

**UNIMONI FINANCIAL SERVICES LIMITED**

Regd Off: N.G. 12 & 13, GROUND FLOOR, NORTH BLOCK  
MANIPAL CENTRE, DICKENSON ROAD, BANGALORE – 560 042

**NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the **Thirtieth (30<sup>th</sup>) Annual General Meeting** of Unimoni Financial Services Limited will be held on **Tuesday, 30<sup>th</sup> September, 2025 at 12.30 PM through Video-conferencing**, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Consolidated and Standalone Financial Statements for the financial year ended 31<sup>st</sup> March 2025, together with the Directors' Report and Auditors' Report thereon.

**SPECIAL BUSINESS:**

2. **APPOINTMENT OF MR. AMIR NAGAMMY (DIN: 10693203) AS A DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Articles of Association of the Company and the provisions of Sections 152 & 161 of the Companies Act, 2013 read with Rules made there under (including any statutory modification(s) or re-enactment thereof), and in terms of the provisions of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, as amended from time to time and / or other applicable provisions, if any, MR. AMIR NAGAMMY (DIN : 10693203), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 17, 2024, and who holds the office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

3. **APPOINTMENT OF MR. DOMINIC TRAYNOR (DIN: 09713887) AS A DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Articles of Association of the Company and the provisions of Sections 152 & 161 of the Companies Act, 2013 read with Rules made there under (including any statutory modification(s) or re-enactment thereof), and in terms of the provisions of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, as amended from time to time and / or other applicable provisions, if any, MR. DOMINIC TRAYNOR (DIN : 09713887), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 17, 2024, and who holds the office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**Unimoni Financial Services Ltd.**

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E-mail: [Customercare@unimoniindia.com](mailto:Customercare@unimoniindia.com) | Website: [www.unimoni.in](http://www.unimoni.in) | Toll Free: 1800 102 0555

Registered Office : N G 12 & 13, Ground Floor, North Block, Manipal Centre, Dickenson Road, Bangalore - 560 042  
CIN No: U85110KA1995PLCO18175



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**4. REAPPOINTMENT OF MR. KRISHNAN R AS THE WHOLE-TIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION IN EXCESS OF 5% OF NET PROFIT OF THE COMPANY:**

**To consider and if thought fit, pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** based on the recommendations of the Nomination and Remuneration Committee, and approval of the Board and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with read with Part I and Section I of Part II of Schedule- V of the Companies Act, 2013 and the Articles of Association of the Company and in terms of the provisions of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, as amended from time to time and / or other applicable provisions, if any, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Krishnan R. (DIN : 03635219), as Whole-time Director of the Company with effect from 25<sup>th</sup> July, 2025 for a period of 3 years, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”) for the period of 3 years, upon the terms and conditions as detailed below, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to by the Board of Directors:

- i. Salary: Rs. 4,76,600/- per month.
- ii. Allowances: Rs. 6,55,325/- which includes various allowances – Conveyance, House Rent Allowance, Meal Coupon and Leave Travel and re-imbursements as per the Company policy.
- iii. Commission: within the limits of 5% of the net profits in excess of the target net profit amount in aggregate.
- iv. Perquisites and benefits: Apart from various allowances and reimbursements, other perquisites include Provident Fund Contribution by the employer as per the Company policy (Rs. 59,575/-) and also Gratuity contribution as per the provisions of Payment of Gratuity Act.
- v. Remuneration in the event of loss etc.: Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profit in any financial year, during the terms of office of the Whole-Time Director, the remuneration by way of salary, perquisites, commissions and other benefits shall not, without the permission of the Central Government (if required) exceed the limits prescribed under the Act read with Section II and Section III of Part II of Schedule V of the Companies Act, 2013 and rules made hereunder or any amendment, modification, variation or re-enactment thereof.

**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, approval of Members be and is hereby accorded to the Board to pay remuneration to Mr. Krishnan R. (DIN : 03635219), Whole-time Director, in excess of 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 during the financial year 2025-2026.”

**RESOLVED FURTHER THAT** Mr. Krishnan R (DIN: 03635219), Director & CEO, Mr. Manoj V Mathew, CFO or the Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient or desirable to give effect to this resolution including filing of necessary forms and returns with the concerned Registrar of Companies (RoC) or submission of necessary documents with any other concerned authorities in connection with this resolution.”






**5. AMENDMENT OF MEMORANDUM OF ASSOCIATION BY DELETION OF AN OBJECTS CLAUSE:**

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

**"RESOLVED THAT** in accordance with Section 4, 13 and other relevant provisions of Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of the Registrar of Companies, Karnataka and taking into consideration advice from IRDA in this regard, consent of the Members of the Company be and is hereby accorded to delete the following Object Clause **9 b)** of the Memorandum of Association of the Company:

- 9 b) *'To solicit and/or procure (subject to all necessary regulatory(ies) approvals) insurance business (Life Insurance and/or General Insurance) as a Corporate Agent/ Composite Corporate Agent and /or to act as an Insurance Broker and / or Insurance Intermediary for such Insurance Business and / or for re-Insurance and / or assurance business and also to act as agents, brokers or any such intermediaries for financial products for domestic and international business houses including banks and financial institutions.'*

**RESOLVED FURTHER THAT** Mr. Krishnan R (DIN: 03635219), Director & CEO, Mr. Manoj V Mathew, CFO or the Company Secretary be and is hereby authorized by the Board to take all such actions as may be necessary, and to make such applications to the requisite authorities including the Registrar of Companies, Karnataka, and to do all necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution."

**By Order of the Board  
For Unimoni Financial Services Limited**



**MAYA MENON  
COMPANY SECRETARY  
ACS : 20656)**

**PLACE: KOCHI  
DATE: 28.07.2025**

**Notes:**

1. The Ministry of Corporate Affairs ("MCA") has vide its Circular No. 2/2022 dated 05.05.2022 read with Circulars No. 14/2020 dated 08.04.2020 and Circular No. 17/2020 dated 13.04.2020, Circular No. 10/2022 dated 28.12.2022, Circular No. 09/2023 dated 25.09.2023, Circular No. 09/2024 dated 19.09.2024 and such other circulars with respect to holding of Annual General Meeting through video conferencing mode (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the Thirtieth AGM of the Company will be held through VC / OAVM and notices to Members is being sent through e-mails registered with the Company.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy / proxies to attend and vote instead of himself/herself and such proxy/proxies need not be a Member(s) of the Company, since the meeting is being held through VC / OAVM mode, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.





4. The Share Transfer Book and Register of Members will remain closed on 30<sup>th</sup> September, 2025.
5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business set out above, and the relevant details pursuant to SS-2 issued by ICSI in respect of the Directors seeking appointment or re-appointment at this AGM, are annexed hereto.
6. The deemed venue for the AGM shall be the Registered Office of the Company situated at N.G. 12 & 13, GROUND FLOOR, NORTH BLOCK, MANIPAL CENTRE, DICKENSON ROAD, BANGALORE – 560 042.
7. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to share the scanned certified copy of the Board resolution / authorization letter to the Company together attested specimen signature(s) of the duly authorized representative(s) to the email address at [maya.menon@unimoniindia.com](mailto:maya.menon@unimoniindia.com).
8. 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.
9. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with Annual Report for FY 2024-25 is being sent through electronic mode to those Members whose e-mail IDs are registered with the Company. Members may please note that the Notice of the AGM and the Annual Report for FY 2024-25 has been uploaded on the Company's website at [www.unimoni.com](http://www.unimoni.com). Any Member who desires to get a physical copy of the Annual Report for FY 2024-25, may request for the same by sending an e-mail to the Company at [maya.menon@unimoniindia.co](mailto:maya.menon@unimoniindia.co), mentioning their Folio No. / DP ID and Client ID.
10. The Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Act, and the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act read with Rules issued thereunder will be electronically available for inspection by the Members during the Meeting. Furthermore, all documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

## **Instructions on how to access and participate in the Video Conference Meeting**

Following are the instructions regarding access and participation in the aforesaid meeting:

1. During the meeting held through VC or OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending e-mails through their e-mail addresses which are registered with the company. The said e-mails shall only be sent to the designated e-mail of the company [maya.menon@unimoniindia.com](mailto:maya.menon@unimoniindia.com).
2. The Shareholders will be sent a link to their registered email IDs before the meeting to participate in the said meeting, which requires an electronic device such as computer or laptop or mobile phone with appropriate audio video facilities.
3. The shareholders shall click on the link, which would be shared at least 5 days before the meeting and can join the said meeting to participate.
4. The shareholders participating in the said meeting shall ensure that no person other than the concerned shareholder is attending or has access to the proceedings of the said meeting.
5. Every participant shall identify himself before speaking at the said meeting.
6. All the recordings of the proceedings at the said meeting would be made by the Chairman.
7. The attendance of the Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Further members will be required to allow camera and use the internet with a good speed to avoid any disturbance during the meeting.
9. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/ video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
10. Facility of video conference will be available 15 minutes before the time fixed for the meeting and will be closed on expiry of 15 minutes after the meeting.





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

**Item No. 02:**

Mr. Amir Nagammy, representing the Company's holding company Wizzpay India Holdings Limited, was appointed as an Additional Director at the Board Meeting held on 17<sup>th</sup> July, 2024, subject to the approval of Reserve Bank of India (RBI). The company had applied to RBI and had been waiting for its approval to complete the process of regularisation of Director. The RBI approval in this connection was received on 06<sup>th</sup> February, 2025. Accordingly, the appointment is being placed before the members for their approval to regularise his directorship as Non-Executive Director of the Company.

Amir Nagammy is an entrepreneur and investor with extensive international experience and expertise in emerging markets (particularly the CIS, Middle East, Africa, and India). He has a twenty-five year record in launching and running start-ups across multiple industry sectors across the globe, transforming them into profitable, large-scale businesses that consistently produce impressive returns for their stakeholders. Having worked in highly complex regional environments, Amir is respected for his crisis management skills in fast-changing situations and for his extensive background in deal structuring. He is able to fulfil a portfolio of management roles with cross-industry capabilities, including fundraising, project finance, and management, trading and business development. He is currently a Co-Founder and Chairman of Prism Group AG and Global Fintech Investments Holding AG.

The following are the details with respect to the said director:

Particulars	Information
Name	Mr. Amir Nagammy
Age	49
Qualifications	<ol style="list-style-type: none"> <li>1. Master of Entrepreneurship and Innovation in International Management and Entrepreneurship. Swinburne University of Technology.</li> <li>2. BA Business Administration and Management, University of Derby.</li> <li>3. Accounting and Finance, Ramat-Gan College</li> </ol>
Terms and Conditions of appointment and details of remuneration	On the same conditions when first appointed to the Board
Remuneration last drawn	-
Date of first appointment on Board	17/07/2024
Shareholding in company	-
Relationship with other Directors	-
Number of Meetings of Board attended during 2024-25	1
Other Directorships, Memberships / Chairmanships of Committees of other Boards	-

The Board of Directors recommends the Ordinary Resolution, for the approval of the members of the Company. None of the other Directors except Mr. Amir Nagammy himself, or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolution as set out in the Item No. 2 of the accompanying Notice.

**Item No. 03:**

Mr. Dominic Traynor, representing the Company's holding company Wizzpay India Holdings Limited, was appointed as an Additional Director at the Board Meeting held on 17<sup>th</sup> July, 2024, subject to the approval






of Reserve Bank of India (RBI). The company had applied to RBI and had been waiting for its approval to complete the process of regularisation of Director. The RBI approval in this connection was received on 06<sup>th</sup> February, 2025. Accordingly, the appointment is being placed before the members for their approval to regularise his directorship as Non-Executive Director of the Company.

Dominic Traynor is a company director and a qualified solicitor in the United Kingdom. He is a director a number of regulated money service businesses within the Wizz Financial group as well as of the major shareholder, investment company Prism Group AG. In addition Dominic is executive chairman of London Stock Exchange-listed Critical Mineral Resources plc. He was a founding director of AIM-listed construction materials conglomerate, SigmaRoc plc, and battery materials' company EV Metals Group plc and has held a number of other directorships including on the Australian Stock Exchange. Dominic is also a consultant/partner at one of London's oldest law firms, Druces, and is an experienced equity capital markets lawyer with an additional focus on corporate governance holding and having held various positions as chair and member of audit and remuneration committees.

The following are the details with respect to the said director:

Particulars	Information
Name	Mr. Dominic Traynor
Age	49
Qualifications	<ul style="list-style-type: none"> <li>Legal Practice Course, College of Law, York, UK.</li> <li>LLB honors degree, Durham University, Durham, UK</li> </ul>
Terms and Conditions of appointment and details of remuneration	On the same conditions when first appointed to the Board
Remuneration last drawn	-
Date of first appointment on Board	17/07/2024
Shareholding in company	1
Relationship with other Directors	-
Number of Meetings of Board attended during 2024-25	1
Other Directorships, Memberships / Chairmanships of Committees of other Boards	Unimoni Enterprise Solutions Private Ltd Wizzfin XM Services Private Limited Wizzpay Technology Services Pvt Ltd

The Board of Directors recommends the Ordinary Resolution, for the approval of the members of the Company. None of the other Directors except Mr. Dominic Traynor himself, or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolution as set out in the Item No. 3 of the accompanying Notice.

#### Item No. 04:

Considering Mr. Krishnan R's educational background, good experience as well as long term association with the Company and taking into account of his valuable contribution to the growth of the Company, it is proposed to re-appoint Mr. Krishnan R as the Whole-time Director of the Company. Mr. Krishnan R was appointed as the Whole-time Director of the Company with the approval of the Shareholders at the meeting held in 2022, for a period of 3 years. His tenure expired during the current year and considering his rich and wide experience as well as long term association with the Company and taking into account his valuable contribution to the growth of the Company, the Board has proposed to re-appoint Mr. Krishnan as Whole-time Director. In accordance with the provisions of Sections 196 and 197 read with Section 203 of the Companies Act, 2013 and also in terms of the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide resolution passed on 28<sup>th</sup> July, 2025 approved re-appointment of Mr. Krishnan R. as Whole-time Director on the Board of the Company, and that Mr. Krishnan R shall hold office for a period of 3 years with effect from 25<sup>th</sup> July, 2025.





Where in any financial year during the tenure of appointment, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Krishnan R, the Remuneration as stated in the Annexure to this Notice, as the minimum remuneration, subject to the limits specified under Section II and Section III of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force). If such minimum remuneration is in excess of ceiling, prescribed under Schedule V to the Companies Act, 2013, the Company shall seek permission of Shareholders as may be necessary in accordance with the provisions governing payment of remuneration in force at the relevant point of time.

Pursuant to section 197 of the Companies Act, 2013, except with the approval of the Shareholders of the Company in General Meeting by way of special resolution, the remuneration payable to any one Managing Director or Whole-time Director or Manager of the Company shall not exceed 5% of the net profits of the Company.

Approval of the members is sought by way of Special Resolution for re-appointment of Mr. Krishnan R as Whole-time Director on the Board of the Company and to give remuneration in excess of 5% of the net profits for the financial year 2025-2026. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The disclosures as required under Section II of Part II of Schedule V read with Section 201 of the Companies Act, 2013 as attached herewith as Annexure to this Notice.

The Board of Directors recommends the Special Resolution, for the approval of the members of the Company. None of the other Directors except Mr Krishnan R. himself or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolutions as set out in the Item No. 4 of the accompanying Notice.

**Item No. 05:**

The Company's Wholly-owned subsidiary, UTX Travels Private Limited (UTX) had secured the license from Insurance Regulatory Development Authority (IRDA) for Corporate Agency to solicit and undertake Insurance Business. The Company had surrendered its IRDA license for the same in November 2024. As part of the process, the IRDA had instructed the Company to delete the relevant Objects Clause in its Memorandum of Association (MOA) pertaining to Insurance business, since the Certificate of Registration (CoR) is surrendered by the Company, in order to complete the process. Accordingly, the Company proposes to delete the Object Clause 9 b. as mentioned in the resolution, pertaining to insurance business, with the approval of shareholders.

The Board of Directors recommends the Special Resolution, for the approval of the members of the Company. None of the other Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolution as set out in the Item No. 5 of the accompanying Notice.

**By Order of the Board  
For Unimoni Financial Services Limited**



**MAYA MENON  
COMPANY SECRETARY  
(ACS : 20656)**

**PLACE: KOCHI  
DATE: 28.07.2025**





## ANNEXURE TO THE AGM NOTICE

- i. The payment of remuneration was approved by the Nomination and Remuneration Committee and by the Board of Directors at their meetings held on 20<sup>th</sup> March, 2025.
- ii. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon or preference shares and dividend on preference shares for continuous period of thirty days in the preceding financial year before the date of his appointment.

iii. Other particulars:

### I. GENERAL INFORMATION

1.Nature of Industry	Financial Services
2.Date or expected date of commencement of the business	29/06/1995
3.In case of new companies, expected date of commencement of activities as per project approved by the financial institute appearing in the prospectus	-
4.Financial performance based on given indicators	-
5.Foreign investments or collaborators, if any	Investment by the foreign holding Company

### II. INFORMATION ABOUT THE DIRECTOR

PARTICULARS	Mr. Krishnan R
1.Background details	A qualified Chartered Accountant, joined the Company on 7th April, 2005 as its Manager-Internal Audit. Later, he was elevated as Manager-Finance and he served the Company as its Whole Time Director and Chief Finance Officer. He is presently the CEO and Director of the Company.
2.Past Remuneration (CTC)	Rs. 8,00,000/-
3.Recognition or awards	-
4.Job profile and his suitability	Whole-time Directorship. Being a qualified Chartered Accountant, has built an established and stronger base for financial reporting, enhanced cost controls and an efficient MIS system for the Company and branches, developing and influencing the management in making various decisions in the past years and assisted in improving the overall performance of the Company.
5.Remuneration proposed (CTC)	Rs.11,91,500/-
6.Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration is well within the industrial standards
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	NA

### III. OTHER INFORMATION

1.Reason for loss or inadequate profits	NA
2.Steps taken or proposed to be taken for improvements	NA
3.Expected increase in productivity and profits in measurable terms	NA

The notice may be treated as the statement as required under Section II of Part II of Schedule V read with Section 201 of the Companies Act, 2013.

