07.09.2021

The Bombay Stock Exchange Limited
Listing /Corporate Listing Department
Floor No. 25, P.J.Towers,
Dalal Street,
Mumbai-400001.

Dear Sir/Madam,

Sub: Intimation of Annual General Meeting scheduled to be held on 30th September, 2021

Scrip Code-530139

With reference to the above captioned subject and Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we wish to inform that:

The **27th Annual General Meeting of the Company** will be held on **Monday, the 30th September, 2021 at 11:00 A.M.** through **Video Conferencing ("VC") or Other Audio Video Means ("OAVM")** from Old No.12, New.No 29, Mookathal Street, Purasawalkkam, Chennai – 600 007 to transact the businesses as detailed in the Notice Convening Annual General Meeting (attached herewith).

The Register of Members and Share Transfer Books of the Company will remain closed from Friday the 24th September 2021 to Thursday, the 30thSeptember 2021 (Both days inclusive) for the purpose of 27thAnnual General Meeting.

Kindly consider the above information for your records.

Thanking You,

Yours Faithfully,
For **Kreon Finnancial Services Limited**

Vidyalakshmi Rajagopalan
Digitally signed by Vidyalakshmi Rajagopalan
Date: 2021.09.07 13:21:14 +05'30'

Vidyalakshmi R
Company Secretary and Compliance Officer

KREON FINNANCIAL SERVICES LIMITED.
#Old No. 12, New No. 29, Mookathal Street,
Purasawalkkam, Chennai-600007.

CIN:L65921TN1994PLC029317
(Office) 044 - 42138704
info@kreon.in
www.kreon.in

KREON FINNANCIAL SERVICES LIMITED

CIN: L65921TN1994PLC029317

Regd.Office: Old No. 12, New.No. 29, Mookathal Street,
Purasawalkkam, Chennai-600007.
Telephone +91 44 4213 8704,
Website- www.kreon.in ; E-Mail: info@kreon.in

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of Kreon Finnancial Services Limited will be held on Thursday, 30th September, 2021 at 11:00 AM **through Video Conferencing** or **Other Audio Video Means** to transact the following business:

The proceedings of the Annual General Meeting ("AGM") shall be deemed to be conducted at the Registered Office of the Company at Old No.12, New No.29, Mookathal Street, Purusawalkkam, Chennai-600007 which shall be the deemed venue of the AGM.

ORDINARY BUSINESS

Item No.1 – Adoption of Audited Financial Statements for the year ended 31st March 2021

To consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March 2021 and the Reports of the Board of Directors ("The Board") and Auditors thereon and other attachments as applicable.

Item No.2 – Re-appointment of Mr.JaijashTatia, Director liable to retire by rotation

To appoint a Director in place of Mr.JaijashTatia (DIN # 08085029), who retires by rotation and being eligible, offers himself for re-appointment.

Item No.3 – Re-appointment of Ms. Henna Jain Director liable to retire by rotation

To appoint a Director in place of Ms. Henna Jain (DIN # 08383395), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

Item No.4 – To approve the revised terms of existing Loan borrowed by the Company from M/s. Opti Products Private Limited in accordance with the provisions of Companies Act, 2013

To consider and if thought fit, to pass the following Resolution, with or without modification as a ***Special Resolution***:

"**RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions of Companies Act 2013, the terms of loan agreement against existing loan borrowed from M/s. Opti Products Private Limited alongwith interest accrued amounting to Rs. 3,64,34,119/- be and is hereby revised to contain the terms of borrowing as defined in the explanatory statement in detail including the terms for conversion into securities as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to negotiate and finalize the terms with the lenders and to sign requisite documents as may be found necessary, modify or amend the documents wherever necessary and do all such other acts, deeds, things and undertakings as may be necessary for giving effect to the above resolution."

Item No.5 – To consider and approve the issuance of Non-Convertible Debentures, in one or more series/tranches pursuant to Section 42 of the Companies Act, 2013

To consider and if thought fit, to pass the following Resolution, with or without modification as a ***Special Resolution***:

"RESOLVED THAT without prejudice to the borrowing power given by the Shareholders under Section 180(1)(c) of the Companies Act, 2013 to the Board/Committee of the Company, pursuant to the provisions of section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and rules made there under (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), and subject to rules, regulations, guidelines, notifications and circulars, if any, issued in this regard by the Reserve Bank of India under the Reserve Bank of India Act, 1934 and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such applicable laws, rules, regulations, guidelines, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this Resolution) to offer, issue and allot, in one or more tranches secured or unsecured, redeemable, Non–Convertible Debentures ("Debentures") including but not limited to Subordinated/ Senior, Rated/ Unrated, Listed/ Unlisted, Debentures, Bonds, and/or other debt securities, etc.,on private placement basis, during the period of one year from the date of passing of the special resolution by the Members, for an amount not exceeding Rs. 50 Crores (Rupees Fifty Crores only) on such terms and conditions and at such times as may be decided by the Board to such person(s), including but not limited to one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/ provident funds and individuals, as the case may be, or such other person(s) as the Board may decide, however, that the aggregate amount of funds to be raised by issue of Debentures and other debt securities etc. shall not exceed the overall amount of borrowing of Rs. 50 Crores (Rupees Fifty Crores only) as may be approved by the Members under the provisions of section 180 of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is here by authorized to negotiate and finalize the terms with the lenders and to sign requisite documents as may be found necessary, execute, modify or amend the documents wherever necessary and do all such other acts, deeds, things and undertakings as may be necessary for giving effect to the above resolution."

Place : Chennai
Date :02nd September 2021

By Order Of The Board
For Kreon Finnancial Services Limited

Sd/
Vidyalakshmi R
Company Secretary

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the General Meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Bodies Corporate whether Company or not, which are Members may attend through their authorized representatives appointed under Section 113 of the Companies Act, 2013. A copy of authority letter/resolution authorizing the same should be deposited with the Company/ RTA/ Scrutinizer atleast 7 days before the AGM.
3. If you have any queries or issues regarding attending AGM through the link, you may contact Mr.Manish Shah on 9324659811 or write an email to support@purvashare.com
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.
8. Electronic copy of the Annual Report for 2020-21 is being sent to all the members whose email ID's are registered with the RTA/Depository Participants for communication purposes.
9. The copies of the Annual Report will also be made available on Company's website at www.kreon.in and at the Registered Office of the company for inspection during normal business hours on working days and also on the website of the stock exchange where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com.
10. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, in respect of the Director seeking re- appointment at the AGM is furnished as an annexure to the Notice. The concerned Director has furnished consent/ declaration for his appointment as required under the Companies Act, 2013.
11. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away by Companies Amendment Act, 2017 vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of the appointment of Auditors, who were appointed in the Annual General Meeting held on 27.09.2017.
12. Pursuant to section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer

Books of the Company will remain closed from 24.09.2021 to 30.09.2021 (both days inclusive) for the purpose of 27th AGM.

13. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Registered Office. Members desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Company Secretary at least 7 days in advance of the Meeting so that the information required can be readily made available at the Meeting.
14. **Updating of Members' Details**
    To support the **"Green Initiative",** Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively. Our Registrar and Share Transfer Agents, M/s. PurvaSharegistry (India) Pvt. Ltd., has provided the facility of easy updation of Email id and phone numbers. We urge the shareholders to update the same by clicking the following link https://www.purvashare.com/email-and-phone-updation/ to ensure any further communications in a timely, faster and easier manner. The shareholders are requested to co-operate and support and do the needful at the earliest. Members holding shares in physical/demat form are requested to submit these additional details to RTA in the prescribed form.
15. **Members are requested to:**
    a) Intimate to our RTA M/s. PurvaSharegistry (India) Pvt. Ltd., Unit No. 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Near LodhaExcelus, Lower Parel, Mumbai-400011, changes, if any, in their registered addresses, at an early date, in case of Shares held in physical form;
    b) Intimate to the respective Depository Participant, changes, if any, in their registered addresses, mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) at an early date, in case of Shares held in dematerialized form;
    c) Quote their folio numbers/Client ID/DP ID in all correspondence; and
    d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
16. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020 , Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 physical attendance of the Members to the EGM/AGM venue is not required and kindly note that company is exempted from sending physical copies of notice and annual report to shareholders for this year.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER

In case of members receiving e-mail:

(i) The voting period begins on **27.09.2021 at 09:00 A.M and ends on 29.09.2021 at 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23.09.2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website www.evotingindia.com

(iii) Click on "Shareholders" tab.

(iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(v) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

(vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(vii) Now, fill up the following details in the appropriate boxes:

	For Members Holding Shares in Demat Form	For Members holding Shares in Physical Form
PAN*	Enter Your 10 Digit alpha – numeric *PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders)	
DOB#	Enter The Date of Birth as recorded in your Demat account or in the Company records for the said Demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat Account or in the Company records for the said Demat account or Folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN Field. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach the 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on <Company Name> on which you choose to vote.

(xii) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out a print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If the Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporate. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA at support@purvashare.com with a copy to company mail id info@kreon.in.

ii. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to RTA at support@purvashare.com with a copy to company mail id info@kreon.in.

iii. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

ii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@kreon.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@kreon.in. These queries will be replied to by the company suitably by email.

iii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

i. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.

ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the EGM/AGM.

NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

iii. After receiving the login details a Compliance User should be created using the admin login and

password. The Compliance User would be able to link the account(s) for which they wish to vote on.

iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@kreon.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

vii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available atwww.evotingindia.com, under help section or write an email tohelpdesk.evoting@cdslindia.comor call 1800225533.

GENERAL INSTRUCTIONS

i. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or to the Company's Registrar and Share Transfer Agent.

ii. M/s. Purva Sharegistry (India) Pvt. Ltd., Unit No. 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Near Lodha Excelus, Lower Parel, Mumbai-400011 is the Company's Registrar and Share Transfer Agent (RTA) for physical transfer of shares and all correspondence may be addressed directly to them. In respect of shares held in dematerialized form, Members may send requests or correspond through their respective Depository Participants.

iii. Members are requested to register / update their email ID's and addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agent (RTA). Members holding shares in physical form, in their own interest, are requested to dematerialize their shares to avail the benefits of electronic trading/holding and to facilitate share transfer.

iv. Members who have multiple folios in identical names in the same order are requested to send all the Share Certificates either to the Company addressed to the Registered Office or to the Company's Registrar and Share Transfer Agent for consolidation of such folios into one to facilitate better services.

THE COMPANY HAS APPOINTED M/S. LAKSHMI SUBRAMANIAN & ASSOCIATES, PRACTICING COMPANY SECRETARY, CHENNAI, TO ACT AS SCRUTINIZER FOR CONDUCTING THE ELECTRONIC VOTING PROCESS IN A FAIR AND TRANSPARENT MANNER.

The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Annual General Meeting, thereafter unblock the votes cast through e-voting in the presence of two witnesses not in the employment of the Company and make, not later than three working days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, and submit it to the Chairman or a person authorized by him in writing who shall counter-sign the same.

Thereafter, the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith. The results declared along with the scrutinizer's report will be placed on the Company's website www.kreon.in and the results shall also be communicated to the Stock Exchange where the shares of the Company are listed.

Place : Chennai
Date : 02nd September 2021

By Order Of The Board
For Kreon Finnancial Services Limited

Sd/-
Vidyalakshmi R
Company Secretary

ANNUAL GENERAL MEETING INFORMATION AT A GLANCE

27th ANNUAL GENERAL MEETING	
Day & Date	Thursday, the 30th September ,2021
Time	11:00 A.M
Venue	**through Video Conferencing** or **Other Audio Video Means** from the Registered Office of the Company situated at Old No.12, New No.29, Mookathal Street, Purusawalkkam, Chennai-600007
Financial year	2020-2021.
Listed on Stock Exchange	BSE Limited (BSE); Scrip Code : 530139
International Securities Identification Number (ISIN)	**INE302C01018**
Date of Book Closure	24.09.2021 to 30.09.2021 (Both days inclusive)
Cut-off date for E-voting	**23.09.2021 (Thursday)**
Voting Start Date & Time	**Monday, 27.09.2021 at 09:00 A.M**
Voting End Date & Time	**Wednesday, 29.09.2021 at 05:00 P.M**
E-voting website	www.evotingindia.com
Name, address and contact details of e-voting service provider and Registrar and Transfer Agent	Mr.Manish Shah 9324659811 M/s. Purva Sharegistry (India) Pvt. Ltd., Unit No. 9, Shiv Shakti Industrial Estate, J.R.Boricha Marg, Near Lodha Excelus, Lower Parel, Mumbai-400011 support@purvashare.com

ANNEXURE TO THE NOTICE

ADDITIONAL INFORMATION ON THE DIRECTOR RECOMMENDED FOR REAPPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the director	Mr.JaijashTatia
Date of Birth	05/10/1992
DIN	08085029
Date of appointment	01/04/2018
Relationship with other directors	Relative of Ms.Henna Jain(Director)
Expertise in specific Function Area	Specializing in Risk Management with Financial Accounting
Qualification	BA in Business Management with Financial Economics
Chairmanship/Directorship of other companies (excluding foreign companies and section 8 companies) as on 31.03.2021	NIL
Committee positions held in other companies as on 31.03.2021 **Audit committee** **Nomination and Remuneration Committee** **Stakeholder Relationship Committee**	 NIL NIL NIL
Shareholding in the company	9,98,000 Shares of Rs.10/-each (of which 3,75,000 Shares at Face value of Rs. 10/- each and a premium of Rs. 10/- allotted at the Board meeting dated 02nd September 2021)

Name of the director	Ms.Henna Jain
Date of Birth	23/11/1994
DIN	08383395
Date of appointment	22/03/2019
Relationship with other directors	Relative of Mr.Jaijash Tatia(Whole-Time Director)
Expertise in specific Function Area	Specializing in Operations and Marketing
Qualification	MA Economics and International Relations
Chairmanship/Directorship of other companies (excluding foreign companies and section 8 companies) as on 31.03.2021	NIL
Committee positions held in other companies as on 31.03.2021 **Audit committee** **Nomination and Remuneration Committee** **Stakeholder Relationship Committee**	 NIL NIL NIL
Shareholding in the company	NIL

By Order Of The Board
For Kreon Finnancial Services Limited

Place : Chennai
Date : 02nd September 2021

Sd/-
Vidyalakshmi R
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4: To approve the revised terms of existing Loan borrowed by the Company from M/s. Opti Products Private Limited in accordance with the provisions of Companies Act, 2013

The Company has an outstanding amount of Rs. 3,64,34,119/- as loan along with interest accrued due to M/s. Opti Products Private Limited as on date. The Board of Directors, in order to enrich the net worth, at their Meeting held on 2nd September, 2021, has decided to amend the terms of the loan agreement to provide a clause to convert the said loan along with interest accrued into such number of securities as may be defined under the Act on such terms and conditions as may be mutually agreed between the Company and M/s. Opti Products Private Limited.

The terms and conditions to be included in the loan agreement are set out hereunder:

i. However, an option is also given to the Lender, subject to the consent of the Borrower and compliance of Companies Act and the rules framed thereunder (as amended from time to time),to convert the above loan along with cumulative interest at any time before such repayment of loan, in to such number of securities as may be defined under the Act and as per the terms and conditions mutually to be agreed between the borrower and the lender. The detailed terms of conversion shall be as mutually agreed between the borrower and lender at the time of above conversion upto the limits permissible under the provisions of the Companies Act or any other regulations as applicable.

ii. Upon such conversion, the loan amount repayable after the date of conversion shall stand reduced proportionately to that extent of the loan amount along with interest so converted and the balance amount shall remain repayable as on that date.

iii. Pursuant to the exercise of the Conversion Right, the Lenders shall have the right to sell, assign or otherwise dispose of their shareholding in the Company to any Person including foreign entities at their discretion, as per the applicable laws.

iv. The price of conversion shall be determined on the date of conversion which shall not be less than the face value of the company or value arrived as per applicable laws, whichever is higher.

The Board of Directors recommends the Special Resolution set out in Item No.4 of the accompanying notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is /are concerned or interested, in any manner in the passing of proposed Resolution set out at Item No. 4 of the Notice, except to the extent of their shareholding in the Company, if any.

Item No. 5: To consider and approve the issuance of Non-Convertible Debentures, in one or more series/tranches pursuant to Section 42 of the Companies Act, 2013

The Board of Directors in order to broaden resources for business operation of the Company, has decided to invite subscription for secured/unsecured Non-Convertible Debentures (NCDs), in one or more series /tranches on private placement basis, subject to approval of the shareholders. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the Board on the basis of interest rate/effective yield determined, based on market conditions prevailing at the time of the issue.

The provisions of Section 42 of the Companies Act, 2013 read with Rule 14 (2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, a Company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the members of the Company by a special resolution for each of the offers or invitations. However, pursuant to second proviso of said rule 14 (2) an offer or invitation for non-convertible debentures the special resolution passed only once in a year is sufficient for all the offers or invitations for debentures during the year.

Accordingly, without prejudice to the borrowing power given/to be given by the shareholders under Section 180 (1)(c) of the Companies Act, 2013, as per the provisions of Section 42 and 71 of the Companies Act, 2013 read with the relevant Rules made there under, as amended, and subject to other relevant rules, regulation, guidelines, and directions issued by Reserve Bank of India and Securities and Exchange Board of India the approval of the Members is being sought by way of a Special Resolution, to enable the Company to offer or invite subscriptions for Non-Convertible Debentures on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 5, within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Board of Directors recommends the Special Resolution set out in Item No. 5 of the accompanying notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is /are concerned or interested, in any manner in the passing of proposed Resolution set out at Item No. 5 of the Notice, except to the extent of their shareholding in the Company, if any.

By Order Of The Board
For Kreon Finnancial Services Limited

Sd/-
Vidyalakshmi R
Company Secretary

Place : Chennai
Date : 02nd September 2021