

ADDENDUM TO THE NOTICE OF 35th ANNUAL GENERAL MEETING

To
All Members of WALL STREET FINANCE LIMITED

Addendum to the Notice dated 11th August, 2022 convening 35th Annual General Meeting of the Company scheduled to be held on Thursday, 29th September, 2022 at 04.00 PM (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"):

WALL STREET FINANCE LIMITED ("the Company") has issued a Notice (Original Notice) dated 11th August, 2022 of the 35th Annual General Meeting (AGM) to be held on Thursday, 29th September, 2022 at 04.00 PM (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact Six business items (3 Ordinary Business and 3 Special Business) as specified in the said notice

Further to the above, Notice is hereby given that at the said meeting the following special business will also be transacted as Item No. 7:

SPECIAL BUSINESSES:

- (7) **Alteration in Object clause of the Memorandum of Associations of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to such other requisite approvals, if any, in this regards from appropriate authorities and terms, conditions, amendments, modification, as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Mumbai, for the alteration of the object clause of the Memorandum of Association of Company such that:

- the existing Clause III (A) of MOA of the Company shall be replaced with the following new clause III (A):

A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION

1. To deal in rupee and foreign exchange in its various forms including digital currency, domestic and Cross border remittances / payments of all kinds as may be permitted from time to time by Reserve Bank of India and/or Government of India Authority. To act as Dealer/Exchange House/Trader to the foreign exchange/currency and to hold, operate and transact in foreign currencies and/or exchange by maintaining foreign currency bank accounts or otherwise, and to issue or act as agents for traveler cheques, credit cards, phone cards and all Instruments in any currency subject to all rules, regulations and approvals as may be necessary and to undertake the business of money transfer, money remittance, including cross border remittances or prepaid Forex and INR cards and digital payments with all its variations or extensions which are in existence or which may come into existence, within India and outside and as a principal or as an agent for any other person carrying on such business, subject to terms and conditions mentioned in the

permission / license as may be required to be obtained from Reserve Bank of India or from any other authority prescribed therefore.

2. To develop and deploy fintech solutions and/or to provide technology solutions related to Cross Border Payments, Card Management, Transaction Processing, Payment systems, Compliance solutions, and Aggregation platforms. To be a payment Service provider and provide Payment solutions for Domestic and International markets as per Regulatory Framework.
- the existing Clause III (B) of MOA of the Company shall be titled as **“Matters which are necessary for furtherance of the objects specified in clause III (A)”**

“RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded, for alteration in the Memorandum of Association of the Company, and to the extent all the necessary revision in numbering of the clauses along with the addition/replacement or deletion of below mentioned clauses in furtherance of the object specified in clause III (A) of the Memorandum of Associations shall be carried out as may be appropriate:

- To replace existing clause III (B) (4) with the following clause:

To deal in currency/ies or exchange options, swaps, futures, in foreign and/ or Indian currencies in direct or derivative forms in India or abroad on the Company's own behalf or on behalf of its clients, to manage, acquire, hold, exchange or dispose of any currency/ies. investments, funds, pools relating to and/or emanating from India or outside India on its own behalf or on behalf of its clients, customers, dealers, brokers, agents, trusts, funds, government or other bodies, to do the business of factoring, broking in exchange, currencies, shares, securities, monies, or in other derivatives, to do the business of custodial services, insurance, assets, and securities and/or portfolio management and forex advisory services in India or abroad, on its own or on behalf of its clients, dealers, brokers and others as per the regulatory framework.

- To delete existing clause III (B) (9) and renumber the other clauses accordingly:

To carry on the business of merchant bankers and portfolio investments and managers, underwriters factors and of consultants and advisors in all matters relating to administration, finance, law, planning, organization and management of industry and business and generally to undertake, provide and render services and facilities in all fields related to the same and to act as agents of, to and form industrial, business, financial, commercial, publicity, legal, taxation, statistical, labour, marketing and management practioners, advisers, consultants and the rendering of services capable of being conveniently carried on in conjunction with any of these objects or calculated, directly or indirectly to enhance the value of, or facilitate the utilization of, or render profitable, any of the property or rights of the Company.

- To delete clause III (B) (10) and renumber the other clauses accordingly:

To carry out financing operations and perform financing services including factories, making of short and long term loans.

- To replace existing clause III (B) (20) with the below clause and renumber the remaining clauses accordingly:

To act as agents, factors and brokers for sellers, buyers, exporters, importers, manufacturers, merchants, tradesmen, and others and generally to undertake and carry out agency and commission business.

“RESOLVED FURTHER THAT any of the Director or key managerial personnel of Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

By order of the Board

Date: 22nd September, 2022
Place: Mumbai

Manisha Swami
Company Secretary
Membership No. 46126

Registered Office:

Unit 622, The Summit Business Bay - Omkar Prakash Wadi,
Opp. PVR Cinema, Chakala, M. V. Road, Andheri (East),
Mumbai, Maharashtra- 400093

NOTES

- (1) An Explanatory statement pursuant to Section 102 of the Act with respect to item no. 7as set out in the Notice is annexed hereto.
- (2) This addendum to the Notice of AGM is available on the website of the Company at www.wsfx.in, website of the Stock Exchanges at www.bseindia.com.
- (3) All the processes, notes and instructions relating to attending AGM through VC/OAVM and e-voting set out in the original Notice of the AGM dated 11th August, 2022 shall mutatis-mutandis apply for the resolution proposed in this Addendum to the Notice of AGM.
- (4) Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during 11:00 AM to 01:00 PM up to the date of AGM.

By order of the Board

Date: 22nd September, 2022
Place: Mumbai

Manisha Swami
Company Secretary
Membership No. 46126

Registered Office:

Unit 622, The Summit Business Bay - Omkar Prakash Wadi,
Opp. PVR Cinema, Chakala, M. V. Road, Andheri (East),
Mumbai, Maharashtra- 400093

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 7

The Board of Directors of the Company have proposed and recommended to the members of the Company for their approval, the change of name of the Company at their duly convened board meeting held on 11th August, 2022 and the said recommendation is forming part of agenda item no 5 of the original notice of AGM dated 11th August, 2022. The said change of name from Wall Street Finance Limited to 'WSFx Global Pay Limited' or 'WSFX Global Payment Solutions Limited' or such other name as may be made available by the Registrar of Companies/ Central Registration Centre, Ministry of Corporate Affairs, which shall be very much in-sync with the on-going business activities as well as the vision of the Company.

Pursuant to the above name change application filed with Registrar of Companies/ Central Registration Centre, Ministry of Corporate Affairs via E-form RUN, the authority has duly examined our application and sent the application for resubmission with the remark of alteration of object clause of the Company.

Thus, in order to make the main object clause of the Memorandum of Association of Company concise and keep in sync with the ongoing business activities covering foreign exchange, cross border remittances/ payments, prepaid forex cards, fintech solutions etc and other allied services offered by Company from time to time, it is proposed to modify the main object clause of the Memorandum of Association of the Company. Earlier, the Company was a registered NBFC Company and the board of directors of the Company approved the surrender of its non-banking finance Company license with the licensing authority i.e. reserve bank of India vide board resolution dated 14th December 2015. The Reserve Bank of India had also issued a certificate of cancellation of registration dated 13th June 2016 under section 45-IA (6) of the RBI Act 1934.

The Company is also an Authorised dealer- Category -II licensed entity with Reserve bank of India and authorised to provide foreign currency, forex prepaid cards & cross border remittances as per the regulatory guidelines governing the activity. The Company now provides an Omni channel distribution network for providing its services and fintech solutions enabling digital transformation of forex and payment ecosystem.

The Company with a clear vision, strives to attain its leading position even in digital space as it has introduced several digital solutions designed to cater to forex requirements for travellers, students, agents and corporates. The Company has also launched its multi-currency forex prepaid card in association with Thomas cook.

The Board of directors on 22nd September 2022 have approved alteration of object clause of the MOA of the Company and the Board now seek Members' approval for the same. Also, in line with the altered main objects, the ancillary or incidental objects to the main objects have been suitability renamed, renumbered and have also deleted the clauses mentioned in the above resolution in particular.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013. A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on all working day 11.00 a.m. to 01.00 p.m. till the date of AGM.

The Board recommends the passing of Ordinary Resolution as set out in Item No. 7 of the accompanying Addendum Notice for member's approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 7 of the addendum Notice of the 35thAGM.

By order of the Board

Date: 22nd September, 2022
Place: Mumbai

Manisha Swami
Company Secretary
Membership No. 46126

Registered Office:

Unit 622, The Summit Business Bay - Omkar Prakash Wadi,
Opp. PVR Cinema, Chakala, M. V. Road, Andheri (East),
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