

February 6, 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.: Intimation under Regulation 51(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith Notices convening meeting of the Debenture-holders having ISIN INE712W08037 of the Company for seeking 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 aforesaid Notices alongwith the Explanatory Statement attached thereto are being sent to the Debentureholders through permitted mode. The said Notice alongwith the Explanatory Statement attached are also available 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

Date: 6th February, 2023

To,

All Debenture-holders having ISIN - INE712W08037 upto 200 Crores (hereinafter referred to Debenture Holders)	IDBI Trusteeship Services Ltd, Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001 (hereinafter referred to as Debenture Trustee)
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Sub.: Finquest Financial Solutions Private Limited (Company/ Issuer) – Listed, Rated, Unsecured, Redeemable, Non-Convertible Debentures having ISIN INE712W08037 upto Rs. 200 Crores (“NCDs”) issued by the Company.

Dear Sir / Madam,

We write in our capacity of Issuer of the captioned NCDs.

We invite and request your attendance for a meeting of the Debentureholders holding Listed, Rated, Unsecured, Redeemable, Non-Convertible Debentures having ISIN-INE712W08037 upto Rs. 200 Crores (“NCDs”) at our Registered Office as per details provided herein below:

Agenda for the Meeting:

1. 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.

Venue of Meeting:

602 Boston House 6th Floor, Suren Road Andheri (East), Mumbai-400093

Date & Time of Meeting:

February 13, 2023 at 02:00 P.M.

Accordingly, we request you to kindly make it convenient to attend the same.

Please also note that:

Debenture-holders entitled to attend, and vote are entitled to appoint one or more proxies to attend and vote instead of himself and that a proxy need not be a Debenture Holder.

Thanking you,

**By order of the Board of Directors
For FINQUEST FINANCIAL SOLUTIONS PRIVATE LIMITED**


Akash T. Pandey
Company Secretary
Encl: As above



NOTICE CONVENING MEETING OF DEBENTURE-HOLDERS HAVING ISIN- INE712W08037

Notice is hereby given that the Meeting of the Debentureholders holding Listed, Rated, Unsecured, Redeemable, Non-Convertible Debentures having ISIN INE712W08037 upto Rs. 200 Crores ("NCDs") of Finquest Financial Solutions Private Limited will be held on Monday, 13th February, 2023 at 02.00 PM at 602 Boston House 6th Floor, Suren Road, Andheri (East), Mumbai 400093, Maharashtra, India to transact the following business:

SPECIAL BUSINESS:

Item No. 1

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

To consider and if thought fit, to pass, the following resolution as a **Special 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 (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 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	At Premium on relevant Call Option Dates i.e. (i)Rs. One Crore Fifteen Lakhs per Debenture on 16th January 2021, (ii)Rs. One Crore Thirty Five Lakhs per Debenture on 16th January 2023, (iii) Rs. One Crore Thirty Five Lakhs per Debenture on 10th March 2023, (iv) Rs. One Crore Fifty Five Lakhs on 16th January 2025 and (v) Rs. One Crore Fifty Five Lakhs on 10th March 2025

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."

**By Order of the Board of Directors
For FINQUEST FINANCIAL SOLUTIONS PRIVATE LIMITED**


Akash
**Akash T. Pandey
Company Secretary**

**Place: Mumbai
Date: 06/02/2023**

Registered Office: 602 Boston House 6th Floor, Suren Road Andheri (East), Mumbai-400093
CIN: U74140MH2004PTC146715
Email: cs@finquestonline.com

Notes:

1. **A DEBENTURE-HOLDER ENTITLED TO ATTEND AND VOTE AT THE DEBENTURE-HOLDERS MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A DEBENTURE-HOLDER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME FOR COMMENCEMENT OF THE MEETING.**
2. Corporate members intending to send their authorized representatives to attend the Meeting Pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company scanned copy of Board Resolution/ Authorization Letter on authorizing such representative to attend and vote on their behalf at the Meeting.
3. Every Debenture-holder during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, would be entitled to inspect the proxies lodged at any time during the business hours of the Company (i.e. between 10.00 a.m. to 5.00 p.m.) provided that not less than three (3) days prior notice in writing of the intention so to inspect is given to the Company.
4. Any person, who acquires Debentures of the Company and become Debentureholder of the Company after the dispatch of the notice and holding debentures as of the cut-off date i.e. 03rd February, 2023 would be entitled to cast vote at the meeting.
5. The relevant explanatory statement pursuant to Section 102 of Companies Act, 2013 relating to the special business to be transacted at the Meeting is attached hereto.
6. Debenture-Holder /Proxies should bring the enclosed Attendance Slip duly filled in for attending the Meeting.
7. Debenture holders are requested to send all communications to our R&T Agents at the following address:

Link Intime India Private Limited

C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083

Tel. No.: +91 22 4918 6270; Fax No.: +91 22 4918 6060

E-mail ID: rnt.helpdesk@linkintime.co.in

8. The Route Map of the venue of the Extra-Ordinary General Meeting is Annexed to the Notice as Annexure-1.

**By order of the Board of Directors
For FINQUEST FINANCIAL SOLUTIONS PRIVATE LIMITED**



Akash
**Akash T. Pandey
Company Secretary**

Place: Mumbai

Date: 06/02/2023

Registered Office: 602 Boston House 6th Floor, Suren Road Andheri (East) Mumbai-400093

CIN: U74140MH2004PTC146715

Email: cs@finquestonline.com

Statement annexed to the Notice pursuant to Section 102 of the Companies Act, 2013:

Item no. 1

In accordance with relevant provisions of Debenture Trust Deed dated March 24, 2017 executed for securing interest of Debentureholders having ISIN-INE712W08037 and BSE Security Code - 955968, the Companies Act, 2013 and the Rules framed thereunder, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any change/ modification in the Debenture Trust Deed requires the approval of Debentureholders of the Company.

The Company intends to give Debentureholders multiple exit options to redeem the Debentures earlier than its stipulated redemption date. Since there was no early Call option available including early redemption clause to the issuer in the existing Debenture Trust Deed, the management proposes to modify the Call option providing multiple exit options to the Debentureholders.

In view of the said intention, the Company is required to obtain the approval of the Debentureholders and Debenture Trustees for amendment in the terms of Call option and other terms of the Schedule 3 of the Debenture Trust deed. Accordingly, consent of debentureholders is sought. All other security for the NCDs and terms and conditions for the NCDs shall remain unchanged except being altered with regard to the Call Options Terms having early redemption option vide the aforesaid resolution.

The Board recommends the resolution set out in Item No. 1 of this notice to the Debentureholders for their consideration and approval by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or Otherwise in the above resolution.

FORM NO. MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U74140MH2004PTC146715

Name of the Company : Finquest Financial Solutions Private Limited

Registered Office : 602 Boston House 6th Floor, Suren Road Andheri (East), Mumbai 400093.

DENETURE-HOLDER MEETING:

Name of the debentureholder(s):	
Registered address:	
E-mail Id:	
Folio No/Client Id	DP ID

I/We, being the Debenture-holder(s) of _____ of the above named company, hereby appoint

1.Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him/her.

2.Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him/her.

3.Name: _____

Address: _____

E-mail Id: _____

Signature: _____.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Debenture-holder Meeting of the Company, to be held on 13th February, 2023 at 02.00 P.M. at the Registered Office of the

Company situated at 602 Boston House 6th Floor, Suren Road Andheri -East Mumbai 400093 and at any adjournment thereof in respect of above mentioned Resolutions.

Signed this _____ day of _____ 2023

Signature of Debenture-holder _____

Signature of proxy holder(s) _____

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP:

CIN : U74140MH2004PTC146715

Name of the Company : Finquest Financial Solutions Private Limited

Registered Office : 602 Boston House 6th Floor, Suren Road Andheri -East Mumbai 400093.

Registered Folio No:/DP Id & Client Id _____

No. of Debentures: _____

I / We, certify that I / We, am / are a Debenture-holder / Proxy for the Debenture-holder of the Company for the Debenture-holder Meeting to be held on 13th February, 2023 at 02.00 P.M. at the Registered Office of the Company situated at 602 Boston House 6th Floor, Suren Road Andheri -East Mumbai 400093.

Debenture-holder / Proxy's name in block letters)

(Signature of Debenture-holder / Proxy)

Note:

Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Debenture-holder are requested to bring their copies of the Notice of the Meeting to the meeting.

Route map of the venue of the meeting of Debenture-Holders of Finquest Financial Solutions Private Limited

