BharatPe

REGISTERED OFFICE ADDRESS
Resilient Innovations Private Limited
3rd Floor, Ramnath House, 18, Community Centre, Yusuf Sarai, New Delhi- 110049

CORPORATE OFFICE ADDRESS
Building No 8, Tower C, 7th Floor & 12th Floor, Cyber City, Gurgaon-122002, Haryana, India

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NOTICE OF THE 5TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifth (**5th**) Annual General Meeting ("**AGM**") of the Members of Resilient Innovations Private Limited ("**Company**") is scheduled to be held at a shorter notice on **Wednesday, December 20, 2023 at 04:00 PM (IST)** through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**") to transact the following business(es):

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.**

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

"**RESOLVED THAT** the Audited standalone and consolidated financial statements of the Company comprising of the balance sheet as at March 31, 2023, the statement of profit and loss and cash flow statement, for the financial year ended on March 31, 2023, together with the notes thereto, report of the Board of Directors and Auditors' report thereon, as circulated to the members, be and are hereby considered and adopted."

SPECIAL BUSINESSES:

2. **To appoint Mr. Sumeet Singh (DIN: 05323737) as a Whole Time Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) thereto or re-enactment thereof) and the Articles of Association of the Company, Mr. Sumeet Singh (DIN: 05323737), who was appointed as an Additional Director of the Company and designated as a Whole- Time Director with effect from February 22, 2023, for a period of one year, and who holds office as an Additional Director pursuant to Section 161 of the Act, up to the date of this Annual General Meeting, be and is hereby appointed as Director in the capacity of a Whole- Time Director of the Company on terms and conditions as may be decided by Board of Director, who shall hold his office as Director of the Company till February 21, 2024.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient from time to time for giving effect to the above resolution and matters related and incidental thereto."

3. **To appoint Mr. Colin Bryant (DIN: 10411559) as a Non- Executive Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) thereto or re-enactment thereof) and the Articles of Association of the Company, Mr. Colin Bryant (DIN: 10411559) be and is hereby appointed as a Non- Executive Director of the Company on such terms and conditions as may be decided by the Board of Directors.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient from time to time for giving effect to the above resolution and matters related thereto including but not limited to issuing a certified copy of this resolution."

4. **To approve the issuance of Non- Convertible Debentures on private placement basis.**

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules framed thereunder (including any statutory amendment(s) modification(s) thereto or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and subject to the receipt of necessary approvals as may be applicable and such other permissions and sanctions, as may be necessary, the Board of Directors ('Board', which shall include a Committee of the Board) be and is hereby authorized to issue and allot unlisted, unrated, redeemable Non-Convertible Debentures (**"NCDs"**) on private placement basis, in one or more tranches/ series, aggregating upto a maximum amount of INR 500 Crores (Indian Rupees Five Hundred only), after the date of passing this resolution and during a period of one year from the date hereof, on such terms and conditions, to such persons or institutions as the Board may decide, in its in its absolute discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, to settle all questions and give such directions as may be deemed necessary or expedient, to give effect to this resolution in their absolute discretion, as they deems necessary."

By and on behalf of the Board of Directors of
RESILIENT INNOVATIONS PRIVATE LIMITED

Sd/-

Aanchal Aggarwal
Company Secretary
M. No. A38804

Date: December 17, 2023
Place: Gurugram

NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/ 2023 dated September 25, 2023 and all other relevant circulars , notifications, guidelines issued in this regard from time to time by the Ministry of Corporate Affairs, Government of India ("MCA") (referred to as "MCA Circulars"), companies are allowed to convene their AGMs through video conferencing ("VC") or other audio visual means ("OAVM"), without the physical presence of the members at a common venue. Hence, in accordance with the MCA Circulars, the AGM of the Company is being held through VC / OAVM. The Members are requested to attend and participate in the AGM through VC/OAVM.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts concerning the business under Item No. 2, 3 & 4 of the accompanying Notice, is annexed hereto and forms part of this Notice including details of Directors seeking appointment in terms of Secretarial Standards issued by Institute of Company Secretaries of India ('ICSI').

3. In accordance with the FAQs on Virtual Meetings issued by the ICSI, the registered office of the Company which shall be the deemed venue of the AGM.

4. The MCA Circulars have dispensed with the requirement of sending the physical copies of the AGM Notice and Annual Report to the members. Accordingly, this Notice, along with the Annual Report for the financial year ended March 31, 2023 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company. In case there is any change/ updation in the email addresses already registered with the Company, the Members may communicate the same to the Company by sending an email at corpsec@bharatpe.com.

5. In accordance with the MCA Circulars, the AGM of the Company is being conducted through VC/ OAVM facility, which does not require the physical presence of Members at a common venue, therefore, the facility to appoint a proxy to attend and cast votes for the members is not available, hence the proxy form, and attendance slip including route map are not annexed to this Notice.

6. Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and cast their votes. Body Corporates Members are requested to send a scanned copy of the resolution passed by its Board of Directors or other governing body authorising its representative to attend and vote at the AGM, pursuant to Section 113 of the Act at corpsec@bharatpe.com

7. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. The Meeting will be convened at a shorter notice as per the provisions of the Act, read with the Articles of Association of the Company.

9. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in point 18 of the notes to the AGM Notice.

10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and other documents referred to in the accompanying Notice and explanatory statement, shall be available electronically for inspection by the members in accordance with the applicable statutory requirements from the date of circulation of this Notice till conclusion of the AGM. Members seeking to inspect such documents can send a request to corpsec@bharatpe.com.

11. The Members facing any technical issue in login may contact helpdesk by sending a request to it@bharatpe.com or contact the helpline number at [].

12. The Members who would like to express their views/ have questions, may send their views/questions in advance mentioning their name and contact details at corpsec@bharatpe.com on or before Wednesday, December 20, 2023 till 03.00 P.M. (IST). The same will be replied by the Company suitably.

13. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of speaker registration. The Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, at corpsec@bharatpe.com on or before Wednesday, December 20, 2023 till 03.00 P.M. (IST). Those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.

    Note: The Chairman of the AGM reserves the right to *inter alia* restrict the number of questions, number of speakers and speaking duration, depending upon the availability of time and for smooth conduct of the AGM.

14. The resolutions will be deemed to be passed on the date of AGM, subject to receipt of the requisite number of votes in favour of the resolution.

15. Members shall cast their vote on the proposed resolutions by show of hand at the Meeting, unless a demand for poll is made by any member in accordance with section 109 of the Act.

16. In case a poll is demanded, Members shall convey their vote by poll on the resolutions, as set out in notice, by sending emails through their registered email addresses at vlavishalconsultant@gmail.com. In case voting is to be done by way of poll, then a scrutinizer will be appointed by the Company as per the statutory requirements for the purpose of scrutinizing the voting process in a fair and transparent manner, who shall submit his report to the Chairman of the meeting.

Instructions for Members for attending the AGM through VC/OVAM are as under:

17. Members will be provided with a facility to attend the AGM through VC/OAVM through Zoom's virtual platform. A registration link will be forwarded at the registered email id of each member. Members are required to register themselves by filling requisite details on the registration link. On successful registration, a VC/OAVM link will be shared on your registered email address. Members are requested to click on the said link to join the meeting.

18. Members are encouraged to join the Meeting through Laptops for a better experience.

19. In order to ensure the orderly conduct of the AGM, the speaking facility of the Members will be on mute by default. Members are requested to speak only when their name is announced and the speaking facility is unmuted.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

RESOLUTION AT ITEM NO. 2:

Pursuant to the Articles of Association of the Company, Mr. Shashvat Mansukhbhai Nakrani nominated Mr. Sumeet Singh, General Counsel of the Company as a 'Founder Director'.

Accordingly, on February 22, 2023, Mr. Sumeet Singh (DIN: 05323737) was appointed as Additional Executive Director of the Company for a term up to the date of the next annual general meeting of the Company and was also designated as a Whole- Time Director of the Company. Pursuant to Section 161 of the Companies Act, 2013, he holds office as Additional Director only up to the date of this Annual General Meeting of the Company.

Board of directors in its meeting held on December 17, 2023 recommended the appointment of Mr. Sumeet Singh as a Whole-Time Director of the Company to hold office up to February 21, 2024.

Mr. Singh is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director of the Company.

The Board is of the view that the appointment of Mr. Singh is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 2 for approval by the Members of the Company as an Ordinary Resolution.

Except Mr. Sumeet Singh and/or his relative, none of the Directors or Key Managerial Personnel or their relatives are, directly or indirectly, concerned or interested, financially or otherwise in the proposed resolution, except to the extent of their shareholding in the Company, if any.

Following are the details of Mr. Sumeet Singh ((DIN: 05323737) in accordance with the Secretarial Standards on General Meetings (SS-2):

Name of the Director	**Mr. Sumeet Singh**
Date of Birth	February 27, 1986
Age	37 years
Experience and nature of expertise in specific functional area	Mr. Sumeet Singh is a seasoned legal professional with close to 14 years of experience across leading law firms. He has in-depth understanding of legal, compliance, regulatory and structuring aspects of multiple sectors including non-banking, financial, retail, e-commerce, FMCG, digital media and

	technology. Mr. Singh also has expertise in Mergers & Acquisitions, Fund-raising and regulatory compliance.
Qualification(s)	B.B.A L.L.B
Shareholding in the Company either directly or by way of beneficial ownership	Nil
Terms and conditions of appointment	Appointment as a Whole time Director as per provisions of Companies Act, 2013 for a period till February 21, 2024.
Remuneration sought to be paid and remuneration last drawn	Remuneration sought to be paid and remuneration last drawn is INR 1,75,00,000/- (Indian Rupees One Crores Seventy Five Lakhs only) per annum
Relationship with Directors and Key Managerial Personnel	None
Directorships held in other companies in India along with the entities from which the director has resigned in the past three years	<u>Directorship held in other companies:</u> 1. Loyalty Solutions & Research Private Limited (Non- Executive Director) 2. Resilient Capital Private Limited (Non- Executive Director) <u>Companies from which Mr. Singh has resigned in the past three years:</u> None
Membership/ Chairmanship of Committees of other Boards	None
Date of first appointment on the Board	February 22, 2023
Number of Meetings of the Board attended during the year	Two Board meetings *(in FY 2022-23)*

RESOLUTION AT ITEM NO. 3:

In terms of Article 91.3.2 of the Articles of Association ('AOA') of the Company, Coatue (as defined under the AOA) has nominated Mr. Colin Bryant to act as a Non-Executive Director on the Board as a representative of Coatue.

The Board of Directors, in its meeting held on December 17, 2023, recommended the appointment of Mr. Colin Bryant as a Non-Executive Director of the Company.

Mr. Bryant is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director of the Company.

The Board is of the view that the appointment of Mr. Colin Bryant is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 3 for approval by the shareholders of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are, directly or indirectly, concerned or interested, financially or otherwise in the proposed resolution, except to the extent of their shareholding in the Company, if any.

Following are the details of Mr. Colin Bryant (DIN: 10411559) in accordance with the Secretarial Standards on General Meetings (SS-2):

Name of the Director	**Mr. Colin Bryant**
Date of Birth	May 18, 1977
Age	46 years
Experience and nature of expertise in specific functional area	Mr. Colin Bryant has spent more than two decades in venture capital and growth investing, guiding successful strategic outcomes in technology-driven companies. Over the course of his career, Mr. Bryant has served on the boards of wide array private companies, working with management teams and other stakeholders across a variety of sectors around the world.
Qualification(s)	BA, Haverford College
Shareholding in the Company either directly or by way of beneficial ownership	Nil

Terms and conditions of appointment	Appointment as a Non- Executive Director as per provisions of Companies Act, 2013.
Remuneration sought to be paid and remuneration last drawn	None
Relationship with Directors and Key Managerial Personnel	None
Directorships held in other companies in India along with the entities from which the director has resigned in the past three years	None
Membership/ Chairmanship of Committees of other Boards	None
Date of first appointment on the Board	Not applicable
Number of Meetings of the Board attended during the year	None

<u>RESOLUTION AT ITEM NO. 4</u>:

The Company intends to raise funds by way of issuance of Non-Convertible Debentures ("NCDs") to meet its business requirements. In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, every issue of debentures is required to be approved by the members of the Company by special resolution.

It is proposed to issue unlisted, unrated, redeemable NCDs of such face value in one or more tranches/ series, aggregating up to a maximum amount of INR 500 Crores (Indian Rupees Five Hundred Crores only), on private placement basis, during a period of one year from the date of approval by the Members hereof, on such terms and conditions, to such persons or institutions, as the Board of Directors or any Committee of the Board constituted by it and authorized in this behalf, may decide, in its meeting or otherwise, in its absolute discretion.

Pursuant to the proviso to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the following disclosures are made:

Particulars of the offer including date of passing of Board resolution.	Secured, Unlisted, Unrated, Redeemable NCDs for an amount not exceeding in aggregate INR 500 Crores (Indian Rupees Five Hundred Crores) in one or more tranches, on a private placement basis at such interest rates and on such terms and conditions as may be determined by the Board of Directors or any Committee constituted by the Board. **Date of the Board resolution:** December 17, 2023
Kind of securities offered and the price at which security is being offered.	Secured, Unlisted, Unrated, Redeemable NCDs at such price as may be determined by the Board of Directors or any Committee constituted by the Board.
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	Since the issuance would be in one or more tranches, the price would be determined by the Board of Directors or any Committee constituted by the Board.
Name and address of the valuer who performed the valuation.	Not applicable
Amount which the Company intends to raise by way of such securities.	Upto INR 500 Crores (Indian Rupees Five Hundred Crores) in one or more tranches
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; principal terms of assets charged as securities.	**The material terms:** Since the issuance would be in one or more tranches, the material terms will be determined by the Board of Directors or any Committee constituted by the Board, in its meeting or otherwise, based on the provisions of Companies Act, 2013, the rules made thereunder and other applicable laws. **The proposed time schedule:** Within a period of one year from the conclusion of this Annual General Meeting. **The purpose of offer:** General corporate activities or growth/ expansion of the Company.

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	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: To be decided by Board of Directors or any Committee constituted by the Board in its meeting or otherwise. There are no Promoters in the Company. **Principle terms of assets charged as securities:** The principal amount outstanding of Secured NCDs, if any will be secured by way of either by pari passu charge or exclusive charge on existing and future current assets, non-current and fixed assets of the Company/ its wholly owned subsidiary in favour of the Debenture Trustee, in such manner as may be mutually decided by the Company and Debenture Trustee/ primary investor.

Accordingly, the approval of the Members is being sought, by way of a special resolution, to offer and issue, in one or more tranche(s) and authorize the Board of Director or any committee constituted by the Board in this regard to offer the said NCDs on such terms and conditions, to such persons or institutions, as they decide in their absolute discretion.

None of the Directors or Key Managerial Personnel or their relatives are, directly or indirectly, concerned or interested, financially or otherwise in the proposed resolution, except to the extent of their shareholding in the Company, if any.