

Notice

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

Notice is hereby given that the Thirty-Second Annual General Meeting (“AGM”) of the Members of Criss Financial Limited (“the Company”) will be held on July 30, 2024, at 02.00 p.m. at the Registered Office of the Company Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIIIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081 to transact the following business: -

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements and the Reports of the Board of Directors and Auditors thereon.

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, together with the Report of the Board of Directors and the Auditors thereon and in this regard to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT the financial statements of the Company for the financial year ended March 31, 2024, and the Report of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

2. To appoint a director in place of Mr. Shalabh Saxena, (DIN: 08908237), who retires by rotation and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) 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 the Meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.”

SPECIAL BUSINESS:

3. To re-appoint Ms. Abanti Mitra (DIN: 02305893) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Act and the rules framed there under read with Schedule IV to the Act, as amended from time to time and recommendation of the Nomination and Remuneration Committee and of the Board, and in accordance with the Articles of Association of the Company and the Master Direction by Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023, approval of the shareholders

of the Company be and is hereby accorded to re-appoint Ms. Abanti Mitra (DIN: 02305893) as Independent Director for a second term of five years, effective from the expiration of her previous term on the Board of Directors of the Company, up to December 26, 2028.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any Director, and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

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 the provision of Sections 23, 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and in accordance with Rule 14(2) and other applicable provisions of Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2021, the Master Direction – Reserve Bank of India (Non- Banking Financial Company– Scale Based Regulation) Directions, 2023, Guidelines Issued by Reserve Bank of India for Raising Money through Private Placement of Non-Convertible Debentures (NCDs) by Non-Banking Financial Companies 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 any, and to the extent necessary, approval 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) to create, offer, invite, issue and allot subordinated or unsubordinated, perpetual or non-perpetual, listed or unlisted, secured or unsecured, 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 up to an amount not exceeding ₹ 500,00,00,000/- (Rupees Five Hundred Crore Only) on such terms and conditions, at par or premium or discount, in one or more tranches to such person or persons including but not limited to 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 (including any Committee thereof) be and is hereby authorized to determine and consider the 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, without being required to seek any further consent or approval of the members of the Company".

5. Increase in borrowing power of the Company.

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

"RESOLVED THAT in supersession to the earlier resolution passed by the members in the Annual General Meeting of the Company held on July 30, 2021 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules prescribed there under, (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors ("the Board", which in term shall include any committee which the Board may constitute to exercise its powers including the powers conferred under this resolution), to borrow from time to time, both in Indian currency and in foreign currencies, including External Commercial Borrowing (ECB), if any, and by issue of debentures of any kind, by issue of commercial papers for the purposes of Company's business, subject to obtaining

necessary approvals of the Reserve Bank of India (RBI), if any, and other statutory authorities or other statutes, for the time being in force, as may be necessary, any sum or sums of monies as it may deem proper, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed, at any time, the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; provided that the total amount to be borrowed by the Board together with monies already borrowed shall not exceed ₹ 1,700,00,00,000/- (Rupees One Thousand Seven Hundred Crore only), outstanding at any time and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies borrowed / to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may deem fit, as also to execute all such deeds and documents as may be necessary, usual or expedient for this purpose."

"RESOLVED FURTHER THAT in connection with the aforesaid, the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

6. Creation of charge and providing security.

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

"RESOLVED THAT in supersession to the earlier resolution passed by the members at the Annual General Meeting of the Company held on July 30, 2021, and pursuant to section 180 (1)(a) and other applicable provisions if any, of the Companies Act, 2013 and the applicable rules prescribed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the Members be and is hereby accorded to the Board of Directors of the Company ("the Board", which in term shall include any committee which the Board may constitute to exercise its powers including the powers conferred under this resolution) for mortgaging, hypothecating, creation of charge on properties of the Company including first pari-passu charge, and pledging and / or creating a fixed charge or floating charge and / or subservient charge / second charge and also to create lien, charges and all other encumbrances of whatsoever in nature on all or any part of the movable or immovable properties of the Company and the whole or substantially the whole of all or any part of the undertaking of the Company, of every nature and kind whatsoever, both present and future to or in favour of banks, financial institutions, bodies corporate, debenture trustees or any other lenders/creditors, whether in India or abroad, for securing amounts borrowed by the Company or any third party, from time to time, up to an aggregate amount not exceeding ₹ 1,200,00,00,000/-

(Rupees One Thousand Two Hundred Crore only) for the due payment/ re-payment of the principal together with interest, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, charges, costs, expenses and all other monies payable by the Company or any third party, in respect of such borrowings under the agreements/ arrangements entered into/ to be entered into by the Company or any third party, as the case may be."

"RESOLVED FURTHER THAT in connection with the aforesaid, the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

7. To approve the amendment in main Object clause of the Memorandum of Association (MOA) 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 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded to amend the Memorandum of Association of the Company as follows:

Addition of clause "6" to the main object clause of the Memorandum of Association as Follows:

"Clause 6 - To carry on and undertake the business of insurance, including life insurance and general insurance

as intermediary or agent of other insurance companies, and to act as an agent/collaborator/partner with banks, insurance companies, mutual funds, and other financial institutions in administering the extension of finance to any person, firm, company, body corporate, trust, individual, association of persons, households, small and medium enterprises, small-scale industries, farmers, etc, subject to the rules and regulations prescribed by the Insurance Regulatory and Development Authority, the Reserve Bank of India, and the Non-Banking Finance Companies Rules applicable to insurance business."

"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."

By order of the Board
For Criss Financial Limited

Place: Hyderabad
Date: June 04,2024

Dinesh Mourya
Company Secretary

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-Second 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 meeting.
- 6) Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 7) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 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.
- 14) The documents as referred to in this Notice shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:00 P.M.

Explanatory Statement to notice of the 32nd Annual General Meeting

(Pursuant to Section 102 of the Companies Act, 2013)

The following explanatory statement sets out all material facts relating to the Special Businesses specified in the Notice of 32nd AGM.

Item No. 3 - Re-appointment of Ms. Abanti Mitra (DIN: 02305893) as an Independent Director of the Company.

It is proposed to re-appoint Ms. Abanti Mitra (DIN-02305893) as an Independent Director in terms of Section 149 and other applicable provisions, if any, of the Act and the rules framed there under read with schedule IV to the Act, as amended from time to time to hold office for a further period of five consecutive years.

Ms. Mitra (DIN-02305893) was appointed as an Independent Director by the Board of Directors of the Company on May 24, 2019, and the same was subsequently approved by the Shareholders at their Annual General Meeting held on September 30, 2019, further, she was designated as the Chairperson of the Company on August 03, 2022.

In terms of the provisions of Section 149 of the Act, Ms. Mitra is eligible for re-appointment for a second term on the Board of the Company.

The Board of Directors, at its meeting held on April 26, 2024, based on the recommendation of the Nomination and Remuneration Committee, after taking into consideration the valuable contributions made by Ms. Mitra, her participation in the Board, and her performance evaluation, unanimously recommends the Special Resolution as set out in item no. 3 of this notice and proposes the re-appointment of Ms. Mitra as an Independent Director for a second term of five years, effective from the expiration of her previous term on the Board of Directors, up to December 26, 2028.

Profile of Ms. Abanti Mitra

Ms. Mitra holds a postgraduate diploma in rural management from the Institute of Rural Management, Anand. She has previously worked with Micro-Credit-Ratings International Limited and ICICI Bank Limited, focused on rural and micro-banking businesses. She also serves as a director on the Board of Positron Consulting Services Private Limited and Positron Capital Services LLP. In Positron, she works closely with private equity and NBFC clients. She is an Independent Director on the Board of Spandana Sphoorty Financial Limited and Vedant Fashions Limited.

The terms and conditions of reappointment of Ms. Mitra shall be open for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:00 P.M.

None of the Directors other than Ms. Mitra, Key Managerial Personnel or their relatives is concerned or interested in the Resolution at Item No.3 of the Notice.

Item No. 4 – Issue of Non-Convertible Debentures (NCDs) on Private Placement Basis.

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 of 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 4 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.

Item No. 5 & 6 - Increase in borrowing power of the Company & Creation of charge and providing security.

The Members at the Annual General Meeting held on July 30, 2021, had accorded by way of Special Resolution their approval to the Board of Directors of the Company to borrow money from time to time, not exceeding ₹ 1,500 crore (Rupees One Thousand Five Hundred Crore) over and above the aggregate of the paid-up share capital of the Company and its free reserves.

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto ₹ 1,700 crores (Rupees One Thousand Seven Hundred Crores). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time

except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

The Board recommends the resolutions set out in item no. 5 & 6 of the Notice for your approval as a 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.

Item No. 7 - Amendment in the main Object Clause of the Memorandum of Association of the Company.

The Company has intent to apply for Corporate Agent Composite license covering Life, General, and Health insurance.

The Company's MOA has the enabling power to solicit insurance business, this power has been currently part of the 'Other Objects' in the MOA. The Board of Directors has proposed to include an enabling clause in the 'Main Objects' of the MOA. Consequently, it was proposed to amend the main objects clause of the MOA by inserting the following clause:

"Clause 6 - To carry on and undertake the business of insurance, including life insurance and general insurance as intermediary or agent of other insurance companies, and to act as an agent/collaborator/partner with banks, insurance companies, mutual funds, and other financial

institutions in administering the extension of finance to any person, firm, company, body corporate, trust, individual, association of persons, households, small and medium enterprises, small-scale industries, farmers, etc, subject to the rules and regulations prescribed by the Insurance Regulatory and Development Authority, the Reserve Bank of India, and the Non-Banking Finance Companies Rules applicable to insurance business."

The Board at its meeting held on June 04, 2024, has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection in physical or electronic form at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the members.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

By order of the Board
For Criss Financial Limited

Place: Hyderabad
Date: June 04,2024

Dinesh Mourya
Company Secretary

Annexure to the Notice of 32nd Annual General Meeting:

Details of Director who is being appointed or re-appointed as per the Secretarial Standards-2 on General Meeting:

Name	Mr. Shalabh Saxena	Ms. Abanti Mitra
Age	53	56
Qualification	MBA in Marketing, B K School of Management, Hyderabad	Postgraduate diploma in rural management from the Institute of Rural Management, Anand.
Experience	Over 25 years	Over 27 years
Terms and Conditions of appointment or re-appointment along with the details of remuneration sought to be paid	To be re-appointed as Non-Executive Nominee Director, no remuneration is proposed to be paid	To be re-appointed as Independent Director, no remuneration is proposed to be paid
Remuneration last drawn	NA	NA
Date of first appointment on the Board	August 03, 2022	December 27, 2018
Shareholding in the Company	NA	NA
Relationship with other Directors, Managers and other Key Managerial Persons of the Company	NA	NA
The number of meetings of the Board attended during the year	7	5
Directorship in other Companies	2	5
Membership/Chairmanship of Committees of the other Board	Membership/Chairmanship of Committees of the other Board: Spandana Sphoorty Financial Limited 1. Risk Management Committee- Member 2. Corporate Social Responsibility- Member 3. Stakeholder Relationship Committee- Member 4. IT Strategy Committee - Member 5. Management Committee - Member 6. Asset Liability Management Committee - Chairperson	Membership/Chairmanship of Committees of the other Board: Vedanta Fashions Limited 1. Corporate Social Responsibility - Member 2. Audit Committee - Chairperson 3. Stakeholder Relationship Committee - Chairperson Spandana Sphoorty Financial Limited 1. Audit Committee - Member 2. Asset Liability Management Committee - Member

By order of the Board
For Criss Financial Limited

Dinesh Mourya
 Company Secretary

Place: Hyderabad
 Date: June 04,2024

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]

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.crisffin.com | CIN: U65993TG1992PLC014687 | Phone: 040-44386648

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

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 AGM of the Company, to be held on Tuesday, the July 30, 2024, at 02.00 PM at Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No	Resolution	For	Against
1	Adoption of Audited Financial Statements and the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a director in place of Mr. Shalabh Saxena, (DIN: 08908237), who retires by rotation and being eligible, offers himself for re-appointment.		
3	To re-appoint Ms. Abanti Mitra (DIN: 02305893) as an Independent Director of the Company.		
4	Issue of Non-Convertible Debentures (NCDs) on Private Placement Basis.		
5	Increase in borrowing power of the Company.		
6	Creation of charge and providing security.		
7	To approve the amendment in main Object clause of the Memorandum of Association (MOA) of the Company.		

Signed this day of, 2024

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.

ANNUAL GENERAL MEETING (AGM)

ATTENDANCE SLIP

AGM TO BE HELD ON TUESDAY, JULY 30, 2024, AT 02.00 PM

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

I hereby record my presence at the AGM of the Company held on Tuesday, July 30, 2024, at 02.00 PM 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.

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.

