

February 13, 2023

Dept. of Corporate Services (CRD)  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001

Re: BSE Debt Security Code: 955968

Dear Sir/Madam,

Sub.: Outcome and Proceedings of the Debentureholders meeting of the Company under Regulation 51 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that Debenture-holders meeting having ISIN INE712W08037 of the Company was held on 13<sup>th</sup> February 2023 at 2.00 p.m.

Pursuant to the provisions of Regulation 51 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, read with clause 15 and 25 of Part B of Schedule III of the said Regulation, we wish to inform you that the Debentureholders at their meeting held on 13<sup>th</sup> February 2023 has inter alia approved the amendment of Debenture Trust Deed and/or Information Memorandum for modification in Call options terms to give effect to the early redemption option by the Company subject to approval of Stock exchange.

The proceedings of the Debenture holders meeting are annexed for your records and information please.

Kindly noted that the above is also being paste on the Company's website i.e. <https://finquestfinance.in/>

Kindly take the above information on your records.

For FINQUEST FINANCIAL SOLUTIONS PRIVATE LIMITED

  
**Akash T. Pandey**  
Company Secretary  
Encl.: As above



CC: Debenture Trustee  
IDBI Trusteeship Services Ltd

**Proceedings of the Debenture holders Meeting of Finquest Financial Solutions Private Limited held on Monday, February 13, 2023 at the Registered Office of the Company**

The Meeting of the Debenture holders of Finquest Financial Solutions Private Limited (the Company) was held on Monday, February 13, 2023 at 2.00 p.m. at the Registered Office of the Company at 602, Boston House, 6th Floor, Suren Road, Andheri (East), Mumbai – 400093.

The meeting was held in compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Details of the debenture holders and invitees' attendance were recorded as under:

Name	Mode and Place
Debentureholders Name	
Ms. Minal B. Patel	Through Physical mode at the registered office of the Company
Tikri Management Private Limited (Represented through Mr. Prashant Jain)	Through video conferencing from Mumbai

Mr. Parashiva Murthy B S was elected as the Chairman of the Meeting.

The requisite quorum being present, the Chairman called the meeting to be in order.

The Chairman provided an opportunity to the Members to speak /seek any clarification / further information.

The following Resolutions were approved unanimously by all the debenture holders:

### **Notice of Meeting**

With the consent of the Debenture holders present, the Notice convening the meeting was taken as read.

It was then stated that the Meeting of the Debenture holders had been convened at a shorter notice, to seek the approval of the Debenture holders on the on special business items as set out in the Notice dated February 6, 2023 convening the Debenture holders Meeting. The attention of the Debenture holders was invited to the explanatory statement in respect of the resolution being put to vote.

He thereafter requested the Company Secretary to brief on the process of voting. The Company Secretary informed the members the brief process on voting in terms of the Articles of Association of the Company.

Thereafter, each of the business to be transacted was taken up at the meeting.

**Special Business (as a Special Resolution):**

- Approval for amendment of Debenture Trust Deed and/or Information Memorandum for modification in Call options terms to give effect to the early redemption option by the Issuer Company.

The first item was taken up.

Ms. Minal Bharat Patel proposed and Mr. Prashant Jain seconded the following resolution

**“RESOLVED THAT** pursuant to the applicable laws, provisions of the Companies Act, 2013 (“the Act”) and the rules framed thereunder the, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021, (“ILDS Regulations”) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 (“**Listing Regulations**”), (including any statutory modification(s) or amendment (s) thereto or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, the consent of Debentureholders; subject to approval of Stock exchange and Debenture Trustee (ISIN-INE712W08037 and BSE Security Code - **955968**) holding upto 200 Listed, Rated, Unsecured, Redeemable, Non-Convertible Debentures of the Company be and is hereby accorded to the Company for amendment in the Terms of the Debenture Trust Deed entered between the Company and IDBI Trusteeship Services Limited

**RESOLVED FURTHER THAT** consent be and is hereby granted to the Company to insert/ replace the following Terms of the Debenture Trust Deed dated March 24, 2017 (“**DTD**”) for upto Rs. 200 Crores entered into between the Company and IDBI Trusteeship Services Ltd (“the Trustee”) for the abovementioned NCD.

Replace following Serial Number of Schedule 3 to the Debenture Trust Deed regarding change in terms of Call option including Early redemption Clause in addition to insertion of Serial Number 22 in the said Schedule 3:

### Schedule 3: FINANCIAL CONDITIONS

Particulars	Existing Terms	Proposed Change in Terms
Call Option	<p>If the Issuer is desirous of exercising its Call Option, it shall on each Call Option Date, issue Call Option Notice to Debenture Holder(s), confirming the exercise by it of the Call Option on the relevant Call Option Date.</p> <p>Further, pursuant to the aforesaid if the Issuer seeks to exercise Call Option, then it shall ensure that it has atleast 5 (Five) days prior to the relevant Call Option Date, has issued the Call Option Notice to the relevant Debenture Holder(s) (with a copy marked to the Debenture Trustee).</p> <p>In the event that the Call Option Notice is served by the Issuer on the Debenture Holder(s) as provided for hereinabove, the Issuer shall be required to compulsorily redeem the Debentures held by such Debenture Holder(s) to whom the Issuer has issued the Call Option Notice, on the relevant Call Option Date.</p>	<p>If the Issuer is desirous of exercising its Call Option, it shall on each Call Option Date, issue Call Option Notice to all Debentureholders, confirming the exercise by it of the Call Option on the relevant Call Option Date.</p> <p>If the Call Option prior to final redemption date is exercised by the issuer and consented by all the debentureholders then it would be termed as early redemption and the Company shall redeem all the Debentures in line with the redemption amount as specified in the term sheet for the said Call option date.</p> <p>Further, pursuant to the aforesaid if the Issuer seeks to exercise Call Option, then it shall ensure that it has atleast 5 (Five) days prior to the relevant Call Option Date, has issued the Call Option Notice to the relevant Debenture Holder(s) (with a copy marked to the Debenture Trustee).</p> <p>In the event that the Call Option Notice is served by the Issuer on the Debenture Holder(s) as provided for hereinabove, the Issuer shall be required to compulsorily redeem the Debentures held by such Debenture Holders to whom the Issuer has issued the Call Option Notice, on the relevant Call Option Date.</p>
Call Option Dates	January 16, 2021, January 16, 2023, and January 16, 2025	January 16, 2021, January 16, 2023, March 10, 2023, January 16, 2025, and March 10, 2025
Redemption Amount on Call Option Dates	At Premium on relevant Call Option Dates i.e. (i)Rs. One Crore Fifteen Lakhs per Debenture on 16th	At Premium on relevant Call Option Dates i.e. (i)Rs. One Crore Fifteen Lakhs per Debenture on 16th January 2021, (ii)Rs.

	January 2021, (ii)Rs. One Crore Thirty-Five Lakhs per Debenture on 16th January 2023 and (iii) Rs. One Crore Fifty-Five Lakhs on 16th January 2025	One Crore Thirty-Five Lakhs per Debenture on 16 <sup>th</sup> January 2023, (iii) Rs. One Crore Thirty-Five Lakhs per Debenture on 10 <sup>th</sup> March 2023, (iv) Rs. One Crore Fifty-Five Lakhs on 16 <sup>th</sup> January 2025 and (v) Rs. One Crore Fifty-Five Lakhs on 10 <sup>th</sup> March 2025
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**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted or to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to undertake all such acts, deeds, matters and things and to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion including without limitation, effecting any modifications or changes to the foregoing, for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorised Representative(s) of the Company in order to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect."

It was enquired if any clarifications were required on the same. No clarification was sought.

**Declaration of results and vote of thanks**

The Chairperson informed that as the Consent of the Debenture holders has been duly received; the Resolution has been duly approved.

The Consent form signed by all the debenture holders has been duly received to approve the said amendment.

There being no other business to be transacted, the meeting concluded at 2.20 pm, with a vote of thanks to the Chair.

These proceedings should not be construed as the Minutes of the debenture holders of the Company.

**For Finquest Financial Solutions Private Limited**

  
**Akash T. Pandey**  
**Company Secretary**

