

NOTICE IS HEREBY GIVEN THAT THE 17TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF AMBIT FINVEST PRIVATE LIMITED (“THE COMPANY”) WILL BE HELD ON FRIDAY, JUNE 23, 2023 AT 11:00 A.M. (IST) VIA VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) **the audited standalone financial statements of the Company for the financial year ended March 31, 2023, together with the report of the Board of Directors and the Auditors thereon;**

“RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2023, the reports of the Board of Directors and Auditors thereon, be and are hereby considered and adopted.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary to give full effect to the aforesaid resolution.”

- b) **the audited consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the report of the Auditors thereon;**

“RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2023, the reports of the Auditors thereon, be and are hereby considered and adopted.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary to give full effect to the aforesaid resolution.”

2. To re-appoint M/s M.M. Nissim & Co LLP, Chartered Accountants, Mumbai (Firm Registration Number- 107122W/W100672) as the Statutory Auditor of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit & Auditors) Rules, 2014 including any statutory amendment or modification thereof, M/s M.M. Nissim & Co. LLP Chartered Accountants, (Firm Registration Number 107122W/W100672) be and is hereby further appointed as the Statutory Auditors of the Company for a period of one year to hold the office from the conclusion of 17th Annual General Meeting until the conclusion of the 18th Annual General Meeting of the Company, at the terms and scope as approved by the Audit and Board of Directors from time to time.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

Ambit Finvest Private Limited

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Mumbai - 400 093, India • T: +91 22 6841 0001

Registered Office : Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India • T: +91 22 6860 1819
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SPECIAL BUSINESS:

3. **To approve the issuance of Non-Convertible Debentures on a private placement basis and 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 Sections 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "**Act**"), all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, or any other regulatory authority, and in accordance with the Memorandum of Association and the Articles of Association of the Company and the listing agreements entered/ to be entered into with the Bombay Stock Exchange or National Stock Exchange (the "**Stock Exchanges**") where the securities of the Company may be listed and subject to approvals, consents, sanctions and/or permissions as may be necessary from all appropriate statutory and regulatory authorities, if required, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting any such approvals, consents, sanctions and/or permissions and subject to such conditions or modifications which may be agreed to by the board of directors ("**Board**"), the approval of the Board of the Company be and is hereby accorded for:

(a) issue and allotment of non-convertible debentures ((a) listed or unlisted, (b) senior secured, (c) senior unsecured, (d) unsecured, (e) subordinated, (f) any others (as may be determined) (including market linked debentures) denominated in Indian Rupees ("**INR**") of such face value as may be determined up to the aggregate amount of INR 750,00,00,000 (Indian Rupees Seven Hundred and Fifty Crore) ("**Non-Convertible Debentures**" or "**Debentures**") in one or more tranches/issues ("**Tranches/Issues**") for a period of one year from the date of passing of this resolution, at such interest rate, as may be determined, whether fixed or floating (as may be determined), payable at such frequency as may be determined, and for such maturity (subject to applicable law) as may be determined, on a private placement basis to eligible investors ("**Investors**") for raising debt for the ongoing business purposes of the Company, and

(b) securing the amounts to be raised pursuant to the issue of Debentures or any Tranche/Issue, within such timelines as may be determined, together with all interest and other charges thereon to be secured against the creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as determined by the Board/ Committee (as defined below), on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, receivables/ book debts and investments of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company covering security up to 1.33 (one decimal three three) times of the aggregate amount of principal and interest (the "**Security**");

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein below as it may in its absolute discretion deem to fit, to the Operations Committee ("**Committee**") of the Board to consider the particular terms of each Tranche/Issue and to more effectively implement any of the resolutions of the board of directors contained herein.

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RESOLVED FURTHER THAT the Committee may, within the overall ambit of this shareholders' resolution and the resolution of the Board consider and approve any terms or modifications thereof for any Tranche/Issue, direct any officers of the Company to do such acts, deeds, things as may be necessary and to take such actions as the Company is entitled to do or take (as the case may be) in terms of this resolution, and to generally do or to take any other action, deed, or things, as may be necessary to remove any difficulties or impediments in the effective implementation of this resolution.

RESOLVED FURTHER THAT any of the Director of the Company, Mr. Suresh Adhikari, Ms. Urvi Shetty, Mr. Vaseem Khan, Ms. Meenal Talesara, Mr. Vikas Gandhi, Ms. Neha Gandhi, Mr. Mohit Arvind Daga or any or such other persons as may be authorised by the Board or the Committee (collectively known as “**Authorised Persons**”) be and are hereby severally authorised to do such acts, deeds and things as they deem necessary or desirable in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures, including, without limitation the following:

- (a) seeking, if required, any approval, consent or waiver from any/all concerned governmental and regulatory authorities, and/or any other approvals, consent or waivers that may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures;
- (b) executing the term sheet in relation to the Debentures or any Tranche/Issue of the Debentures;
- (c) negotiating, approving and deciding the terms of the issue of Debentures or any Tranche/Issue of the Debentures and all other related matters;
- (d) (if required) seeking the listing of any of the Debentures or any Tranche/Issue of the Debentures on any Stock Exchange, submitting the application for in-principle approval and the listing application and taking all actions that may be necessary in connection with obtaining such listing;
- (e) approving the debt disclosure document/shelf private placement memorandum/information memorandum/shelf disclosure document/supplemental disclosure documents/ information memorandum/private placement offer cum application letter in the manner as set out in PAS-4 (as may be required) (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- (f) finalising the terms and conditions of the appointment of an arranger (if so required), a debenture trustee, a registrar and transfer agent, a credit rating agency, valuation agency, legal counsel, the depositories and such other intermediaries as may be required including their successors and their agents;
- (g) entering into arrangements with the depositories/exchanges in connection with the issue of Debentures or any Tranche/Issue of the Debentures;
- (h) creating and perfecting the Security as required in accordance with the terms of the Transaction Documents in relation to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures;
- (i) finalising the date of allocation and deemed date of allotment of the Debentures or any Tranche/Issue of the Debentures;
- (j) negotiating, executing, filing and delivering any documents, instruments, deeds, amendments, papers, applications, notices or letters as may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures and dealing with regulatory authorities in connection with

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the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures including but not limited to the RBI, SEBI (if so required), any Stock Exchange (if so required), the relevant registrar of companies, the sub-registrar of assurances, the Central Registry of Securitisation Asset Reconstruction and Security Interest, Information Utilities, The Ministry of Corporate Affairs, the depositories and such other authorities as may be required;

(k) to execute all required applicable documents with, file forms with, make applications with Stock Exchange/s, the relevant registrar of companies, the sub-registrar of assurances, the Ministry of Corporate Affairs, Central Registry of Securitisation Asset Reconstruction and Security Interest, Information Utilities the depositories or with any other authority as required under any regulations;

(l) sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Transaction Documents;

(m) to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the Transaction Documents, the transactions contemplated therein and the resolutions mentioned herein, including without limitation, to approve, negotiate, finalise, sign, execute, ratify, amend, supplement and/or issue the following, including any amendments, modifications, supplements, restatements or novations thereto (now or in the future):

(i) debt disclosure document/shelf disclosure document/information memorandum/private placement offer cum application letter for the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures (as may be required) (collectively, the "**Disclosure Documents**");

(ii) debenture certificate for the Debentures or any Tranche/Issue of the Debentures;

(iii) debenture trust deed, debenture trustee agreement, deed of hypothecation and any other documents required for the creation of security interest over the Company's movable and/or immovable properties and assets or the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures (including any powers of attorney in connection thereto) and any other document in relation thereto (collectively, the "**Transaction Documents**");

(iv) documents for opening of bank accounts and issuing instructions of bank accounts related thereto in connection with the Debentures or any Tranche/Issue of the Debentures including without limitation for the purposes of recognising the rights of the debenture trustee to operate such bank accounts;

(v) any other documents required for the purposes of the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures and the transactions contemplated thereby, including but not limited to letters of undertaking, declarations, agreements, reports; and

(vi) any other document designated as a security document by the debenture trustee/holders of the Debentures ("**Debenture Holders**").

(n) to represent before any authority and to pay any duty as may be required to be paid on behalf of the Company;

(o) do all acts necessary for the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures in accordance with the terms set out in the Disclosure Documents and the Transaction Documents; and

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(p) to generally do any other act or deed, to negotiate and execute any documents, applications, agreements, undertakings, deeds, affidavits, declarations certificates and reports in relation to (a) to (o) above, and to give such directions as it deems fit or as may be necessary or desirable with regard to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures.

RESOLVED FURTHER THAT the Authorised Persons be and are hereby severally authorised to take all necessary steps relating to the creation, perfection and registration of charges and also to sign and submit the necessary forms with the relevant registrar of companies, the sub-registrar of assurances, the Central Registry of Securitisation Asset Reconstruction and Security Interest, Information Utilities, the Ministry of Corporate Affairs, the depositories and other relevant governmental authorities.

RESOLVED FURTHER THAT any one of the Authorised Persons be and are hereby severally authorised to record the name of Debenture Holders in the register of debenture holders and to undertake such other acts, deeds and acts as may be required to give effect to the issuance and allotment of the Debentures or any Tranche/Issue of the Debentures and the listing of the Debentures or any Tranche/Issue of the Debentures if and as and when required by the Debenture Holders.

RESOLVED FURTHER THAT the Company be and is hereby authorised to open any bank accounts with such bank or banks in India as may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures and that any one of Authorised Persons, be and are hereby severally authorised to sign and execute the application form and other documents required for opening the said account(s), to operate such account(s), and to give such instructions including closure thereof as may be required and deemed appropriate by them, and that such bank(s) be and is/are hereby authorised to honour all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid Authorised Persons on behalf of the Company.

RESOLVED FURTHER THAT the Authorised Persons be and are hereby severally authorised to pay all stamp duty required to be paid for the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures in accordance with the laws of India and procure the stamped documents from the relevant governmental authorities.

RESOLVED FURTHER THAT any of the Authorised Persons be and are hereby severally authorised to approve and finalise, sign, execute and deliver the Transaction Documents and such other agreements, deeds, undertakings, indemnity and documents as may be required, or any of them in connection with the Debentures or any Tranche/Issue of the Debentures to be issued by the Company.

RESOLVED FURTHER THAT the Authorised Persons be and hereby severally authorised to register or lodge for registration upon execution documents, letter(s) of undertakings, declarations, agreements and other papers or documents as may be required in relation to any of the above with any registering authority or governmental authority competent in that behalf.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorised to sign and/or file the relevant forms including, returns, reports or such other document as applicable with the relevant registrar of companies and/or any other filing and with such other authorities as may be required from time to time and do all such acts as may be required to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by the any of the Director or the Company Secretary of the Company be furnished to such persons as may be deemed necessary."

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4. **To approve the alteration of Articles of Association (“AOA”) to insert a clause with respect to appointment of Nominee Director and to consider, and if thought fit to pass, with or without modification(s), the following resolution as Special Resolution:**

“RESOLVED THAT pursuant to provisions of section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the “Act”) read with the respective rules made thereunder, the Articles of Association of the Company be and are hereby altered by inserting one more additional clause as under:

94(A)	Notwithstanding anything to the contrary contained in these Articles, so long as any money shall be owing by the Company to any financial institutions, corporations, banks or such other financing entities or through Debenture Trustees or so long as any of the aforesaid banks, financial institutions or such other financing entities hold any shares/debentures in the Company as a result of subscription or so long as any guarantee given by any of the aforesaid entities in respect of any financial obligation or commitment of the Company remains outstanding in terms of payment of interest or repayment of principal amount, then in that event any of the said financial institutions or Debenture Trustees or such other financing entities shall, subject to an agreement in that behalf between it and the Company, have a right but not an obligation, to appoint one or more persons as Director(s) on the Board of Director as their nominee on the Board of Company in accordance with the applicable laws. The aforesaid financial institutions or Debenture Trustees or such other financing entities may at any time and from time to time remove the Nominee Director appointed by it and may in the event of such removal and also in case of the Nominee Director ceasing to hold office for any reason whatsoever including resignation or death, appoint other or others to fill up the vacancy. Such appointment or removal shall be made in writing by the relevant institution and shall be delivered to the Company and the Company shall have no power to remove the Nominee Director from office. Each such Nominee Director shall be entitled to attend all General Meetings, Board Meetings and meetings of the Committee of which he or she is a member and he or she and the financial institutions or such other financing entities appointing him shall also be entitled to receive notice of all such meetings in accordance with the applicable laws.	Appointment of Nominee Director
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RESOLVED FURTHER THAT shareholders of the Company be and is hereby adopted a new set of Articles of Association by considering the above-mentioned alteration with the respective changes in serial numbers accordingly.

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RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

**By Order of the Board
For Ambit Finvest Private Limited**

**Sd/-
Neha Gandhi**
Company Secretary
Membership No.: ACS 55410

Registered Office:

Ambit House, 449,
Senapati Bapat Marg,
Lower Parel,
Mumbai – 400013
Website: <https://finvest.ambit.co/>

Date: June 15, 2023

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Notes:

1. Pursuant to the General Circular Nos. 20/2020, 14/2020, 17/2020, 02/2021, 02/2022 and 10/2022 (collectively referred to as MCA Circulars) issued by the Ministry of Corporate Affairs (“MCA”), companies are allowed to hold Annual General Meeting (“AGM”) through VC or OAVM, without the physical presence of members at a common venue. Hence, in compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM and accordingly, the Members can attend and participate in the ensuing AGM through VC/OAVM only.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, in pursuant to the MCA Circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
3. A member is entitled to attend and vote at the annual general meeting by way of a poll.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
5. The Corporate Members are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution/ Authority Letter etc. pursuant to the Section 113 of the Companies Act, 2013 authorizing their representative to attend the AGM through VC/OAVM on its behalf and to vote at the meeting. The said Resolution/ Authorization shall be sent through its registered email address to afpl.compliance@ambit.co.
6. Members who have not yet registered their email address are requested to register it with the Company.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
8. In compliance with the aforesaid MCA Circulars, Notice of AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and the Annual Report 2022-23 will also be available on the website of the Company (www.fininvest.ambit.co).

**By Order of the Board of Directors
For Ambit Finvest Private Limited**

Sd/-
Neha Gandhi
Company Secretary
Membership No.: ACS 55410

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM at:

<https://zoom.us/j/91027752033?pwd=N05aSTF6bHdFK3Z1bzFIQmxIY1dyZz09>

Meeting ID: 910 2775 2033

Passcode: 872949

2. The detailed notice along with the explanatory statement are enclosed in the AGM notice.

The Members who have any queries may send the same in advance till June 22, 2023 (5:00 p.m.) mentioning their name, PAN & mobile number at afpl.compliance@ambit.co.

**By Order of the Board
For Ambit Finvest Private Limited**

**Sd/-
Neha Gandhi**
Company Secretary
Membership No.: ACS 55410

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 2

The Board of Directors of the Company at its Board meeting held on May 26, 2023 has approved the re-appointment M/s M.M. Nissim & Co. LLP (Firm Registration Number: 107122W/W100672) as the Statutory Auditors of the Company for a period of one year to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 18th Annual General Meeting of the Company, at the terms and scope as approved by the Audit and Board of Directors from time to time.

In light of the above, the Board of Directors of your Company had approved the said proposal on May 26, 2023 and recommend passing of the Ordinary Resolution set out in Item No. 2 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, if any, are concerned / Interested, financially or otherwise in the aforesaid resolution.

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ITEM NO. 3

The Company proposes to raise funds by issuing Non-Convertible Debenture up to INR 750,00,00,000 (Indian Rupees Seven Hundred and Fifty Crore), on a private placement basis.

As per the provisions of Section 42 of the Companies Act 2013 (“Act”) read with Companies (Prospectus and Allotment of Securities) Rules, 2014 (“**Prospectus and Allotment Rules**”) as amended from time to time, a company offering or making any invitation to subscribe to the Debentures on a private placement basis is required to obtain the prior approval of the members by way of Special Resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures exceeding the limits prescribed therein, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

The consent of the Members is therefore sought in connection with the aforesaid issue of debentures from time to time and they are requested to authorize the board of directors (“**Board**”) and/or Operations Committee (“**Committee**”) of the Company to issue and to make offer(s) and/or invitation(s) to eligible persons to subscribe to NCDs, on a private placement basis, in one or more tranches, for a period of one year from the date of passing of this resolution, provided that the outstanding amounts of all such NCDs at any time during the period shall not exceed INR 750,00,00,000 (Indian Rupees Seven Hundred and Fifty Crore).” The Debentures may be issued at par or at a premium, and on such other terms and conditions as Board/ Committee shall deem fit, and may be listed on a stock exchange.

The Special Resolution set out in the Notice shall remain valid / in force for a period of one year from the date of passing the Resolution.

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members: As required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts in connection with aforesaid issue of the NCDs are as follows:

Particulars of the offer including the date of passing of the Board Resolution	<p>Particulars of the offer</p> <p>Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p>
	<p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs (whether secured/unsecured/subordinated/senior/rated/unrated, listed/unlisted, redeemable (including market linked debentures) NCDs) shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution.</p> <p>Date of Board Meeting</p> <p>The date of the board meeting to approve the issue and offer of the Debentures is May 26, 2023.</p>

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Kinds of securities being offered and the price at which security is being offered	<p>Non-convertible debt securities/NCDs.</p> <p>The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board/Committee for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.</p>
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The price shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.
Name and address of the valuer who performed valuation	Not applicable as each Debenture is a non-convertible debt instrument which is being issued at face value.
Amount which the Company intends to raise by way of such securities	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Section 42 of the Companies Act, 2013.
Material terms of raising such securities	The material terms for each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.
Proposed time schedule	The time schedule for each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.
Purposes or objects of offer	Onward Lending and General Corporate Purposes. The specific purpose or objects for each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.
Contribution being made by the Promoter or directors either as a part of the offer or separately as part of the objects	The specific contributions being made by the Promoter and/or directors for each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.

Ambit Finvest Private Limited

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Principal terms of the assets charged as securities	First ranking, exclusive, pari passu, continuing charge to be created over specified receivables of the Company; charge over the hypothecated assets shall at all times be upto 1.33 (one decimal three three) times the value of principal and interest amounts of the Debentures outstanding, and as mentioned in the Disclosure Documents and term sheet, as set out time to time. The specific terms of the security proposed to be created.
	for each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.

The Promoter, director, Key Managerial Personnel and/or their relative may participant and may be interested in the aforesaid resolution.

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, if any, are concerned / Interested, financially or otherwise in the aforesaid resolution.

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ITEM NO. 4

On 2nd February, 2023 the Securities and Exchange Board of India (“SEBI”) had notified Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023. As per the said amendment, Company shall ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors.

In order to make the Articles of Association of the Company to comply with the above mentioned requirements, it is proposed insert new clause w.r.t. the appointment of Nominee Director. The consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter has been placed before the Shareholders for approval.

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, if any, are concerned / Interested, financially or otherwise in the aforesaid resolution.

**By Order of the Board
For Ambit Finvest Private Limited**

**Sd/-
Neha Gandhi**
Company Secretary
Membership No.: ACS 55410

Registered Office:
Ambit House, 449,
Senapati Bapat Marg,
Lower Parel,
Mumbai – 400013
Website: <https://finvest.ambit.co>

Date: June 15, 2023

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