

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of VIKAS MONEY LIMITED ("the Company") will be held on Wednesday, 28th February, 2024, at 10:00 a.m. (IST) at 13/1528, FIRST FLOOR, ANJALI COMPLEX KAVUVATTOM CHERPULASSERY Palakkad KL 679503 IN to transact the following business:

Item No. 1

AMENDMENT TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY - CLAUSE III (A)

To consider and, if thought fit, to pass, with or without modification/s, the following resolution as a Special Resolution: -

"RESOLVED THAT pursuant to the provisions of Section 4, 13 of the Companies Act, 2013 ("the Act") including any modification or re-enactment thereof and other applicable provisions thereof, the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

The existing Clause III (A) 1 of the Objects clause of the Memorandum of Association of the Company be altered by replacing the same with the following new Clause III (A) 1 as under:

Clause III (A).

THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATIONS ARE:

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To carry on India or elsewhere the business of general financiers and investment services including financing, money lending, gold loan, bill discounting, factoring, mobilization of capital and to manage savings and investments, to act as investment advisors, discount and acceptance house, to deal in all kind of trade or financial bills or credit instruments, securitisation, hire purchase, leasing, instalment, financing, refinancing and letting on hire all descriptions of vehicles, household equipment's, business machineries, movable and immovable properties, to, act as money chargers and money transfer agents for both domestic and foreign companies and to extend business or personal loans, business as acceptance houses, confirming houses, venture capital funds, merchant bankers, underwriters, investors and marketing and dealing of financial product and

To carry on the insurance business in accordance with and as defined under Insurance Regulatory and Development Authority (IRDA) Regulations issued from time to time and to carry on the other insurance business activities that may be carried on as per the norms and guidelines prevailing and applicable to insurance business and to solicit and procure the insurance business including add-ons and

To carry on and undertake the business of financial services like financial restructuring/reorganization, investment counselling, portfolio management, training, insurance, legal, advisory and all activities and facilities of every description including all those capable of being provided by co-operative societies, stockbrokers, merchant-bankers, investment bankers, portfolio managers, trustees, agents, advisors, consultants, providing other financial or related services and to carry on in India and Abroad the business of providing Financial and Investment Advisory Services, Management and Facilitation Services, Accounting & Management Services, conducting analysis and assessment, Providing Investment recommendations to Venture Capital Funds, Mutual funds, Other Funds, Trusts, Investment Companies, Joint Ventures, Corporate, Institutional Group and Individual Investors and to do activities of Commodities, Derivatives, Business of Share Broking, Sub-Broking and carry out Merchant Banking in all respects and to become Member of any Stock Exchange, Commodity Exchange and to do the business of Financing, Hire Purchases, LC Discounting and to do business of Shares & Securities either as an Investor or as a Broker and to deal in all type of Financial Instruments. No money circulating activities will be carried out by the Company.

However, the Company shall not take deposits from public and shall not carry on the business of banking as defined under the Banking Regulation Act, 1949

RESOLVED FURTHER THAT the words "Companies Act, 1956" be substituted with the words "Companies Act, 2013" whenever appears in the existing Memorandum of Association of the Company."

RESOLVED FURTHER THAT the any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the foregoing resolution including issuing a certified true copy of the above-mentioned resolution to anyone concerned or interested in the matter."

Item No. 2

AMENDMENT TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY – CLAUSE III (B)

To consider and, if thought fit, to pass, with or without modification/s, the following resolution as a Special Resolution: -

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof, the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

The existing Clause III (B) of the Objects clause of the Memorandum of Association of the Company be altered by replacing the same with the following new Clause III (B) as under and consequently re-numbering as may be appropriate:

Clause III (B)

MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 (A) ARE: -

1. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on any business which the Company is authorized to carry on or possessed of properties for the purpose of the Company for such consideration as the Company may think fit.
2. To establish branch offices of the Company in such places as may from time to time, be deemed desirable by the Directors and appoint the required personnel to manage such offices on such terms and conditions as the Directors may deem fit.
3. To purchase, take on lease or otherwise acquire, erect, construct, work, maintain and improve land, buildings and all other appliances, equipment’s and conveniences required for the purpose of the Company.
4. To enter into any contracts or arrangement and/ or collaboration with any Government or authority, supreme, municipal, local, civil, military or otherwise, public or quasi-public or any other person firm or Company in India or outside India for financial participation, technical know-how or other services for the purpose of the Company.
5. To apply for, purchase and/or otherwise acquire any patents, patent rights, trade mark, designs, licenses, know-how, permits, concessions and like conferring any exclusive or limited rights to use any secret or other information as to invention which may deem capable of being used for any purpose of the Company and to use,

exercise, develop, grant licenses in respect thereof or otherwise turn to account the property, right or information so acquired

6. To establish and manage training centers, marketing centers and such other conveniences necessary for conducting the business of the Company.
7. To invest and deal with the monies of the Company not immediately required in any investment in such manner as may from time to time seem expedient.
8. Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundis, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
9. To lend money on mortgage of immovable property or on hypothecation or pledge of movable property or without security to such persons and on such terms as may seem expedient and in particular to customers and persons having dealings with the Company and to guarantee the performance of the contracts by such person or Company.
10. To enter into partnership or into any agreement for sharing profits, union of Interest, cooperation, joint venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in or about to carry on any business or transaction which this Company is authorized to carry on so as to directly or indirectly benefit to this Company.
11. To apply for tender, purchase or otherwise acquire any contracts, sub- contracts, Franchise, licenses and concessions for or in relation to the objects or business of the Company and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

12. To apply for and utilize financial assistance from Government, State or Central, Financial institutions, Bankers, Companies, Firms or Individuals for the purpose of carrying on developing all or any of the business of the company.
13. To promote any other Company, Corporation, Partnership or Syndicate for the Purpose of acquiring all or any of the property, assets and liabilities of the Company or of advancing directly or indirectly the objects thereof or for any other purpose which this Company may think expedient.
14. To insure with any person, company or corporation, Go downs, goods therein, vehicles, equipment's, buildings and other properties of the Company against risk of any loss or damage and also against third party risk.
15. To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in Particular for stock, shares or other securities of any other company having objects altogether or in part similar to those of the Company.
16. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
17. To pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares or in any securities which the Company has powers to issue and partly in cash or otherwise.
18. To enter into any agreements or arrangements with the Government of India or with any State Government and similar authorities that may seem conducive to the company's objects or any of them and to obtain from any such Governments or authorities all rights, concessions and privileges which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
19. To provide for the welfare of directors, employees or ex-employees and their families or the dependents of such persons, by building houses or by grants, pensions, allowances, contributions to provident funds and such other beneficial funds and trusts and subscribe money for charitable or benevolent objects or for any public, general or useful objects.
20. Create any depreciation fund, reserve fund, sinking fund, provident fund, superannuation fund or any other such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or redeemable preference shares,

worker's welfare or for any other such purpose conducive to the interest of the Company.

21. To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, hundis, bills of lading and other negotiable or transferable instruments or securities. But the Company shall not do the business of Banking within the meaning of the Banking Regulation Act 1949.
22. To remunerate any person, firm or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of the Companies Act, 2013.
23. To pay all the costs, charges and expenses in connection with the promotion, formation, registration and establishment of the Company and to remunerate any person or company for services rendered in placing or assisting to place any debentures or other securities of the Company and/or in or about the formation or promotion of the Company or the conduct of the business of the Company.
24. To take or otherwise acquire and hold shares in any other Company having objects similar to those of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
25. To adopt such means of making known the business or the services of the Company as may seem expedient.
26. To carry on the business of and acting as Corporate Agents, Sub-Agent, Distributors or otherwise dealing insurance products specified under the regulations of Insurance Regulatory and Development Authority (IRDA).
27. To carry on the business of and acting as Brokers/Sub-Brokers, Dealers, Agents, Distributors or otherwise dealing in Shares, Stocks, Mutual funds, Debt instrument, Bonds, Housing loans, Deposits and similar Financial, Capital Commodity, Currency and Money Market products/instruments.
28. To invest, acquire, hold, undertake, sell or otherwise deal in shares, stocks, debentures, debenture stocks, bonds, negotiable instruments, securities of any company, public body, authority, government or local or statutory bodies whether in India or abroad.
29. To carry on the business of purchasing and letting on lease or hire or deferred payment or similar transactions in India or abroad, all kinds of machinery, plants, tools, furniture and fixtures, agricultural machinery, vessels, trawlers, automobiles and vehicles of every kind and description, computers, office equipments, construction

machinery, air conditioners, electrical and electronic equipments and consumer durable and appliances of all kinds and description or financing of such transactions.

30. To act as financial consultant, management consultants and to provide advises services or consultancy in the fields of finance management, investment management, project financing and other related areas.
31. To manage investment pools, mutual funds, syndicates in shares, stocks securities, finance and real estates.
32. To open and manage offices including hiring out of furniture and fittings, strong rooms, electrical fittings and such other equipments.
33. To construct, lay down, establish, promote, erect, build, install, commission, carry out and run all necessary power sub stations workshops, repair shops, wires, cables, transmission lines, accumulators, street lights for the purpose of conservation, distribution, and supply of electricity to participating industries, state electricity Boards and other Board for industrial, commercial ,domestic, public and other purposes and also to provide regular services for repairing and maintenance of all distribution and supply lines in connection with the main business.
34. To acquire concessions, facilities or licenses from electricity Boards, Government, semi-Government or local authorities for generation, distribution, production, transmission or use of electric power and to take over along with all movable and immovable properties, the existing facilities on mutually agreed terms from aforesaid authorities and to do all incidental acts and things necessary for the attainment of the foregoing objects.
35. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundis, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.
36. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.

RESOLVED FURTHER THAT the any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things

as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the foregoing resolution including issuing a certified true copy of the above-mentioned resolution to anyone concerned or interested in the matter."

Item No. 3

**AMENDMENT OF THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY -
ADOPTION OF NEW ARTICLES IN ADHERENCE TO TABLE F OF THE SCHEDULE I UNDER
THE COMPANIES ACT, 2013**

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 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F of the Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT the any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the foregoing resolution including issuing a certified true copy of the above-mentioned resolution to anyone concerned or interested in the matter."

**BY THE ORDER OF THE BOARD
For VIKAS MONEY LIMITED**

Sd/-

**MANAGING DIRECTOR
AYANAPARA PRADEEPMENON
DIN - 01156451**

**Place : Palakkad
Date : 05-02-2024**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.
3. Corporate Members intending to send their authorised representative(s) to attend the EGM are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote at the Meeting.
4. All the documents referred to in the accompanying Notice and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company situated at 13/1528, FIRST FLOOR, ANJALI COMPLEX KAVUVATTOM CHERPULASSERY Palakkad KL 679503 IN, during the business hours on all days between 10:00 am to 4.00 pm upto the date of the meeting, and also at the meeting.
5. Electronic copy of the Notice of the EGM, is being sent to all the Members whose e-mail IDs are registered with the Company for communication purposes, unless any Member has requested for a hard copy of the same. Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014 requires a Company to provide advance opportunity at least once in a financial year, to the member to register his e-mail address and any changes therein. In compliance with the same, we request the Members who do not have their e-mail id registered with the Company to get the same registered with the Company. Members are also requested to intimate to the Company the changes, if any in their e-mail address.

ANNEXURE TO NOTICE

Explanatory Statement [Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO. 1: AMENDMENT TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY – CLAUSE III (A)

The board of directors of the company recommends the new business areas to the company i.e., Corporate Insurance Agent and stock broking services. In order to start the stock broking services and insurance corporate agent services, the main objectives of the company required to be amended by adding necessary business objects.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

The Board of Directors recommend passing of the special resolution as contained in the Notice.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 1.

ITEM NO. 2: AMENDMENT TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY – CALUSE III (B)

The board of directors of the company recommends the new business areas to the company i.e., Corporate Insurance Agent and stock broking services. In order to start the stock broking services and insurance corporate agent services, the main objectives in clause III (A) and matters which are necessary for furtherance of the objects specified in clause III (B) of the MOA company required to be amended by adding necessary business objects.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

The Board of Directors recommend passing of the special resolution as contained in the Notice.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 1.

ITEM NO. 3: AMENDMENT OF THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY:

Upon enactment of the Companies Act, 2013, the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act. The Board of Directors in its meeting held on 29-01-2024 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company. The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Extra-ordinary General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day. In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

The Board of Directors recommend passing of the special resolution as contained in the Notice.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 2.

**BY THE ORDER OF THE BOARD
For VIKAS MONEY LIMITED**

Sd/-

**MANAGING DIRECTOR
AYANAPARA PRADEEPMENON
DIN - 01156451**

**Place : Palakkad
Date : 05-02-2024**

ATTENDANCE SLIP

Extra – Ordinary General Meeting Wednesday, 28th February, 2024, at 10:00 a.m. (IST) at
13/1528, FIRST FLOOR, ANJALI COMPLEX KAVUVATTOM CHERPULASSERY Palakkad KL
679503 IN

Folio No. :

Member's /Proxy Name :

Address :

Signature of Member/Proxy :

Note ***

Please complete this attendance slip and hand over at the entrance of the meeting hall

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U65921KL1987PLC004741

Name of the Company : VIKAS MONEY LIMITED

Registered Office : 13/1528, FIRST FLOOR, ANJALI COMPLEX AVUVATTOM CHERPULASSERY Palakkad
KL 679503 IN

Name of the member

(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member(s) of equity shares of the above-named company, hereby appoint

- | | | | |
|----------|-----------|---|------------------|
| 1 | Name | : | |
| | Address | : | |
| | E-mail Id | : | |
| | Signature | : | , or failing him |
| 2 | Name | : | |
| | Address | : | |
| | E-mail Id | : | |
| | Signature | : | , or failing him |
| 3 | Name | : | |
| | Address | : | |
| | E-mail Id | : | |
| | Signature | : | , or failing him |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Wednesday, 28th February, 2024, at 10:00 a.m. (IST) at 13/1528, FIRST FLOOR, ANJALI COMPLEX KAVUVATTOM CHERPULASSERY Palakkad KL 679503 IN, India and at any adjournment thereof in respect of such resolutions as are indicated below:

SPECIAL BUSINESS

- 1 AMENDMENT TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY
- 2 AMENDMENT TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY
- 3 AMENDMENT OF THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

Signed ____ day of _____ 2024

Signature of shareholder

Signature of Proxy holders (s)

Affix Revenue
Stamp of
Rs.1/-

Note: This form of proxy in order to be effective should be duly filled, completed, stamped, signed and deposited at the Registered Office of the Company