

**SPICE MONEY LIMITED**

CIN: U72900DL2000PLC104989

Regd. Off: JA-122, DLF Tower A, Jasola, District Centre, New Delhi-110025

Website: [www.spicemoney.com](http://www.spicemoney.com)

Phone: +91 011 41251965

**NOTICE**

Notice is hereby given that the Twenty Fourth (24<sup>th</sup>) Annual General Meeting ('AGM') of Spice Money Limited ('the Company') will be held on Thursday, the 26<sup>th</sup> day of September, 2024, at 5.00 PM (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OVAM') to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2024 along with the Board of Directors' and Auditors' Report thereon;
2. To declare dividend @ 5% on Non-Convertible Redeemable Preference Shares.
3. To consider and appoint a director in place of Mr. Ramesh Venkataraman (DIN: 03545080), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

By order of the Board  
**For Spice Money Limited**

Sd/-  
**Chaitali Desai**  
Company Secretary  
ACS - 28280

Date: 4<sup>th</sup> September, 2024  
Place: Noida

**NOTES:**

1. The Ministry of Corporate Affairs ('MCA') has, vide its General Circular dated 25<sup>th</sup> September, 2023, read together with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 8<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022 and 28<sup>th</sup> December, 2022 (collectively referred to as 'MCA Circulars'), permitted convening the Annual General Meeting ('AGM' / 'Meeting') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without physical presence of the members at a common venue.
2. In terms of the above-mentioned MCA Circulars, the Notice of the AGM of the Company *inter-alia* indicating the process for attending meeting is being sent only by Email, to all the Members whose Email IDs are registered with the Company / Depository Participant(s) for communication purposes to the Members and to all other persons so entitled. The Notice of the AGM of the Company will also be available on the website of the Company at [www.spicemoney.com](http://www.spicemoney.com).
3. Subject to approval of the Members at the AGM, the dividend to Preference Shareholders will be paid within a statutory deadlines from the conclusion of the AGM, to the Preference Shareholders whose names appear on the Company's Register of Members as on the Record Date, and in respect of the shares held in dematerialised mode and whose names are registered as furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. The Company has fixed 13<sup>th</sup> September, 2024 as the 'Record Date' for the purpose of determining the eligibility of Preference Shareholders to receive dividend for the financial year 2023-24. Payment of dividend shall be made through electronic mode to the Members as per the details made available to the Company.

Tax Deductible at Source ('TDS') / Withholding tax Pursuant to the requirement of the Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. TDS / withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company / KFinTech / Depository Participant(s).

4. Pursuant to the provisions of the Companies Act, 2013 (the 'Act') a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this Meeting is being held through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM, therefore, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Documents referred to in the notice are available for inspection by the members before and during the AGM electronically. Request for inspection of the documents can be made before seven days of the AGM during business hours.

Documents as required for inspection will be made available electronically. Members seeking to inspect such documents can send an email to [chaitali.desai@spicemoney.com](mailto:chaitali.desai@spicemoney.com) .

6. Corporate Members intending to send their authorized representatives to attend the Meeting, pursuant to provisions of Section 113 of the Act, are requested to send the Company, a certified copy of relevant Board Resolution / Power of Attorney / Authority Letter etc. to attend and vote on their behalf at the Meeting.

7. The proceedings of the Meeting will be recorded as required under the Act read with rules made and MCA Circulars issued thereunder. The Company shall maintain a recorded transcript of the meeting in safe custody and shall make the same available on the Company's website, as soon as possible.
8. The members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM will be held through VC, the route map to the venue is not annexed to this Notice.

#### **INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC**

The Members are requested to follow below instructions to participate in the AGM through VC:

1. Members shall have to click on 'Join the meeting' link on scheduled time, which is being sent along with the Notice on their registered email ids in order to participate in the Meeting. The Members are requested to keep their video on during the Meeting.
2. Members are advised that facility of joining the AGM through VC shall be kept open 15 minutes before the time scheduled for the AGM and shall not be closed till the expiry of 15 minutes after scheduled time. The video- conference shall allow for two-way tele- conferencing for the ease of participation of the members and the participants.
3. Members are requested to cast their vote by a show of hands in the meeting unless demand for poll is made by any Member or Chairman. If demand for poll is made by Chairman or any Member, Members are requested to convey their assent or dissent on the resolution by sending emails through their registered email address on [chaitali.desai@spicemoney.com](mailto:chaitali.desai@spicemoney.com). The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
4. Members are requested to send their questions, if any, at [chaitali.desai@spicemoney.com](mailto:chaitali.desai@spicemoney.com) or they can connect with Ms. Chaitali Desai on +91 8591601812 in case of any technical assistance required at the time of log in and assessing at the Meeting through VC.

By order of the Board of Directors  
**For Spice Money Limited**

Place: Noida  
Date: 4<sup>th</sup> September, 2024

Sd/-  
**Chaitali Desai**  
Company Secretary  
ACS - 28280

**Annexure-I**

The information, as required under Secretarial Standard on General Meetings, in relation to the Director seeking appointment / re-appointment is given hereunder:

<b>Name of the Director</b>	<b>Ramesh Venkataraman</b>
DIN	03545080
Date of Birth	21-07-1966
Date of First Appointment on the Board	7 <sup>th</sup> November, 2019
No. of shares held as on 31st March, 2024	Nil
Qualifications	<ul style="list-style-type: none"> <li>• B.Tech. from the Indian Institute of Technology, Kharagpur (National Talent Scholar).</li> <li>• M.Phil. from Oxford University.</li> <li>• M.P.A. from Princeton University's Woodrow Wilson School of Public and International Affairs (Woodrow Wilson Fellow).</li> </ul>
Experience	Mr. Venkataraman runs Avest, a private equity investment firm advising a sovereign wealth fund and leading family offices as well as making direct investments in Asia. Previously, Mr. Venkataraman ran Samena Capital's Private Equity business and was a Managing Director in London with Bridgepoint Capital, the leading European mid-market buyout firm. Prior to joining Bridgepoint in 2007, Mr. Venkataraman was a partner with McKinsey & Company's New York and then Mumbai Offices and led the firm's High Tech and Telecom practice for Asia.
Terms & Conditions of Appointment	Appointed as a Non-Executive Director of the Company.
Detail of Remuneration sought to be paid and the remuneration last drawn	Rs. 36 Lakhs p.a.
No. of Board Meetings attended during the year ended 31st March, 2024	Nine (9) Board Meetings were attended out of Nine (9) Board Meetings during the year ended 31 <sup>st</sup> March, 2024.
List of Directorship in Companies (Other than Spice Money Limited)	<ol style="list-style-type: none"> <li>1. WSFX Global Pay Limited</li> <li>2. Ras Al Khaimah Economic Zone (RAKEZ)</li> <li>3. Pure Data Centres Group Limited</li> <li>4. Aeries Technology Inc.</li> </ol>
Chairman / Member of the Committees of the Board of Directors of Companies (Other than Spice Money Limited) on which he/she is a director	WSFx Global Pay Limited Stakeholders Relationship Committee – Member Audit Committee – Member
Name of the listed entities from which he/she has resigned in the past three years	NIL
Disclosure of relationships between Directors/KMP inter-se	NIL