

CANOPY FINANCE LIMITED

CIN: L65910MH1981PLC380399

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SECOND ADDENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING TO BE HELD ON MONDAY, JULY 25, 2022 AND EARLIER ADDENDUM DATED JULY 15, 2022

We draw attention of all the shareholders of Canopy Finance Limited (“the Company”) to the Notice dated **June 28, 2022** for convening the Extra Ordinary General Meeting of the Company (“EGM”) scheduled on **Monday, July 25, 2022** at 4.00 P.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) and earlier Addendum dated **July 15, 2022**. The EGM Notice has already been emailed to all the shareholders of the Company on July 01, 2022 in due compliance with the provisions of the Companies Act, 2013 read with relevant rules thereunder. Further, earlier Addendum to the EGM Notice dated July 15, 2022 has been emailed to all the shareholders of the Company on July 16, 2022.

Shareholders are aware that the Company is offering remote e-voting facility to its shareholders on all the resolutions proposed to be transacted at the EGM. However, to enable the Shareholders to exercise their voting rights through remote e-voting facility or at the EGM through VC/ OAVM on an informed basis, the Company deems it appropriate to bring the latest factual position, as mentioned below to the notice of the Shareholders of the Company through this Second addendum.

Subsequent to the issuance of the Addendum Notice dated July 15, 2022 to the shareholders of the Company on July 16, 2022, there is a typographical error in the name of the Ultimate Beneficiaries/ Owners of one the Proposed Allottee namely, “**CORE91 VC FUND 1**”. The name of the Ultimate Beneficiaries/ Owners of CORE91 VC FUND 1 should be now read as “**i. Mr. Shalin Sanjay Shah (Sponsor of Alternative Investment Fund), ii. Ms. Vaishali Goverdhan Urkude (Beneficiary of Trustee) and iii. Mr. Venkatesh Ramesh Prabhu (Beneficiary of Trustee)**” instead of “Trustee (Credentia Trusteeship Services Private Limited – CORE91 VC TRUST – CORE91 VC FUND 1)”. Accordingly, this Second Addendum is being issued to the shareholders of the Company for Item No. 1- Issue of Equity Shares on Preferential basis and its Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 contained in the EGM Notice. This Second Addendum shall form an integral part of and should be read in conjunction with the Notice of EGM dated June 28, 2022 and earlier Addendum to the EGM Notice dated July 15, 2022.

Below are the modifications:

1. Table under First paragraph of Resolution No. 1- Issue of Equity Shares on Preferential basis should now be read as follows:

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
	Strategic Investors (Non-Promoters)		
1.	Mr. Rikhav Piyush Shah	83,333	Mr. Rikhav Piyush Shah
2.	Mr. Surendra Sodhi	1,66,666	Mr. Surendra Sodhi
3.	Mr. Sidharth Garg	8,33,333	Mr. Sidharth Garg

4.	Ms. Dolly Garg	8,33,333	Ms. Dolly Garg
5.	Mr. Ashis Mohanty	3,33,333	Mr. Ashis Mohanty
6.	CORE91 VC FUND 1	3,75,001	i. Mr. Shalin Sanjay Shah (Sponsor of Alternative Investment Fund) ii. Ms. Vaishali Goverdhan Urkude (Beneficiary of Trustee) iii. Mr. Venkatesh Ramesh Prabhu (Beneficiary of Trustee)”
7.	Mr. Barun Mahansaria	3,75,001	Mr. Barun Mahansaria
	Total	30,00,000	

2. Point No. 1- List of Allottees for Preferential Allotment of Equity Shares under Item No. 1- Issue of Equity Shares on Preferential basis of the Explanatory Statement should now be read as follows:

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
	Strategic Investors (Non-Promoters)		
1.	Mr. Rikhav Piyush Shah	83,333	Mr. Rikhav Piyush Shah
2.	Mr. Surendra Sodhi	1,66,666	Mr. Surendra Sodhi
3.	Mr. Sidharth Garg	8,33,333	Mr. Sidharth Garg
4.	Ms. Dolly Garg	8,33,333	Ms. Dolly Garg
5.	Mr. Ashis Mohanty	3,33,333	Mr. Ashis Mohanty
6.	CORE91 VC FUND 1	3,75,001	i. Mr. Shalin Sanjay Shah (Sponsor of Alternative Investment Fund) ii. Ms. Vaishali Goverdhan Urkude (Beneficiary of Trustee) iii. Mr. Venkatesh Ramesh Prabhu (Beneficiary of Trustee)”
7.	Mr. Barun Mahansaria	3,75,001	Mr. Barun Mahansaria
	Total	30,00,000	

3. Point No. 12- Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues under Item No. 1- Issue of Equity Shares on Preferential basis of the Explanatory Statement should now be read as follows:

Proposed Allottees	Ultimate Beneficial Owner	Category	Pre Preferential Issue*		No. of Equity Shares proposed to be allotted	Post Preferential Issue (After issue of Equity Shares)	
			No of shares held	% of share holding		No of shares held	% of share holding
Mr. Rikhav Piyush Shah	Mr. Rikhav Piyush Shah	Strategic Investor/ Non Promoter	0	0	83,333	83,333	0.68
Mr. Surendra Sodhi	Mr. Surendra Sodhi	Strategic Investor/ Non Promoter	0	0	1,66,666	1,66,666	1.36
Mr. Sidharth Garg	Mr. Sidharth Garg	Strategic Investor/ Non Promoter	0	0	8,33,333	8,33,333	6.78
Ms. Dolly Garg	Ms. Dolly Garg	Strategic Investor/ Non Promoter	0	0	8,33,333	8,33,333	6.78
Mr. Ashis Mohanty	Mr. Ashis Mohanty	Strategic Investor/ Non Promoter	0	0	3,33,333	3,33,333	2.71
CORE91 VC FUND 1	i. Mr. Shalin Sanjay Shah (Sponsor of Alternative Investment Fund) ii. Ms. Vaishali Goverdhan Urkude (Beneficiary of Trustee) iii. Mr. Venkatesh Ramesh Prabhu (Benef	Strategic Investor/ Non Promoter	0	0	3,75,001	3,75,001	3.05

	iciary of Truste e)”						
Mr. Barun Mahansaria	Mr. Barun Mahansari a	Strategic Investor/ Non Promoter	91,000	0.98	3,75,001	4,66,001	3.79

** As on 24th June, 2022*

On and from the date hereof, the EGM Notice dated June 28, 2022 and earlier Addendum to the EGM Notice dated July 15, 2022 shall always be read in conjunction with this Second Addendum which is also being uploaded on the website of the Company at www.canopyfinance.org and on the website of Central Depository Services (India) Limited at www.evotingindia.com and Stock Exchanges (www.bseindia.com and www.cse-india.com).

All other contents of the EGM Notice dated June 28, 2022 and earlier addendum dated July 15, 2022, save and except as amended / clarified by this second addendum, shall remain unchanged.

**By Order of the Board of Directors
For Canopy Finance Limited**

**Sd/-
Lalit Kumar Tapadia
DIN: 08117881
Date: 21.07.2022
Place: Mumbai**