

Notice is hereby given that the 35th Annual General Meeting (AGM) of the Members of **FINSTARS CAPITAL LIMITED** (“the Company”) shall be held today, 30th day of September 2023 at 05:00 p.m at a shorter notice at the registered office of the Company situated at 701, 7th Floor, Pinnacle Business Park, Opp. Royal Orchid, Prahladnagar, Ahmedabad, Gujarat – 380015 to transact the following businesses :

ORDINARY BUSINESSES :

1. **Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 and Reports of the Auditors and the Directors thereon:**

To receive, consider and adopt the Annual Audited Financial Statements of the Company including the Balance Sheet as on 31 March, 2023, and the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon.

2. Re-Appointment of M/s. KPSJ & Associates LLP, Chartered Accountants, (FRN: 124845W/W100209), Ahmedabad as Statutory Auditors of the Company & fixing their Remuneration.

“**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s. KPSJ & Associates LLP, Chartered Accountants, having Firm Registration No. 124845W/W100209 be and are hereby reappointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2028, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

3. Appointment of Director in place of Mr. Barun More (DIN: 07505258) Chairman and Director, who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

Corporate Office:

701,7th Floor, Pinnacle Business Park, Opp. Royal orchid, Prahladnagar, Auda Garden, Ahmedabad-380015

Mobile No: 9998001396 Phone No:

+91 79 48472300/2/3/4/5 Fax No: +91 79 4030 3249

Email Id: info@finstarscapital.com CIN: U65100GJ1989PLC112111

SPECIAL BUSINESS:

APPROVAL FOR ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the rules made thereunder the consent of the members of the Company be and is hereby accorded subject to the approval of Registrar of Companies, or any other regulatory authority for altering the Article of Association for effecting the following amendment in the existing Article of Association of the Company:

To insert the following Article 99 (iii) in the Article of Association for effecting the following amendment in the existing Article of Association of the Company :

DIRECTOR NOMINATED BY DEBENTURE TRUSTEE(S)

Subject to the provisions of applicable law, the Board shall appoint a person nominated by the Debenture Trustee (s) as a Nominee Director in the event of :

- (a) two consecutive defaults in payment of interest to the debenture holders; or
- (b) default in creation of security for debentures or
- (c) default in redemption of debentures

RESOLVED FURTHER THAT Mr. Barun More or Ms. Nisha More, Directors of the Company be and are hereby singly and severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolutions, including filling of necessary forms with Registrar of Companies, as may be required in relation to such amendments and to comply with all other requirements in this regard.

RESOLVED FURTHER THAT Mr. Barun More or Ms. Nisha More, Directors of the Company be and are hereby singly and severally authorised to issue / provide certified true copies of this resolution.”

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Tel/ Fax No.: + 91 79 - 40327415
Website: www.finstarscapital.com
Email: bm25121979@gmail.com

By the Order of Board of Directors
For, Finstars Capital Limited

Mr. Barun More
Chairman & Director
DIN: 07505258

September 28, 2023
Ahmedabad

Corporate Office:

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NOTES :

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a Member of the Company. The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the Meeting.
2. A person shall act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than Ten percent of the total Share Capital of the Company carrying voting rights. A Member holding more than Ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
3. Proxy holder shall prove his/ her identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. FOR ATTENDING THE AGM THROUGH VC / OAVM: Members who are unable to attend the meeting in person at the registered office of the Company, can join through VC / OAVM.
6. Proxy Form(s) and certified copy of Board resolution(s) authorising representative(s) to attend and vote at the Meeting shall be sent to the Registered Office of the Company and addressed to the "Company Secretary & Compliance Officer".
7. Members/ Proxies are requested to bring the Attendance Slips duly filled in for attending the Meeting. Members are requested to write their Folio Number in the attendance slip for attending the Meeting.
8. This Meeting has been called at shorter notice and accordingly, consent of Members holding at least 95% of the shareholding has been received under section 101 of the Companies Act, 2013, for conducting the meeting.
9. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item No. 4 set out in the Notice is annexed hereto.
10. The Members are requested to notify immediately any change of address to the Company with a proof of new address i.e. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.
11. The route map to the venue of the Meeting is provided at the end of this Notice. The prominent landmark for the venue is "Opp.Apollo Pharmacy-Corporate Road".
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

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13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

14. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.

15. All documents specifically referred to in this Notice are opened for inspection at the Registered Office of the Company or through electronic mode at the request of the shareholder during normal business hour.

16. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.

17. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

18. Members may also note that the Notice of this AGM will be available on the website of the Company i.e <https://finstarscapital.com/>.

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EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the businesses mentioned at item No. 4 of the accompanying Notice dated September 28, 2023.

Securities and Exchange Board of India (SEBI) vide its notification dated February 2, 2023, bearing reference number SEBI/LAD-NRO/GN/2023/119 (“SEBI Notification”), amended the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“SEBI NCS Regulations”), by inserting sub-regulation (6) in Regulation 23, which mandates an issuer to ensure that its Articles of Association (“AOA”) contains such clause which authorizes its Board of Directors to appoint a person nominated by Debenture Trustee (“DT”) upon occurrence of below events enumerated in Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, as a Director on its Board:

- a. two consecutive defaults in payment of interest to the debenture holders; or
- b. default in creation of security for debentures; or
- c. default in redemption of debentures.

The Company is in compliance with the terms of NCDs and there has not been any default as above. However, in terms of the amendment in SEBI NCS Regulations, it is necessary to alter the AOA of the Company to include 6 provisions for the appointment of Nominee Director by the DT. Accordingly, the Board of Directors has proposed to alter the AOA of the Company as set out in the resolution at Item No. 4 of this Notice.

A copy of the revised AOA of the Company together with the proposed alteration would be available for inspection electronically.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

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Website: www.finstarscapital.com
Email: bm25121979@gmail.com

By the Order of Board of Directors
For, Finstars Capital Limited

Mr. Barun More
Chairman & Director
DIN: 07505258

September 28, 2023
Ahmedabad

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Web: www.finstarscapital.com;

Email: bm25121979@gmail.com; cs@finstarscapital.com

Annual General Meeting – Saturday, September 30, 2023

ATTENDANCE SLIP

This Attendance Slip duly filled in is to be handed over at the entrance of the Meeting Venue.

Regd. Folio No.:	
No. of Shares held:	
Name of Shareholder / Proxy*:	
Name of Joint holder (if any):	
Address of Shareholder / Proxy:	
Contact No. of Shareholder / Proxy:	
Mail id of Shareholder / Proxy:	

* To be filled if Proxy Form has been duly deposited with Company.

I hereby record my presence at **35th Annual General Meeting** of **Finstars Capital Limited** at the Registered Office of the Company situated at 701, 7th Floor, Pinnacle Business Park, Opp. Royal Orchid, Prahladnagar, Ahmedabad, Gujarat – 380015, India on Saturday, September 30, 2023 at 05:00 P.M.

Member's / Proxy's Name in Block Letters

Member's / Proxy's Signature

(To be signed at the time of handing over this slip)

Note: Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.

Registered and Corporate Office:
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Annual General Meeting – Saturday, September 30, 2023

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]

Name of the Member(s)	
Registered Address:	
E-mail Id:	
Folio No./ Client Id:	

I/We, being the Member(s) of _____ shares of the above named Company, hereby appoint;

1. 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 **35th Annual General Meeting** of the Members of **Finstars Capital Limited** to be held on Saturday, September 30, 2023 at 05:00 PM. at the Registered Office of the Company situated at 701, 7th Floor, Pinnacle Business Park, Opp. Royal Orchid, Prahladnagar, Ahmedabad, Gujarat – 380015, India or any adjournments thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 4) (Please mention No. of Shares)		
		For	Against	Abstain
Ordinary Businesses				
1.	Adoption of the Financial Statements of the Company for the Financial Year ended 31 st March, 2023 and Reports of the Auditors and the Directors thereon.			
2.	Re-Appointment of M/s. KPSJ & Associates LLP, Chartered Accountants, (FRN: 124845W/W100209), Ahmedabad as Statutory Auditors of the Company & fixing their Remuneration.			
3.	Appointment of Director in place of Mr. Barun More (DIN: 07505258)			

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	Chairman and Director, who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.			
Special business				
4.	Approval for Alteration of Articles of Association of the Company for inserting a clause.			

Signed this day of September, 2023

Signature of Member

Signature of Proxy holder(s)

Affix Revenue Stamp of not less than Rs. 1

Note:

1. For the Resolutions and Notes, please refer to the Notice of the Annual General Meeting.
2. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the Annual General Meeting (on or before September 30, 2023 at 05:00 PM.)
3. A Proxy need not be a member of the Company.
4. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

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Form No. MGT-12

Polling Paper

[Pursuant to Section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Finstars Capital Limited				
Registered Office: 701, 7th Floor, Pinnacle Business Park, Opp. Royal Orchid, Prahladnagar, Ahmedabad, Gujarat – 380015, India				
BALLOT PAPER				
Sr. No.	Particulars	Details		
1.	Name of the First Named Shareholder (IN BLOCK LETTERS)			
2.	Postal Address			
3.	Registered Folio No. / Client ID No.* (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity Shares		
I hereby exercise my vote in respect of Ordinary and Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:				
Sr. No.	Particulars of Item	No. of shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Businesses				
1.	Adoption of the Financial Statements of the Company for the Financial Year ended 31 st March, 2023 and Reports of the Auditors and the Directors thereon.			
2.	Re - Appointment of M/s. KPSJ & Associates LLP, Chartered Accountants, (FRN: 124845W/W100209), Ahmedabad as Statutory Auditors of the Company & fixing their Remuneration.			
3.	Appointment of Director in place of Mr. Barun More			

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	(DIN: 07505258) Chairman and Director, who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.			
	Special Business			
4.	Approval for Alteration of Articles of Association of the Company for inserting a clause.			

Ahmedabad

September 30, 2023

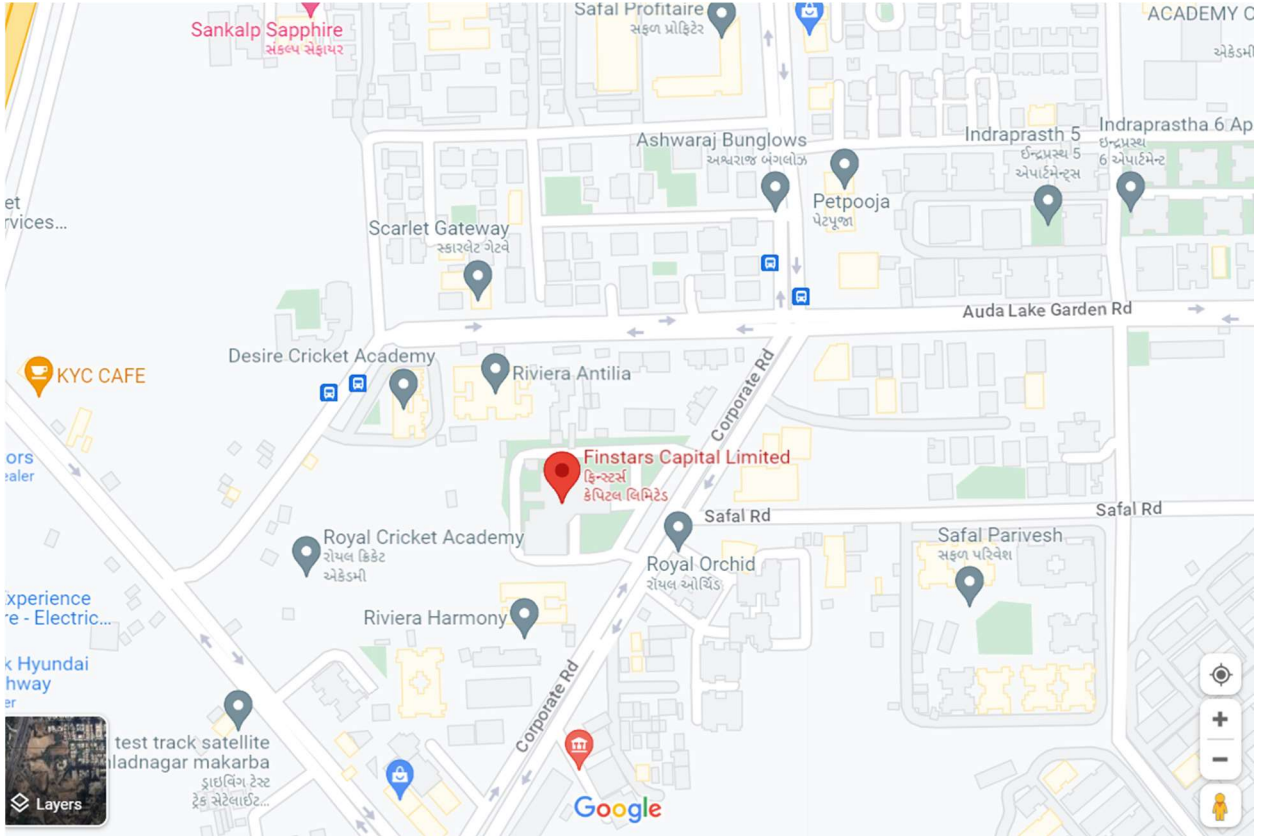
Name of the Shareholder

➤ **Route Map to the Venue of 35th Annual General Meeting of Finstars Capital Limited:**

Date: Saturday, September 30, 2023

Time: 05:00 PM.

Venue: 701,7th Floor, Pinnacle Business Park, Opp. Royal orchid, Prahladnagar, Auda Garden, Ahmedabad-380015, Gujarat, India.



<https://www.google.com/maps/place/Finstars+Capital+Limited/@23.0071173,72.5028958,17z/data=!3m2!4b1!5s0x395e8483ba757019:0xfa2bfb41b278292!4m6!3m5!1s0x395e9b36b313:0xd75907a06745291c!8m2!3d23.0071173!4d72.5054707!16s%2Fg%2F11g310h59t?entry=ttu>

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