

CRISS FINANCIAL LIMITED

Regd. Office: Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081.

Website: www.crissfin.com | CIN: U65993TG1992PLC014687 | Phone: 040-44386648

Notice

Notice is hereby given that the Thirty-First Annual General Meeting of the Members of Criss Financial Limited will be held on Tuesday, August 01, 2023 at 11.30 a.m. at Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081 to transact the following business: -

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS AND THE REPORTS OF DIRECTORS' AND AUDITORS.

To receive, consider and adopt the audited Financial Statements consisting of the Balance Sheet as of March 31, 2023, the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date, together with the Reports of the Directors' and the Auditors thereon.

2. TO APPOINT A DIRECTOR IN PLACE OF MR. SHALABH SAXENA, (DIN: 08908237, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR REAPPOINTMENT.

To appoint a director in place of Mr. Shalabh Saxena, (DIN: 08908237), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Shalabh Saxena, (DIN: 08908237), who retires by rotation at this Thirty-first Annual General Meeting, and being eligible offered himself for reappointment, be and is hereby reappointed as a Director of the Company, whose period of office shall be liable to retire by rotation."

3. TO APPOINT STATUTORY AUDITORS OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139, 141 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), M/s. Raju & Prasad, Chartered Accountants (Firm Registration No. 003475S), be and are hereby re-appointed as Statutory Auditors of the Company for a period of five consecutive years w.e.f.

the conclusion of this Annual General Meeting (AGM) and to hold the office till the conclusion of 36th AGM of the Company to be held in the Financial Year 2027-28, at such remuneration (including out of pocket expenses and applicable taxes) as may be decided by the Board of Directors of the Company in consultation with the Statutory Auditors."

SPECIAL BUSINESS:

4. ISSUE OF NON-CONVERTIBLE DEBENTURES (NCDs) ON PRIVATE PLACEMENT BASIS:

To consider and if thought fit to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to Section 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with Rule 14(2) and other applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, Guidelines Issued by Reserve Bank of India for Raising Money through Private Placement of Non-Convertible Debentures (NCDs) by NBFCs and all other rules, regulations, guidelines, notifications, clarifications and circulars, if any, issued by any Statutory/Regulatory Authority, as may be applicable and the memorandum and articles of association of the Company and subject to the consents, approvals, permissions and sanctions of the concerned statutory and regulatory authorities, if and to the extent necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (the "Board", which term shall include any committee constituted / may be constituted by the Board to exercise its powers including the powers conferred under this Resolution) for making offer(s) or invitation(s) to subscribe and allot Senior or subordinated, listed or unlisted, secured or unsecured, rated or unrated, redeemable non-convertible debentures (hereinafter collectively referred as "Securities") on a private placement basis during a period of one year from the date of passing of this resolution an amount not exceeding Rs. 500 Crore (Indian Rupees Five Hundred Crore only) on such terms and conditions, at par or premium or discount, in one or more tranches / series to such person or persons including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, alternative investment funds, pension/

provident funds and individuals as the case may be, as the Board may decide in its absolute discretion.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company ("the Board", which term shall include any committee which the Board may constitute to exercise its powers including the powers conferred under this Resolution) be and is hereby authorized to determine and consider terms that are proper and most beneficial to the Company including, without limitation, the terms of issue including the class of investors to whom the Securities are to be issued, time, securities to be offered, the number of securities, tranches, issue price, tenor, interest rate, premium/ discount, listing, utilization of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard and matters connected therewith or incidental thereto."

5. TO APPROVE THE AMENDMENT IN MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"**RESOLVED THAT** in supersession of earlier resolutions and pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Members of the Company be and is hereby accorded, subject to approval of the Reserve Bank of India and Registrar of Companies, to replace Clause III (A) of the Memorandum of Association of the Company with the following:

III. A. MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

(1) To carry on and undertake the business of finance, hire purchases, leasing and to finance lease operations of all kinds, hire or letting on hire all kinds of durables, industrial and commercial goods and vehicles of all descriptions, machinery, equipment, tools and instruments of all descriptions, refrigerators, air conditioners, washing machines and other equipment of personal use or otherwise, television, mobile phones, tablets and all other types of electronic devices and equipment the Company may think fit and to assist in financing and/or financing of all and every kind and description including working capital loans, loans against book debts, loans against receivables, consumer finance, personal loans, online personal loans, educational loans, lifestyle loans, agricultural loans, mortgage loans, pledge loans, loans against shares, securities, capital market instruments, bill discounting, providing technology platform for other entities,

utilize technology platform provided by other entities directly or indirectly and promote the Company's business activities, and to provide fund based and non-fund based credits to various entities including but not limited to micro, small and medium enterprises, issuing of letter of credit, letter of guarantees, guaranteeing loans granted by other financiers, providing security for loans granted by other financiers, discounting of bills, hundies, cheques, drafts and deferred payment guarantees engage in wholesale lending, financing the development of townships, development of real estate, construction of premises for residential/commercial/ industrial purposes, building of roads, canals, bridges, towers and other infrastructure projects, and to undertake financing the generation/ cogeneration, transmission, distribution and supply of power of all kinds, whether conventional or non-conventional or similar transactions and to subsidize or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all, any, every kind and description, upon any terms what so-ever and to purchase or otherwise deal in all forms of immovable and movable property including land and buildings, plant and machinery, equipment, ships, aircraft, automobiles, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/or used, to undertake funding of infrastructure projects under build-own-operate-transfer or build-own-transfer model, undertake structured financing, syndicated/ syndication loans, take-out financing, mezzanine financing and such other financing models by whatsoever name called, for infrastructure as well as non-infrastructure purposes, to engage in purchase/ sale of non-performing assets.

Provided however that the Company shall neither carry on agricultural/ plantation activities nor shall engage in real estate business, except development of townships, real estate covering construction of residential/ commercial premises, roads/bridges etc.

- (2) To carry on the business of housing finance including affordable housing finance and loan against property in India.
- (3) To carry on the business of carry on the business of providing Finance (long term and short term finance), and to undertake all lending and finance activity to any person or persons, Company, AOP, Corporations, Society('ies), Co-operative Societies, or associations, Institutions, Firms Builders, Developers persons or body of individuals others, either individually or jointly either at interest or without and/ or with or without any security for the purpose of enabling the borrower for either ,construction, erection

purchase, enlarge or repair renovate, furniture and fitting, equipment and such other things required of any house/s, flats, raw houses, bungalows, townships, rooms, huts used for housing/residential purpose either in total or part thereof or otherwise, upon such terms and conditions as the Company may think fit and proper.

- (4) To negotiate loans, to lend money, securities and other property, to discount and securities, to become sureties and guarantors for any purposes and generally to carry on business as financiers and merchants and other business, subject, however that the company shall not carry on the business of banking as defined in the Banking Regulation Act, 1949.
- (5) To lend money to such persons or companies on such terms as may seem expedient and in particular to the persons having dealing with the company and to guarantee the performance of contracts by any such person or companies.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or the Company Secretary of the Company be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

6. TO APPROVE THE AMENDMENT TO ARTICLE 101 AND INSERTION OF ARTICLE 101A OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, and pursuant to provisions of regulation 23(6) of Securities and Exchange Board of (Issue and Listing of Non-Convertible Securities) Regulations, 2021, consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies and any statutory authority, if require, and subject to the approval of Members, to amend the Article 101 and insert the Article 101A of the Articles of Association of the Company as mentioned below:

Article 101. Notwithstanding anything contrary contained in these Articles, any debenture trustee/ trustee appointed under the trust documents or any other document relating to or covering the issue of debentures or bonds of the Company may pursuant to and in accordance with SEBI (Debenture Trustee) Regulations, 1993 or any other circular/ guidelines/

notification issued by SEBI or any other governmental authority in this regard from time to time, may nominate and require the appointment of a Director (in these presents referred to as "the Debenture Nominee Director") for and on behalf of the holders of the debentures or bonds for such period as notified by such debenture trustee/ trustee, but in any case not exceeding the period for which the debentures/bonds or any of them shall remain outstanding and may also nominate and require appointment of new Debenture Nominee Director on a vacancy being caused due to resignation, death, removal or otherwise of an existing Debenture Nominee Director. The Debenture Nominee Director may not be liable to retire by rotation. The Debenture Nominee Director appointed or nominated under this Article will be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the company including payment of remuneration and travelling expenses to such Debenture Nominee Director as may be agreed by the Company with the appointer of the Debenture Nominee Director.

Article 101 A. *Further, notwithstanding anything contrary contained in these Articles, if the Company has availed any loan(s) from, or issued any instruments/ securities (other than debenture or bonds) to any bank(s), financial institution(s), non-banking finance companies, asset reconstruction companies or any other body corporate (in these presents referred to as the "Lender(s)") and so long as any monies with respect to such loan(s)/debt granted by such Lender(s) to the Company remaining outstanding by the Company to any Lender(s) or so long as the Lender(s) continue to hold the such securities / instruments in the Company by direct subscription or private placement, or so long as the Lender(s) hold equity shares in the Company as a result of conversion of such loan(s) / securities/ instruments, or if the agreement with the respective Lender(s) provide for appointment of any person or persons as a Director, or if the Company is required to appoint any person as a Director pursuant to any agreement, (which Director or Directors is / are herein after referred to as "Lender Nominee Director") on the Board of the Company, the Lender(s) may appoint such person nominated by such Lender(s) as Nominee Director, in accordance with the terms and conditions specified in the agreement executed with such Lender(s) and that such Director may not be liable to retire by rotation. The Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the company including payment of remuneration and travelling expenses to such Lender Nominee Director as may be agreed by the Company with the appointer the Lender Nominee Directors.*

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors or the Company Secretary of the Company be and are hereby authorised severally, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary,

proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

By order of the Board
For **Criss Financial Limited**

Sd/-

Srikanth Reddy K
Company Secretary

Place: Hyderabad

Date: June 05, 2023

Notes:

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to Special Business to be transacted at the Thirty-first Annual General Meeting ("AGM") is annexed hereto;
2. A Member entitled to attend and vote at this AGM is entitled to appoint a proxy to attend and vote, instead of himself/herself/itself and such proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the AGM. A person can act as a proxy on behalf of members up to and not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such a person shall not act as proxy for any other person or member. Proxy shall not have right to speak at the AGM;
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting;
4. Members are requested to communicate their change of address, addressing the Company, Criss Financial Limited, Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081;
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the AGM;
6. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the AGM;
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or arrangements in which Directors are interested, maintained under the Act, will be available for inspection at the AGM;
9. Members can send their queries to Kfin Technologies Limited (Unit: Criss Financial Limited) Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana. Members can also send email to the designated email id: einward.ris@kfintech.com;
10. In support of the "Green Initiative" announced by the Government of India and as well as the provisions of the Act and rules made thereunder, a copy of the Annual Report and the Notice (along with attendance slip and proxy form) are being sent by e-mail to those Members whose e-mail addresses have been made available to the Company/ Depository Participants, unless the Member has requested for a printed copy of the same;
11. Members who have not updated their email IDs, are requested to update the same with their respective Depository Participant ("DPs") or Kfin Technologies Limited, Registrar and Transfer Agent ("R&T") of the Company. Further, Members holding shares in electronic mode are requested to update their email addresses with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s);
12. Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company in the nomination form (SH-13). Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility; and
13. Members desiring any information relating to the financial statements of the Company are requested to write to the Company at least ten (10) days before the AGM, to enable the Company to keep the information ready at the AGM;

Explanatory Statement to notice of the 31st Annual General Meeting
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4:

As per Section 71 of the Companies Act, 2013 a Company may issue debentures. Section 42 of the Companies Act, 2013 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 states that a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company, by a Special Resolution, for each of the offers or invitations. Second Proviso to Rule 14(1) states that in case of offer or invitation for non-convertible debentures, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year.

Pursuant to Section 71 and Section 42 (2) read with Rule 14 of the Companies (Prospectus & Allotment of Securities) Rules, 2014, the approval of the members is sought by way of special resolution for issue and allot Senior or subordinated, listed or unlisted, secured or unsecured, rated or unrated, redeemable non-convertible debentures under private placement, in one or more tranches / series, for an amount not exceeding ₹ 500 Crore and as per the terms and face value to be decided by the Board of Directors of the Company (the "Board", which term shall include any committee constituted / may be constituted by the Board to exercise its powers including the powers conferred under this Resolution), during the period of one year from the date of passing of the Special Resolution as set out in item 3 of the AGM Notice.

Approval of the Members is being sought as required in terms of Sections 42 and 71 of the Companies Act, 2013, by way of Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution as set forth in item No. 3 for the approval of the members.

Item No. 5:

Members are requested to note that the Company is primarily focused on Individual Loans, Secured Loans i.e., mostly Loan Against Property and until recently Loan Against Gold Jewellery. It is proposed to amend the main objects of the Company to enable the Company in diversification of the Loan Portfolio in to other secured and un-secured loan products which would be profitable for the Company considering the market dynamics and needs of the borrowers. For this purpose, the object Clause of the Company requires to be comprehensive so as to cover a wide range of activities to enable the Company to consider embarking upon new products and services.

The alteration in the Objects Clause of the MOA as set out in the Resolution is to facilitate diversification. This will

enable the company to enlarge the area of operations and carry on its business efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

The Board in its meeting held on March 14, 2023 has approved alteration of MOA of the Company and approval of Members is being sought as required by way of Special Resolution.

The Main Object Clause of the MOA of the Company is being amended by replacing the existing clause III (A) of MOA with the new clause III (A) as follow:

- (1) To carry on and undertake the business of finance, hire purchases, leasing and to finance lease operations of all kinds, hire or letting on hire all kinds of durables, industrial and commercial goods and vehicles of all descriptions, machinery, equipment, tools and instruments of all descriptions, refrigerators, air conditioners, washing machines and other equipment of personal use or otherwise, television, mobile phones, tablets and all other types of electronic devices and equipment the Company may think fit and to assist in financing and/or financing of all and every kind and description including working capital loans, loans against book debts, loans against receivables, consumer finance, personal loans, online personal loans, educational loans, lifestyle loans, agricultural loans, mortgage loans, pledge loans, loans against shares, securities, capital market instruments, bill discounting, providing technology platform for other entities, utilize technology platform provided by other entities directly or indirectly and promote the Company's business activities, and to provide fund based and non-fund based credits to various entities including but not limited to micro, small and medium enterprises, issuing of letter of credit, letter of guarantees, guaranteeing loans granted by other financiers, providing security for loans granted by other financiers, discounting of bills, hundies, cheques, drafts and deferred payment guarantees engage in wholesale lending, financing the development of townships, development of real estate, construction of premises for residential/commercial/ industrial purposes, building of roads, canals, bridges, towers and other infrastructure projects, and to undertake financing the generation/cogeneration, transmission, distribution and supply of power of all kinds, whether conventional or non-conventional or similar transactions and to subsidize or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all, any, every kind and description, upon any terms what so-ever and to purchase or otherwise deal in all forms of immovable and movable property including land and buildings,

plant and machinery, equipment, ships, aircraft, automobiles, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/or used, to undertake funding of infrastructure projects under build-own-operate-transfer or build-own-transfer model, undertake structured financing, syndicated/ syndication loans, take-out financing, mezzanine financing and such other financing models by whatsoever name called, for infrastructure as well as non-infrastructure purposes, to engage in purchase/sale of non-performing assets.

Provided however that the Company shall neither carry on agricultural/ plantation activities nor shall engage in real estate business, except development of townships, real estate covering construction of residential/ commercial premises, roads/bridges etc.

- (2) To carry on the business of housing finance including affordable housing finance and loan against property in India.
- (3) To carry on the business of carry on the business of providing Finance (long term and short term finance), and to undertake all lending and finance activity to any person or persons, Company, AOP, Corporations, Society('ies), Co-operative Societies, or associations, Institutions, Firms Builders, Developers persons or body of individuals others, either individually or jointly either at interest or without and/ or with or without any security for the purpose of enabling the borrower for either ,construction, erection purchase, enlarge or repair renovate, furniture and fitting, equipment and such other things required of any house/s, flats, raw houses, bungalows, townships, rooms, huts used for housing/ residential purpose either in total or part thereof o otherwise, upon such terms and conditions as the Company may think fit and proper.
- (4) To negotiate loans, to end money, securities and other property, to discount and securities, to become sureties ad guarantors for any purposes and generally to carry on business as financiers and merchants and other business, subject, however that the company shall not carry on the business of banking as defined in the Banking Regulation Act,1949.
- (5) To lend money to such persons or companies on such terms as may seem expedient and in particular to the persons having dealing with the company and to guarantee the performance of contracts by any such person or companies.

The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

A copy of the proposed MOA of the Company will be available for inspection at the registered office of the Company till the date of AGM.

Approval of the Members is being sought as required in terms of Section 13 and other applicable provisions of the Companies Act, 2013, by way of Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution as set out at Item No. 4 of this Notice for Member's approval, by way of Special Resolution.

Item No.6

Members are requested to note that the SEBI vide its notification dated February 02, 2023 had amended the Securities and Exchange Board of (Issue and Listing of Non-Convertible Securities) Regulations, 2021 wherein in regulation 18, after sub-regulation (6) and before sub-regulation (7), the following sub-regulation (6A) shall be inserted –

“(6A) The trust deed shall contain a provision, mandating the issuer 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 at the earliest and not later than one month from the date of receipt of nomination from the debenture trustee(s).

Provided that an issuer whose debt securities are listed as on the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, shall amend the trust deed to incorporate the above provision on or before September 30, 2023.”

Further, in regulation 23, after sub-regulation (5), the following sub-regulation (6) shall be inserted, namely:

“(6) If an issuer is a company, it 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:

Provided that the issuer whose debt securities are listed as on the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, shall amend its Articles of Association to comply with this provision, on or before September 30, 2023:

Provided further that the issuer, which is in default of payment of interest or repayment of principal amount in respect of listed debt securities, shall appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors, within one month from date of receipt of nomination from the debenture trustee or the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities)

(Amendment) Regulations, 2023 in the official gazette, whichever is later."

In this regard, the Board in its meeting held on April 28, 2023 has approved to amend Article 101 of AOA of the Company and approval of Members is being sought as required by way of Special Resolution.

The proposed amendment to Article 101 of the Articles of Association ("AOA") of the Company by replacing the existing Article with the following:

Article 101. Notwithstanding anything contrary contained in these Articles, any debenture trustee/ trustee appointed under the trust documents or any other document relating to or covering the issue of debentures or bonds of the Company may pursuant to and in accordance with SEBI (Debenture Trustee) Regulations, 1993 or any other circular/ guidelines/ notification issued by SEBI or any other governmental authority in this regard from time to time, may nominate and require the appointment of a Director (in these presents referred to as "the Debenture Nominee Director") for and on behalf of the holders of the debentures or bonds for such period as notified by such debenture trustee/ trustee, but in any case not exceeding the period for which the debentures/bonds or any of them shall remain outstanding and may also nominate and require appointment of new Debenture Nominee Director on a vacancy being caused due to resignation, death, removal or otherwise of an existing Debenture Nominee Director. The Debenture Nominee Director may not be liable to retire by rotation. The Debenture Nominee Director appointed or nominated under this Article will be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the company including payment of remuneration and travelling expenses to such Debenture Nominee Director as may be agreed by the Company with the appointer of the Debenture Nominee Director.

Article 101 A. Further, notwithstanding anything contrary contained in these Articles, if the Company has availed any loan(s) from, or issued any instruments/securities (other than debenture or bonds) to any bank(s), financial institution(s), non-banking finance companies, asset reconstruction companies or any other body corporate (in these presents referred to as the "Lender(s)") and so long as any monies with respect to such loan(s)/debt granted by such Lender(s) to the Company remaining outstanding by

the Company to any Lender(s) or so long as the Lender(s) continue to hold the such securities / instruments in the Company by direct subscription or private placement, or so long as the Lender(s) hold equity shares in the Company as a result of conversion of such loan(s) / securities/instruments, or if the agreement with the respective Lender(s) provide for appointment of any person or persons as a Director, or if the Company is required to appoint any person as a Director pursuant to any agreement, (which Director or Directors is / are herein after referred to as "Lender Nominee Director") on the Board of the Company, the Lender(s) may appoint such person nominated by such Lender(s) as Nominee Director, in accordance with the terms and conditions specified in the agreement executed with such Lender(s) and that such Director may not be liable to retire by rotation. The Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the company including payment of remuneration and travelling expenses to such Lender Nominee Director as may be agreed by the Company with the appointer the Lender Nominee Directors.

The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

A copy of the proposed AOA of the Company will be available for inspection at the registered office of the Company till the date of AGM.

Approval of the Members is being sought as required in terms of Section 14 and other applicable provisions of the Companies Act, 2013, by way of Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution as set out at Item No. 5 of this Notice for Member's approval, by way of Special Resolution.

By order of the Board
For **Criss Financial Limited**

Sd/-

Srikanth Reddy K
Company Secretary

Place: Hyderabad
Date: June 05, 2023

Annexure to the Notice of 31st Annual General Meeting:**Details of Director who is being appointed or re-appointed as per the Secretarial Standards:**

Name	Mr. Shalabh Saxena
Age	51 Years
Qualification	MBA (Marketing)
Experience	Over 29 years
Terms and Conditions of appointment or re-appointment along with the details of remuneration sought to be paid	To be re-appointed as Director, no remuneration is proposed to be paid
Remuneration last drawn	-
Date of first appointment on the Board	03/08/2022
Shareholding in the Company	-
Relationship with other Directors, Managers and other Key Managerial Persons of the Company	-
The number of meetings of the Board attended during the year	3
Directorship in other Companies	1. Spandana Sphoorty Financial Limited 2. Caspian Financial Services Limited
Membership/Chairmanship of Committees of the other Board	Caspian Financial Services Limited: Nil Spandana Sphoorty Financial Limited 1. Management Committee (Chairman) 2. IT Strategy Committee (Member) 3. Stakeholder Relationship Committee (Member) 4. ALM Committee (Chairman)

CRISS FINANCIAL LIMITED

Regd. Office: Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIIIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081.

Website: www.crissfin.com | CIN: U65993TG1992PLC014687 | Phone: 040-44386648

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]

Venue: Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIIIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081.

Date & Time: Tuesday, the August 01, 2023 at 11.30 AM

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id*	
Client Id*	
Folio No	
No. of shares held	

*Applicable for investors holding shares in Electronic form.

I/We being a member/members of Criss Financial Limited hereby holding shares, hereby appoint

Name	
Address	
E-mail ID	
Signature	

or failing him

Name	
Address	
E-mail ID	
Signature	

or failing him

Name	
Address	
E-mail ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Tuesday, the August 01, 2023 at 11.30 AM at Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIIIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081 and at any adjournment thereof in respect of such resolutions as are indicated below:

- To receive, consider and adopt the audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon; and
- Re-appointment of Mr. Shalabh Saxena as a Director of the Company.
- To appoint Statutory Auditors of the Company.
- To accord the approval of the issue of Non-Convertible Debentures (NCDs) on private placement basis.
- To approve the amendment in main objects clause of the memorandum of association of the company.
- To approve the amendment to article 101 of the articles of association of the company.

Signed this day of 2023

Affix
Revenue
Stamp
₹ 1

Signature of the Member

Notes: The proxy form to be effective, should be duly stamped, completed, signed and must be returned so as to reach the Registered Office of the Company, not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a Member of the Company

CRISS FINANCIAL LIMITED

Regd. Office: Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081.

Website: www.criissfin.com | CIN: U65993TG1992PLC014687 | Phone: 040-44386648

Annual General Meeting

Attendance Slip

31st ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, THE AUGUST 01, 2023 AT 11.30 AM

I hereby record my presence at the 31st Annual General Meeting of the Company held on Tuesday, August 01, 2023 at 11.30 AM at Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081.

Name of the Member	
Name of the Proxy	
DPID NO./ CLIENT ID NO.	
Number of Equity Shares held	
Signature of Member/ Proxy/ Authorized Representative	

Notes:

1. Only Member/Proxy holder can attend the Meeting.
2. Please complete the Folio No./DP ID No., Client ID No. and name of the Member/Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. A Member/Proxy holder attending the meeting should bring copy of the Annual Report for reference at the meeting.

VENUE OF AGM: Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081.

