

**NOTICE OF THE EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that the **Extra Ordinary General Meeting No. 01/FY 2024-25** of the Shareholders of the Company will be held at shorter notice on **Tuesday, 2<sup>nd</sup> April, 2024 at 3:00 p.m. (IST)** at the Registered Office of the Company located at Tower-B, 16<sup>th</sup> Floor, Emaar Digital Greens, Unit No. 017-018, Golf Course Extension Road, Sector-61 Gurugram-122011, Haryana through audio visual means, to consider the following business:

**SPECIAL BUSINESS:****1. TO ADOPT CHANGE IN THE NAME OF THE COMPANY FROM 'TRUSTMORE TECHNOLOGIES PRIVATE LIMITED' TO 'TRUSTMORE FINANCIAL SERVICES PRIVATE LIMITED' AND ALTER THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 of Companies Act, 2013 read with Rule 29 of Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, subject to the approval of the Registrar of Companies, NCT of Delhi and Haryana (“ROC”) and other statutory authority as may be necessary, the consent of the Shareholders of the Company be and hereby accorded to adopt the change the name of the Company from **‘Trustmore Technologies Private Limited’** to **‘Trustmore Financial Services Private Limited’**;

**RESOLVED FURTHER THAT** the existing Clause I of the Memorandum of Association (“MOA”) of the Company be substituted by the following Clause:

*I. The name of the Company is “Trustmore Financial Services Private Limited”*

**RESOLVED FURTHER THAT** any Director of the Company of the Company, be and is hereby authorized to delegate any or all of the aforesaid powers in favour of any person / official/consultants/Practicing Company Secretary/law firm etc, to act, represent, and appear before any statutory authority for and on behalf of the Company for the purpose of giving effect to this resolution;

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all such acts, things, deeds and matters as may be necessary or expedient to give effect to the aforesaid resolution, including, but not limited to filing of necessary statutory documents with concerned Registrar of Companies and other statutory authorities, as applicable.”

**2. TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and rules framed thereunder and further subject to the approval of Registrar of Companies, NCT of Delhi and Haryana (“ROC”), consent of the Shareholders of the Company be and is hereby accorded to alter the Articles of Association (“AOA”) of the Company to the extent of replacing the name of the Company from **Trustmore Technologies Private Limited”** to **“Trustmore Financial Services Private Limited”**; wherever appearing in the AOA;

**TRUSTMORE TECHNOLOGIES (P) LIMITED**

**Regd. Office:** Tower-B, 16<sup>th</sup> Floor, Emaar Digital Greens, Unit No. 1617-1618, Golf Course Extension Road, Sector-61, Gurugram -122011, Haryana

**Phones:** 0124 4005019 | **Email:** care@escrowpayindia.com | **CIN:** U70102HR2015PTC056344 | **UAN:** HR05D0000475

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to do all such acts, things, deeds and matters as may be necessary or expedient to give effect to the aforesaid resolution, including, but not limited to filing of necessary statutory documents with concerned Registrar of Companies and other statutory authorities, as applicable.”

**3. TO APPROVE ALTERATION IN MAIN OBJECT CLAUSE OF THE COMPANY AND MAKING CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof), the consent of the Shareholders of the Company be and is hereby accorded to amend the Memorandum of Association (“MOA”) of the Company by adding clause 6 to 13 in its main object clause:-

**ALTERATION IN CLAUSE III(A) OF THE MEMORANDUM OF ASSOCIATION**

**A. ADDITION IN EXISTING CLAUSE III(A)**

6. *To connect the Individuals/ Entities, including but not limiting to Body Corporates with Agents/ Brokers/ Associations/ Companies/ Service Providers for opening Bank account, obtaining insurance, investments, loans and other related activities.*
7. *To develop, build, store, host and promote portals, Web sites and other interactive multimedia products, E-commerce applications and services, whether digital or otherwise and market or distribute them on the internet or other distribution platforms.*
8. *To develop or acquire and own intellectual property and in particular to act as copyright owners, internet site or portal owners, video right owners, cable right owners, dubbing rights owners and other studio owners of all kinds of data, educational radio programmes, television programmes, videos, advertising, films and documentary in all formats and languages prevailing in the world.*
9. *To carry on the business of computer and information technology of all kinds of development of computer software, hardware, data processing and providing consultancy services, technical assistance in the field of information technology.*
10. *To carry on the business of provider and syndicator of electronic contents for websites provider of value-added internet service, to act as consultants in internet related services and as Integration Company.*
11. *To provide, promote, develop, design, establish, setup, maintain, organize, undertake, manage, operate, run, market, purchase, sell, distribute, resell, import, export and carry on the business of all types/ kinds of electronic and virtual payment systems services, e-wallets, mobile-wallets, cash card, payment gateways services, prepaid and postpaid payment instruments payment systems including open/ closed/ semi-closed systems payment instruments, in India and abroad including all kinds of payment services in any manner whatsoever.*
12. *To provide services, management and consultancy in the field of prepaid and postpaid payment instruments services, electronic and virtual payment systems, transaction processing, and to act as dealers distributors, agents, representative of Indian and foreign concerns/ persons operating in the line of prepaid, postpaid and other payment system services, and allied activities related thereto.*

13. *To operate as a bill payment gateway/bill payment system service provider in accordance with applicable law including, inter alia, as a Bharat Bill Payment Operating Unit (BBPOU) under the Bharat Bill Payment System (BBPS) guidelines to provide bill payment services for utility bills, school/university fees, municipal taxes and for other services as may be notified by the relevant authority from time to time.*

**RESOLVED FURTHER THAT** the draft amended MOA as placed before the Shareholders be and is hereby approved.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to sign and file all the requisite e-forms including Form MGT-14 along with such other documents as may be required, with the Registrar of Companies and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution.”

By orders of the Board of Directors  
**Trustmore Technologies Private Limited**

**Ashwin Chawwla**  
**Managing Director**  
**DIN: 01836676**  
**Address: BLC 101, The Belaire, DLF Phase 5,**  
**Galleria DLF IV, Gurugram-122009, Haryana**

**Date: 27.03.2024**  
**Place: Dubai**

## **NOTES:**

### **A. AVAILABILITY OF VIDEO CONFERENCE FACILITY**

In furtherance of the Government's objective of facilitating corporate compliances, the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/ 2020 dated 08.04.2020, General Circular No. 03/2022 dated 05.05.2022, General Circular No. 11/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023, has allowed companies to hold Extra-Ordinary General Meetings (EGMs) through Video Conferencing (VC) or Other Audio-Visual Mode (OAVM).

Accordingly, the above-mentioned General Circulars issued by the MCA allows Companies, other than Listed Companies and Companies having 1,000 members or more, a highly simplified mechanism for voting through registered emails has been put in place for easy compliance.

In terms of the said circular, as the Company is a Private Company and is not required to provide the option of e-voting facility, the Company is pleased to provide the Video Conferencing Facility to its Members. The instructions to access and participate in the meeting through VC/OAVM is provided in the subsequent paragraph.

In respect to the above circular, members are requested to take note of the following:

1. Members may pose questions on the Special Business concurrently during the Extra-Ordinary General Meeting or may send their questions prior to the date of the meeting in advance on the designated email address of the Company at [mohit.sehgal@escrowpayindia.com](mailto:mohit.sehgal@escrowpayindia.com) (' Designated Email').
2. The facility of participation through VC/OAVM is available to all Members without any restriction.
3. The facility for joining this meeting shall be opened before 15 minutes of the scheduled time of the meeting at 2:45 p.m. (IST) and shall be closed after the expiry of 15 minutes of the scheduled time.
4. Attendance of members present through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.
5. The members present shall elect the Chairman on show of hands.
6. Where Poll on any item is required, the Members shall cast their vote on the resolutions only by sending e-mail through their e-mail addresses which are registered with the Company. The said e-mails shall only be sent to the Designated Email.
7. ***AS THE MEETING IS BEING HELD VIA VC/OAVM, AND PHYSICAL ATTENDANCE OF THE MEMBERS HAVE BEEN DISPENSED WITH, THE FACILITY TO APPOINT A PROXY BY THE MEMBERS WILL NOT BE AVAILABLE.***
8. Relevant documents pertaining to the Special Business will be made available to the member electronically upon sending a request at the Designated Email.

### **B. INSTRUCTION FOR JOINING THE MEETING THROUGH VC/OAVM**

Members can join the meeting the VC/OVM facility by following the steps below:

1. Please click the link sent on email.
2. Click "Join" to sign in for the meeting

In case of any queries regarding VA/OAVM facility before or during the meeting, Members may call at helpline number **+91-9899394420**, or write to [mohit.sehgal@escrowpayindia.com](mailto:mohit.sehgal@escrowpayindia.com) to receive a response. Members desiring any assistance relating to joining the meeting are requested to write to us at least 6 Hours before the meeting to enable us to assist you effectively.

### **C. OTHER NOTES**

1. The route map of the venue of the Extraordinary General Meeting is enclosed and forms part of Notice of this meeting.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Business set out in the Notice is enclosed herewith.

By orders of the Board of Directors  
**Trustmore Technologies Private Limited**

**Ashwin Chawwla**  
**(Managing Director)**  
**DIN: 01836676**  
**Address: BLC 101, The Belaire, DLF Phase 5,**  
**Galleria DLF IV, Gurugram-122009, Haryana**

**Date: 27.03.2024**  
**Place: Dubai**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS TO BE TRANSACTED**

**ITEM NO. 1**

**TO ADOPT CHANGE IN THE NAME OF THE COMPANY FROM ‘TRUSTMORE TECHNOLOGIES PRIVATE LIMITED’ TO ‘TRUSTMORE FINANCIAL SERVICES PRIVATE LIMITED’ AND ALTER THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY**

The Shareholders are informed that to maintain uniformity of the name of the Company with its main object as per MOA, it is proposed to change name of the Company to “Trustmore Financial Services Private Limited”. Accordingly new name of the Company will be updated in the MOA.

The Company has applied to Central Registration Centre (CRC), Ministry of Corporate Affairs, for availability of new name “Trustmore Financial Services Private Limited”, which was approved vide name reservation letter issued to the Company, dated 23<sup>rd</sup> February, 2024.

Under the provisions of the Companies Act, 2013, any change in the name of the Company and subsequent alteration of the Memorandum of Association of the Company requires approval of shareholders by way of a Special Resolution. Thus, the Board of Directors recommends the proposed resolution for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above said resolution. As the Company has not appointed any person as a ‘Manager’ in terms of provisions of section 2(53) of the Companies Act, 2013, the Company is not required to mention about the nature of concern or interest, financial or otherwise of a Manager in this agenda item.

**ITEM NO. 2**

**TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY**

Consequent to the change in the name of the Company, the Articles of Association are also required to be altered.

Under the provisions of the Companies Act, 2013, any alteration in the Articles of Association of Company requires approval of shareholders by way of a Special Resolution. Thus, the Board of Directors recommends the proposed resolution for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above said resolution. As the Company has not appointed any person as a ‘Manager’ in terms of provisions of section 2(53) of the Companies Act, 2013, the Company is not required to mention about the nature of concern or interest, financial or otherwise of a Manager in this agenda item.

### **ITEM NO. 3**

#### **TO APPROVE ALTERATION IN MAIN OBJECT CLAUSE OF THE COMPANY AND MAKING CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION**

To inform the Shareholders that order to explore more business opportunities and to align main Object clause of Memorandum of Association (MOA) of the Company with the business direction which Company desires to undertake, it is proposed to add Clause 6 to 13 in its existing main objects clause in MOA of the Company which will lead to alteration in the MOA of the Company.

As per the provisions of Section 13 of the Companies Act, 2013, any alteration in the MOA of Company requires approval of shareholders by way of a Special Resolution. Thus, the Board of Directors recommends the proposed resolution for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above said resolution. As the Company has not appointed any person as a 'Manager' in terms of provisions of section 2(53) of the Companies Act, 2013, the Company is not required to mention about the nature of concern or interest, financial or otherwise of a Manager in this agenda item.

By orders of the Board of Directors  
**Trustmore Technologies Private Limited**

**Ashwin Chawwla**  
**(Managing Director)**  
**DIN: 01836676**  
**Address: BLC 101, The Belaire, DLF Phase 5,**  
**Galleria DLF IV, Gurugram 122009, Haryana**

**Date: 27.03.2024**

**Place: Dubai**

**ROUTE MAP FOR THE VENUE OF  
EXTRA ORDINARY GENERAL MEETING NO. 01/FY 2024-25**

