, in any way, are concerned or interested in the said resolution.

The Board recommends resolution under Item No. 3 to be passed by way of an ordinary resolution.

Additional information in respect of Ms. Rupa Vora pursuant to Secretarial Standards on General Meetings (SS-2) is given at **Annexure 1** to this Notice.

ITEM NO. 4. To approve the appointment of Mr. Shashi Shekhar Vempati (DIN: 08089330) as Director of the Company

Mr. Shashi Shekhar Vempati (DIN: 08089330) was appointed as an Additional Director of the Company w.e.f. June 24, 2025 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, Mr. Vempati holds office up to the date of this Annual General Meeting. The Board is of the opinion that presence of Mr. Vempati on the Board is desirable and would be beneficial to the Company and hence the Board of Directors have recommended resolution No. 4 for approval of the members.

Mr. Vempati, fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder read with applicable RBI Directions for his appointment as a Director of the Company. Except Mr. Vempati, none of the Directors, Key Managerial Personnel or their relatives, in any way, are concerned or interested in the said resolution.

The Board recommends resolution under Item No. 4 to be passed by way of an ordinary resolution.

Saarathi FINANCE

Additional information in respect of Mr. Shashi Shekhar Vempati pursuant to Secretarial Standards on General Meetings (SS-2) is given at **Annexure 1** to this Notice.

By the Order of the Board of Directors
FOR SAARATHI FINANCE AND CREDIT PRIVATE LIMITED

Chaturvedi

JITENDRA CHATURVEDI
COMPANY SECRETARY
ACS 45158
Address: 6th Floor, Premises No. 62,
Sakhar Bhavan, Backbay Reclamation Scheme,
Nariman Point, Mumbai 400021

Saarathi Finance and Credit Private Limited

PLACE: MUMBAI
DATE:05.09.2025

Annexure I

(Disclosures pursuant to Secretarial Standard- 2 issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government)

Name of Director & DIN	Rupa Rajul Vora (DIN: 01831916)	Shashi Shekhar Vempati (DIN: 08089330)
Date of Birth	21st July, 1961	2nd September, 1974
Age	64 years	51 years
Date of first appointment of the Board	June 24, 2025	June 24, 2025
Profile (including qualification & experience)	Ms. Rupa Rajul Vora is an Associate Chartered Accountant, Lifetime Member of the Independent Director's Data Bank (IDDB) of IICA, Fellow Member of The Institute of Directors. Ms. Vora has won the award for India's Top Women in Finance 2023 by Equalifi. She has been a member of the Jury for the CFO 100 Awards by the CFO Institute and has been conferred with the "Women Leadership Excellence Award" at the IPE - BFSI Awards 2013 by the Institute of Public Enterprise.	Mr. Shashi Shekhar Vempati is a B.Tech. Hons in Chemical Engineering from IIT Bombay 1995. Information Technology, Digital Platforms and Media, Artificial Intelligence.
Directorships held in other companies	1. Deltatech Gaming Limited 2. Head Digital Works Private Limited 3. Arohan Financial Services Limited 4. India Alternatives Investment Advisors Private Limited 5. Incred Holdings Limited 6. JM Financial Asset Reconstruction Company Limited 7. Omniactive Health Technologies Limited 8. Incred Financial Services Limited	1. DeepTech4Bharat Foundation 2. Broadcast Audience Research Council
No. of shares held in Company	Nil	Nil
Relationships between Directors inter-se	Nil	Nil
Number of meetings of the Board attended during the year	2	2
Membership/Chairmanship of Committees of other Boards	1) Deltatech Gaming Limited i) Audit Committee - Chairman ii) Nomination & Remuneration Committee-Member 2) Head Digital Works Private Limited: i) Audit Committee and CSR Committee - Chairman	Nil

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	3) Arohan Financial Services Limited i) Review Committee-Member 4) Incred Holdings Limited: i) Audit Committee - Chairman ii) Nomination & Remuneration Committee CSR Committee and Stakeholders Relationship Committee - Member 5) JM Financial Asset Reconstruction Company Limited: i) Audit Committee - Chairman ii) Committee constituted for conversion of debt into shares, Nomination & Remuneration Committee, Wilful Defaulter Review Committee, Stakeholder Relationship Committee and Committee for Submission of Resolution Plan - Member 6) Omniactive Health Technologies Limited: i) Audit Committee-Chairman ii) Nomination & Remuneration Committee and CSR Committee - Member. 7) Incred Financial Services Limited : i) Audit Committee and Customer Grievence Committee -Chairman ii) Nomination & Remuneration Committee, CSR Committee, Risk Management Committee, IT Strategy Committee, Stakeholders Relationship - Member.	
Terms and Conditions of appointment along with details of remuneration sought to be paid and remuneration last drawn by such person.	Terms and conditions as approved between the Company and the Director.	Terms and conditions as approved between the Company and the Director.

Saarathi Finance and Credit Private Limited ★

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