

## NOTICE

NOTICE is hereby given that the an Extra-ordinary General Meeting ('EGM') of the members of M/s Transaction Solutions International (India) Private Limited ("TSI EGM No. 2/2023-24") will be held on Tuesday 19.12.2023 at 02:00 P.M. (IST), at shorter notice, through video conference ("VC")/ other audio-visual means ("OAVM") facility, to transact the following businesses:

**SPECIAL BUSINESS:****ITEM NO. 1****ALTERATION IN ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to provisions of Section 14 of the Companies Act, 2013 (including any amendment, statutory modification or re-enactment thereof for the time being in force), and applicable rules and subject to such other approvals, permission and consents as may be required, the draft of Articles of Association, copy of which is placed before the shareholders and duly initialed by the Chairman of the Board for identification purpose, be and is hereby approved and adopted in substitution and to the entire exclusion of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** any of the directors of the Company be and are hereby severally authorized to take all actions and do all such deeds, matters and things as they may, in their absolute discretion, deem necessary without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, desirable or expedient to give effect to the alteration in the Articles of Association of the Company, including making necessary filings with the Registrar of Companies.

**RESOLVED FURTHER THAT** copy of the above resolution be furnished to any entity, certified as true copy by any of the directors of the Company.

By Order of the Board of Directors  
For Transaction Solutions International (India)  
Private Limited



Name: Seema Gupta  
Designation: Company Secretary  
Membership No.: A37799  
Registered Office:  
C-15A, Aruna Park, Laxmi Nagar  
Delhi-110092, India



Date: 18.12.2023,  
Place: New Delhi

Transaction Solutions International India Pvt. Limited

316, DLF Prime Towers, Okhla Phase 1, New Delhi - 110 020, India

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**NOTES**

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No.14/2020 dated 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020, General Circular No.03/2022 dated 5th May 2022, General Circular No.11/2022 dated 28th December 2022 and General Circular No. 09/2023 dated September 25, 2023 and other circulars on the subject (collectively referred to as “MCA Circulars”), has permitted the holding of Extra-ordinary General Meeting (“EGM”) through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company at DPT 316, DLF Prime Towers, F-79-80, Okhla Industrial Area, Phase-1, New Delhi-110020, India.
2. **GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD THROUGH VC / OAVM PURSUANT TO THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.**
3. Pursuant to Section 113 of the Act, Corporate Members intending to send their authorized representative(s) to attend the EGM through VC/OAVM on its behalf and to vote are requested to send in advance a scanned copy of (PDF/JPG format) of a duly certified copy of the relevant Board Resolution/Letter of Authority/Power of Attorney of those representative(s) together with the respective specimen signatures of those representative(s), to the Company through e-mail to [seema.gupta@tsiplc.com](mailto:seema.gupta@tsiplc.com).
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. A statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) relating to the special businesses to be transacted at the EGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection.
6. The Company has enabled the Members to participate at the EGM through the VC facility provided by Zoom.us.

**Join Zoom.us Meeting**

Link: <https://us02web.zoom.us/j/81923653829?pwd=SXRZUkdaK2NNdU5TSWIKSXpaaitjZz09>

The instructions for participation by Members are given in the subsequent paragraphs.

7. Pursuant to the provision of the Act, voting on all matters considered at shareholders’ Meeting shall be by way of show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the Act. In line with the aforesaid MCA Circulars, the polling paper is being circulated along with the EGM Notice. Members attending the EGM through VC/OAVM are requested to convey their assent or dissent by sending the duly filled and signed polling paper, on items considered in the meeting by sending e-mails to the designated e-mails addressed of the Company. E-mail address is [seema.gupta@tsiplc.com](mailto:seema.gupta@tsiplc.com).
8. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time. In case of any difficulties or if you need assistance, please contact Ms. Seema Gupta, Company Secretary at [seema.gupta@tsiplc.com](mailto:seema.gupta@tsiplc.com) / Mob. +91 [8077513315](tel:8077513315)
9. The Members will be allowed to pose questions during the course of the meeting. The queries may be sent in advance at [seema.gupta@tsiplc.com](mailto:seema.gupta@tsiplc.com) / Mob. +91 [8077513315](tel:8077513315).
10. The results shall be declared at the meeting post counting of votes.
11. In line with the MCA Circulars, the notice of the EGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories electronically. If any shareholder wish to change their registered email id or communicate otherwise may send an email to the Company Secretary at [seema.gupta@tsiplc.com](mailto:seema.gupta@tsiplc.com)

12. Since the EGM is held at shorter notice, the Company has received requisite consent of the members to convene the EGM at shorter notice.
13. As the EGM is being held through VC, the route map is not annexed to this Notice.
14. All relevant documents referred to in the accompanying Notice, Memorandum of Association and Articles of Association and statutory registers will be available electronically for inspection by the members without any fee by the members from the date of circulation of this Notice up to the date of EGM and also during the EGM. Members seeking to inspect such documents can send an email [seema.gupta@tsiplc.com](mailto:seema.gupta@tsiplc.com) in the same are also available at the Registered office of the Company.

**By Order of the Board of Directors  
For Transaction Solutions International (India)  
Private Limited**

**Name: Seema Gupta  
Designation: Company Secretary  
Membership No.: A37799  
Registered Office:  
C-15A, Aruna Park, Laxmi Nagar  
Delhi-110092, India**



**Date: 18.12.2023  
Place: New Delhi**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:****Item No. 1****Alteration in Articles of Association of the Company**

The members are requested to note that the Company, post requisite approval of the Board and shareholders of the Company, the Company has issued 20,000 (Twenty Thousand Only) unlisted, secured, interest bearing compulsorily convertible debentures, having face value of INR 1,00,000/- (Indian Rupees One Lakh Only) each ("CCD"), aggregating to INR 200,00,00,000/- (Indian Rupees Two Hundred Crore Only), on a private placement basis.

Further, as per terms of issuance of the aforesaid CCD, the terms of Articles of Association ("AoA") of the Company is required to be amended and accordingly, the Board of Directors in its meeting held on 18.12.2023 considered and approved the proposal to amend the existing AoA, subject to approval of shareholders of the Company, and adopt restated and revised AoA of the Company.

A copy of the proposed amended AoA is available for inspection by the members at the registered office of the Company during normal business hours and same shall also be available for inspection during the meeting.

As per Section 14 of the Companies Act, 2013 ("Act"), approval of the shareholders of the Company by way of a special resolution is required for alteration of AoA of the Company. Hence, the resolution is proposed for approval of shareholders through special resolution.

Your Director's recommend the resolution no. 1 proposed for the approval of shareholders by way of special resolution.

None of the Directors of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution no. 1 set out in the Notice. The provisions of key managerial personnel as per Section 203 of the Act is not applicable to the Company.

**By Order of the Board of Directors  
For Transaction Solutions International (India)  
Private Limited**



**Name: Seema Gupta  
Designation: Company Secretary  
Membership No.: A37799  
Registered Office:  
C-15A, Aruna Park, Laxmi Nagar  
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Date: 18.12.2023,  
Place: New Delhi