NOTICE

Notice is hereby given that an Extraordinary General meeting (EGM) (S.No.2/2024-2025) of the members of Veritas Finance Private Limited ("**Company**") is scheduled to be held at shorter notice on Monday, 30th day of September 2024 at 11:30 A.M. through Video Conferencing mode (VC) and Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28-C35, CIPET Road, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600032, shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat.

In continuation to MCA's General Circular No 14/2020 dated 08.04.2020, General Circular No. 03/2022 dated 05.05.2022 and General Circular No 11/2022 dated 28.12.2022, the Ministry of Corporate Affairs has issued the General Circular No 09/2023 dated 25.09.2023, which allows the Companies to conduct their EGMs through Video Conference or other Audio Visual Means (VC / OAVM) in accordance with the framework provided in the aforementioned circulars up to September 30, 2024.

As per the circular, the members may attend the Extraordinary General Meeting via video conferencing or other audio-visual means. Keeping in line with the above notifications, the members are hereby informed that they may attend the EGM through VC / OAVM mode on September 30, 2024, at 11:30 A.M.

The Video Conferencing login details will be sent to the members to their registered e-mail address with the Company, well ahead of the meeting.

The agenda items for the meeting and the explanatory statement for the agenda items are given below in detail. Kindly make it convenient to attend the meeting.

The meeting is scheduled to transact the following business:

SPECIAL BUSINESS:

1. **Appointment of Mr. Raj Vikash Verma (DIN: 03546341) as the Independent Director and Non-Executive Chairman of the Company**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to and in accordance with (i) the provisions of Section 149, 150, 152 and 161, and other applicable provisions of the Companies Act, 2013 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, (ii) the articles of association of the Company (including any amendment or modification thereof), and (iii) the recommendation of the nomination and remuneration committee in their meeting held on July 16, 2024; Mr. Raj Vikash Verma (DIN: 03546341) who was appointed as the Additional and Independent Director of the Company and designated as the Non-Executive Chairman of the Board with effect from July 16, 2024, to hold office till the conclusion of the next Annual General Meeting, by the Board in its meeting on July 16, 2024, and who has submitted a declaration confirming that he meets the criteria of independence under the Act, be and is hereby appointed as the Independent Director of the Company to hold office for a term of five consecutive years with effect from July 16, 2024.

RESOLVED FURTHER THAT Mr. D. Arulmany, Managing Director and CEO and Ms. V. Aruna, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution including the filing of e-form DIR 12 with the Registrar of Companies / Ministry of Corporate Affairs, making necessary entries in the Register of Directors of the Company, and taking all such steps which are incidental and ancillary in this connection.

RESOLVED FURTHER THAT a certified true copy of this resolution be furnished as required under the signature of the Company Secretary of the Company to anyone concerned or interested in this matter.

2. <u>Appointment of Ms. Susan Thomas (DIN: 09760548) as the Independent Director of the Company</u>

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to and in accordance with (i) the provisions of Section 149, 150, 152 and 161, and other applicable provisions of the Companies Act, 2013 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, (ii) the articles of association of the Company (including any amendment or modification thereof), and (iii) the recommendation of the nomination and remuneration committee in their meeting held on July 16, 2024; Ms. Susan Thomas (DIN: 09760548) who was appointed as the Additional and Independent Director of the Company with effect from July 16, 2024, to hold office till the conclusion of the next Annual General Meeting, by the Board in its meeting on July 16, 2024, and who has submitted a declaration confirming that she meets the criteria of independence under the Act, be and is hereby appointed as the Independent Director of the Company to hold office for a term of five consecutive years with effect from July 16, 2024.

RESOLVED FURTHER THAT Mr. D. Arulmany, Managing Director and CEO and Ms. V. Aruna, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution including the filing of e-form DIR 12 with the Registrar of Companies / Ministry of Corporate Affairs, making necessary entries in the Register of Directors of the Company, and taking all such steps which are incidental and ancillary in this connection.

RESOLVED FURTHER THAT a certified true copy of this resolution be furnished as required under the signature of the Company Secretary of the Company to anyone concerned or interested in this matter.

3. **To consider and approve the interchange in limits of the borrowing powers of the Board of Rs. 7000 Crores (Rupees Seven Thousand Crores only) for FY 2024-25.**

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

RESOLVED THAT in supersession of all earlier resolutions passed in this regard, pursuant to Section 180 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification and or re-enactment thereof) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to realign the borrowing powers of the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company, to borrow for the purpose of business of the Company from time to time at their discretion, any sum or sums of money from any bank or financial institution, firm, mutual funds, insurance companies, non-banking financial institutions, body corporate or other persons, External Commercial Borrowings (ECB) (including External Commercial Borrowings in foreign denominated currencies from any foreign sources/ countries as prescribed by guidelines, if any, in this respect), availing Standby Letter of Credit (SBLC), Non-Convertible Debentures (NCDs) and all types of fund and non-fund based facilities, outstanding at any point of time, as recommended by the Board in its meeting held on September 06, 2024, to the extent of Rs. 7000,00,00,000/- (Rupees Seven Thousand Crores Only), notwithstanding that the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up capital of the Company and its free reserves and that the Board of Directors (which term shall be deemed to include any Committee thereof) be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit and be authorized to delegate all or any of its powers herein conferred to any Committee and / or director(s) and / or officer(s) of the Company, to give effect to this resolution.

RESOLVED FURTHER THAT from the above borrowing limit of Rs. 7000,00,00,000/- (Rupees Seven Thousand Crores only), the limit for private placement of Non-Convertible Debentures be made to the extent of Rs. 750,00,00,000/- (Rupees Seven Hundred and Fifty Crores only), the limit for issuance of commercial papers be made to the extent of Rs.350,00,00,000/- (Rupees Three Hundred and Fifty Crores only), the limit of Rs. 4500,00,00,000/- (Rupees Four Thousand and Five Hundred Crores only), be used for borrowing money from such person or persons including, banks, institutions, corporates, etc., including by issue of External Commercial Borrowings (ECB), availing Standby Letter of Credit (SBLC), all types of fund and non-fund based facilities, the limit of Rs. 1400,00,00,000/- (Rupees One Thousand Four Hundred Crores only) be used for borrowing money through Securitization of its loan

receivables, and/or to sell / transfer/ directly assign substantial assets including receivables / book debt of the Company, and the limits amounting to Rs. 4500,00,00,000/- (Rupees Four Thousand and Five Hundred Crores only), Rs. 750,00,00,000/- (Rupees Seven Hundred and Fifty Crores only) and Rs.350,00,00,000/- (Rupees Three Hundred and Fifty Crores only) be considered at outstanding levels, at any point of time, **AND THAT** the Board, be and is hereby authorized to change the sub limits and also permit interchangeability within the overall limit of Rs. 7000,00,00,000/- (Rupees Seven Thousand Crores only) or delegate to any Committee and / or director(s) and / or officer(s) of the Company in this regard.

RESOLVED FURTHER THAT Mr. D. Arulmany, Managing Director and CEO and Ms. V. Aruna, Company Secretary and Compliance officer be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for all matters connected therewith and/or incidental thereto.

RESOLVED FURTHER THAT a Certified True Copy of this resolution be furnished as required under the signature of the Company Secretary of the Company.

4. Authorization for issuance and allotment of redeemable non-convertible debentures:

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

RESOLVED THAT in supersession of all earlier resolutions passed in this regard, pursuant to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, for making offer(s) or invitation(s) to subscribe to secured/unsecured/subordinated, rated/unrated, listed/unlisted non-convertible debentures ("NCDs") on a private placement basis, in one or more tranches/series, for a period of 1 (one) year from the date hereof, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (including any committee and/or officers authorized by the Board of Directors thereof), based on the prevailing market condition.

RESOLVED FURTHER THAT the aggregate amount to be raised through the issuance of NCDs pursuant to the authority under this Resolution shall not exceed the overall limit of Rs. 750,00,00,000/- (Rupees Seven Hundred and Fifty Crores only) or such other limits as the Board of Directors are authorized to interchange within the overall limit of Rs. 7000,00,00,000/- (Rupees Seven Thousand Crores only), from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board"), be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this resolution.

Thanking you,
By Order of the Board of Directors,

Ms. V. Aruna
Company Secretary and Compliance Officer
M. No.: A60078

Place: Chennai
Date: September 09, 2024

Veritas Finance Private Limited
SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28 - C35,
CIPET Road, Thiru Vi ka Industrial Estate, Guindy, Chennai 600032.
Tel: 044 46150011; web: www.veritasfin.in; email: corporate@veritasfin.in
CIN: U65923TN2015PTC100328

NOTES

1. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the extraordinary general meeting is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a member of the company. Since this EGM is being held pursuant to the MCA Circulars dated 08th April 2020, 13th April 2020, 28th December 2022, and 25th September 2023 through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this EGM and hence the proxy form and attendance slip including route map for EGM are not annexed to this notice.
2. However, A Body Corporate member is entitled to appoint authorized representatives to attend the EGM through VC / OAVM and participate thereat and cast their votes. Institutional/corporate shareholders, are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/ Authorisation etc., authorising their representative to attend the EGM through VC/OAVM on their behalf and cast their votes.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed and forms part of this notice.
4. Members who have not registered their e-mail addresses are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.

INSTRUCTION AS TO HOW THE MEMBERS CAN ACCESS AND PARTICIPATE IN THE MEETING THROUGH VC / OAVM:

1. The meeting begins at 11:30 AM on Monday, September 30, 2024. The members shall be allowed to login to the meeting from 11:15 AM to 11:45 AM.
2. The meeting shall be conducted through Zoom platform. The Video Conferencing login details will be sent to the members to their registered e mail address with the Company, well ahead of the meeting.
3. The Members are advised log on to the zoom website or log on through the zoom mobile application 15 minutes before the meeting.
4. Members who need assistance before or during the EGM or if there any difficulties/ grievances relating to participation in the meeting shall contact Ms. V. Aruna, Company Secretary & Compliance Officer on 044- 46150029 and Email Id: aruna.v@veritasfin.in.

ANNEXURE TO NOTICE

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

Item No. 1. Appointment of Mr. Raj Vikash Verma (DIN: 03546341) as Independent Director and Non-Executive Chairman of the Company

1. Based on the recommendation of the nomination and remuneration committee in its meeting held on July 16, 2024, the Board in their meeting held on the same day, considered and approved the appointment of Mr. Raj Vikash Verma (DIN: 03546341) as an Additional and Independent Director of the Company and designated him as the Non-Executive Chairman of the Board, with effect from July 16, 2024, to hold office till the conclusion of the ensuing Annual General Meeting of the Company. Since this extraordinary general meeting of the members has been scheduled, this regularization of appointment of the Additional and Independent Director has been proposed to hold office for a term of five consecutive years with effect from July 16, 2024, at this general meeting instead of waiting till the Annual General Meeting.

2. Mr. Raj Vikash Verma is a Housing / Mortgage Industry Professional with an experience of over 35 years in the mortgage / financial sector. He has held leadership positions – Chairman and CEO – at several national-level regulatory and Financial Institutions viz. Chairman of AU Small Finance Bank, Chairman and Managing Director of National Housing Bank, Member-cum-Chairman of Pension Fund Regulatory and Development Authority (PFRDA) and Chairman and Managing Director of CERSAI and the Central Registrar. He has played a key role in promoting collaboration with international institutions like USAID, World Bank / IFC, ADB, KFW, DFID, CIDA, JICA etc. and building global stakes in India including foreign investments in housing and real estate. He has dealt extensively with Balance-sheet & P&L management and conceptualized and executed several groundbreaking initiatives in low income and informal housing sector and various developmental initiatives for building market infrastructure for affordable housing and designing regulations and financing schemes for sound growth of the mortgage industry. He has also been instrumental in setting up the Asia Pacific Union for Housing Finance (APUHF) and served as its chairman. He also led the initiative in setting up the first Mortgage Guaranty Company in India and served as its first Chairman. He also served as a Member on the Advisory Committee of the Insolvency and Bankruptcy Board of India (IBBI).

3. A declaration from Mr. Raj Vikash Verma has been received confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and SEBI Listing Regulations. Mr. Raj Vikash Verma has also confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to appointment by the Members. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and he had completed the online proficiency self-assessment test conducted by IICA. Further, Mr. Raj Vikash Verma has also duly submitted other declarations required as per the regulations of the Reserve Bank of India (RBI) and the Companies Act, 2013.

4. A copy of the draft letter of appointment for independent directors is available on the website of the company as well as at the registered office of the Company for inspection between 11.00 A.M. to 5.00 P.M on any working day.

5. Accordingly, approval of the members is being sought to approve the appointment of Mr. Raj Vikash Verma (DIN: 03546341) as an Independent Director and Non-Executive Chairman by passing the **ordinary resolution** set out in item no. 01 of this Notice according to the provisions of the Companies Act, 2013.

6. Except Mr. Raj Vikash Verma, being an appointee, none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

Item No. 2. Appointment of Ms. Susan Thomas (DIN: 09760548) as Independent Director of the Company

1. Based on the recommendation of the nomination and remuneration committee in its meeting held on July 16, 2024, the Board in their meeting held on the same day, considered and approved the appointment of Ms. Susan Thomas (DIN: 09760548) as an Additional and Independent Director of the Company, with effect from July 16, 2024, to hold office till the conclusion of the ensuing Annual General Meeting of the Company. Since this extraordinary general meeting of the members has been scheduled, this regularization of appointment of the Additional and Independent Director has been proposed to hold office for a term of five consecutive years with effect from July 16, 2024, at this general meeting instead of waiting till the Annual General Meeting.

2. Ms. Susan Thomas is currently a Director of Joy Foam Pvt Ltd. She has earlier been associated with Sundram Fasteners Ltd as Executive Vice President- HR for 8 years and prior to that, was Head Group HR of the Murugappa Group, Chennai, for a period of 18 years. She was also previously an Associate Professor at the Loyola Institute of Business Administration (LIBA). She is also an Hon. Secretary and Founder Trustee of Sugun Thomas Foundation. She is on the Governing Board of the Madras Medical Mission. Ms. Susan Thomas has completed her Bachelor of Arts in Psychology from Women's Christian College, Chennai and Master of Arts from Madras School of Social Work. She also has a PhD in Organizational Behaviour from IIT Madras.

3. A declaration from Ms. Susan Thomas has been received confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and SEBI Listing Regulations. Ms. Susan Thomas has also confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to appointment by the Members. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and she had completed the online proficiency self-assessment test

conducted by IICA. Further, Ms. Susan Thomas has also duly submitted other declarations required as per the regulations of the Reserve Bank of India (RBI) and the Companies Act, 2013.

4. A copy of the draft letter of appointment for independent directors is available on the website of the company as well as at the registered office of the Company for inspection between 11.00 A.M. to 5.00 P.M on any working day.

5. Accordingly, approval of the members is being sought to approve the appointment of Ms. Susan Thomas (DIN: 09760548) as the Independent Director by passing the **ordinary resolution** set out in item no. 02 of this Notice according to the provisions of the Companies Act, 2013.

6. Except Ms. Susan Thomas, being an appointee, none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

Item No. 3: To consider and approve the interchange in limits of the borrowing powers of the Board of Rs. 7000 Crores (Rupees Seven Thousand Crores only) for FY 2024-25:

1. Pursuant to Section 180 of the Companies Act, 2013, the Company vide special resolution dated April 20, 2024, approved the increase in borrowing powers of the Board from Rs.5200 Crores (Rupees Five Thousand Two Hundred Crores only) to Rs. 7000 Crores (Rupees Seven Thousand Crores only). In this regard, considering the current borrowings outstanding from banks and other financial institutions, the bank sanctions for which documentation is completed and yet to be availed and bank sanctions for which documentation is in progress, it is hereby proposed to increase the borrowings limits for borrowing money from such person or persons including Banks, Financial institutions, corporates, etc., by way of External Commercial Borrowings (ECBs), availing Standby Letter of Credit (SBLC), and all types of fund and non-fund based facilities to Rs.4500 Crores from existing limits of Rs.4000 crores and reduce the borrowings limit under NCD to Rs.750 Crores from existing limits of Rs.1250 Crores within the overall approved annual borrowing limits.

2. In supersession to the earlier shareholders' approval vide resolution dated April 20, 2024, the Board of Directors ("Board") of the Company in its meeting held on September 06, 2024, has recommended to the members, to consider and approve the interchange in limits of the borrowing powers of the Board of Rs.7000 Crores (Rupees Seven Thousand Crores only) as below for FY 2024-25:

Particulars	Existing Borrowing Limits (in Rs. Crores)	Proposed Borrowing Limits (in Rs. Crores)
Private placement of Non-Convertible Debentures (NCDs)	1,250.00	750.00
Borrowings from such person or persons including banks, institutions, corporates, etc., by way of External Commercial	4,000.00	4,500.00

Particulars	Existing Borrowing Limits (in Rs. Crores)	Proposed Borrowing Limits (in Rs. Crores)
Borrowings (ECBs), availing Standby Letter of Credit (SBLC), and all types of fund and non-fund based facilities.		
Borrowings by way of Commercial Papers	350.00	350.00
Total Direct Borrowings (outstanding at any point of time)	**5,600.00**	**5,600.00**
Securitization of its loan receivables and to sell / transfer / directly assign substantial assets including receivables / book debt of the Company	1,400.00	1,400.00
Grand Total	**7,000.00**	**7,000.00**

3. Accordingly, approval of the Members is being sought to interchange the limits of borrowing powers of the Board by passing the resolution set out in item no. 3 of this Notice as a Special Resolution.

4. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this Resolution.

Item No. 4: Authorization for issuance and allotment of redeemable non- convertible debentures:

1. Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the Company is required to obtain the approval of its members by way of a special resolution, before making any offer or invitation for issuance of NCDs on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of NCDs by the Company for a period of 1 (One) year from the date on which the members have provided the approval by way of the special resolution.

2. In supersession to the earlier resolutions passed in this regard, the Directors recommend the resolution for members' approval as a Special Resolution set out at item no.4 of this Notice.

3. The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out here in below:

   a) Particulars of the offer including date of passing of board resolution: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee and/or officers duly authorized by the Board of Directors thereof), from time to time;

b) Kinds of securities offered and price at which security is being offered: This special resolution is restricted to the private placement issuance of non-convertible debentures by the Company which may be secured/unsecured/subordinated, rated/unrated, listed/unlisted with the terms of each issuance being determined by the Board of Directors (including any committee and/or officers duly authorized by the Board of Directors thereof), from time to time, for each issuance;

c) Basis or justification for the price (including premium, if any) at which offer or invitation is being made: Not applicable;

d) Name and address of valuer who performed valuation: Not applicable.

e) Amount which the company intends to raise by way of such securities: As may be determined by the Board of Directors from time to time but subject to the limits approved under Section 42 of the Companies Act, 2013 of up to Rs. 750,00,00,000/- (Rupees Seven Hundred and Fifty Crores only) or such other limits as may be interchanged within the overall limit of Rs. 7000,00,00,000/- (Rupees Seven Thousand Crores only) as authorized, from time to time.

f) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee and/or officers duly authorized by the Board of Directors thereof), from time to time.

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