

NOTICE OF EXTRAORDINARY GENERAL MEETING

Shorter Notice is hereby given to all members, auditors, and every director of the company that General Meeting GM02/2024-25 of Edgro Finance Private Limited (the “Company”) will be convened and held according to the following schedule

A. Meeting Schedule:

Type of Meeting	Extra-ordinary General Meeting
Calendar Year	2025
Meeting Number	EFPL/GM02/2024-25
Day	Wednesday
Date	March 26, 2025
Time	12:30 P.M.
Venue	No.1613 and 1614, 7th Cross, 19th Main, 1st Sector HSR Layout, Bangalore – 560102 Karnataka, India (Registered Office of the Company).
Audio Video Facility	https://meet.google.com/emy-uqtk-vwg?authuser=0

B. Matters under Consideration:

The Meeting is called to transact the following business:

SPECIAL BUSINESS:**ITEM NO. 01:****Approval for increase in Authorised share capital of the Company and subsequent alteration to capital clause V of Memorandum of Association**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules made thereunder, the consent of the members of the Company, be and is hereby accorded to increase the authorized share capital of the Company, from existing Rs. 70,00,00,000/- (Rupees Seventy Crores) divided into 7,00,00,000/- (Seven Crores Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 105,00,00,000/- (Indian Rupees One Hundred and Five Crores Only) divided into 10,50,00,000/- (Ten Crores Fifty Lakhs Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each and accordingly to alter the existing Capital Clause V of the Memorandum of Association of the company as mentioned below:

5. The Share Capital of the Company is Rs. 105,00,00,000/- (Indian Rupees One Hundred and Five Crores Only) divided into 10,50,00,000/- (Ten Crores Fifty Lakhs Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

with power to increase, modify and reduce the Capital of the Company and to divide the shares in the capital of the Company for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as may be determined under the provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.



EDGRO FINANCE PRIVATE LIMITED

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✉ finance@edgrofin.com 📍 1614, 7th Cross, 19th Main Road, 1st Sector,
HSR Layout, Bangalore, Karnataka 560102,
India

RESOLVED FURTHER THAT any Director/Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things and matters which are necessary to give effect to the above resolution.”

By Order of the Board
For Edgro Finance Private Limited

Mansi Gupta
Company Secretary (ACS-52632)

Dated: 25th March, 2025
Place: Bangalore

NOTES:

1. In view of the global outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/2020 dated 08th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021, General Circular No. 20/2021 dated 08th December 2021, General Circular No. 03/2022 dated 05th May 2022, General Circular No. 11/2022 dated 28th December 2022, General Circular No. 11/2022 dated 28th December 2022 and General Circular No. 09/2023 dated 25th September 2023 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 20/2020 dated 05th May 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 19/2021 dated 08th December 2021, General Circular No.21/2021, General Circular No. 02/2022 dated 05th May 2022 and General Circular No. 10/2022 dated 28th December 2022 and General Circular No. 09/2023 dated 25th September 2023 and General Circular No. 09/2024 dated 19th September 2024 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and passing of ordinary and special resolutions by companies under the Companies Act, 2013 read with Rules made thereunder -Extension of timeline-reg (collectively referred to as "MCA Circulars") permitted the holding of AGM through VC/OAVM, without physical presence of the members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the MCA Circulars, the Extra- Ordinary General Meeting ("EGM") of the Company is scheduled to be held on Wednesday, 26th March 2025 at 12.00 Noon (IST) at the Registered office of the company situated at 1st Floor, No: 1614, 7th Cross, 19th Main Road, 1st Sector, HSR Layout, Bengaluru-560102, Karnataka, India, as well as through VC/OAVM and the voting for items to be transacted in the Notice to this EGM through show of hands.
2. The time of the meeting is as per the Time Zone in India (GMT +5:30) Indian Standard Time.
3. The meeting allows two-way teleconferencing for the ease of participation of the members. The participants are allowed to pose questions concurrently and also given time submit questions in advance on the e-mail address of the company.
4. The facility for joining the meeting over Video Conferencing (VC) has a capacity of 50 members.
5. The facility for joining the meeting through Video Conferencing (VC) shall be open before 15 minutes from the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the schedule time.
6. The Chairman for the meeting shall be appointed in accordance with the Section 104 of the Companies Act, 2013.
7. Since Extra-Ordinary General Meeting under this framework will be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies..
8. Attendance of Members through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
9. The physical presence of members shall also be counted for the purpose of reckoning the quorum under section 103 of the Act.
10. A representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) member, in pursuance of Section 113 of the Companies Act, 2013.
11. The documents referred to in the Notice and the Explanatory Statement shall be provided to the members through e-mails/hand delivery.

12. The Extra-Ordinary General Meeting is proposed to be held at a short notice. If you consent to the holding of the Extra- Ordinary General Meeting with short notice, you are requested to inform the Company of your consent by returning the attached consent letter duly signed by you, to the Company.
13. 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 emails through their email addresses which are registered with the Company to designated email address of the Company.
14. The Chairman may decide to conduct a vote by show of hands, unless a demand for poll is made by any member in accordance with section 109 of the Act.
15. In case the counting of votes requires time, the said meeting may be adjourned and called later to declare the result.
16. Members are requested to notify any change in their address / other details immediately to the Company at its registered office.
17. Members/Proxies should fill the Attendance Slip for attending the Meeting.
18. The Register of Directors' shareholding, maintained under Companies Act, is available for inspection by the members at the Extra- Ordinary General Meeting.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

ITEM NO. 01:

At present, the authorized share capital of the Company is Rs. 70,00,00,000/- (Rupees Seventy Crores) divided into 7,00,00,000/- (Seven Crores) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

The present capital structure of the Company does not provide sufficient scope for Issue to the existing shareholders of the Company and hence the Board of Directors of the Company would like to increase the number of Equity Shares. Therefore, it is deemed appropriate to increase the Authorized Share Capital of the Company from Rs. 70,00,00,000/- (Rupees Seventy Crores Only) to Rs. 105,00,00,000/- (Indian Rupees One Hundred and Five Crores Only).

Hence, the Board seeks the approval of the members for increase of the authorized capital of the Company by passing a ordinary resolution. Further, pursuant to the increase of the authorized share capital the Capital Clause V of the Memorandum of Association of the Company would need to be altered as below:

5. The Share Capital of the Company is Rs. 105,00,00,000/- (Indian Rupees One Hundred and Five Crores Only) divided into 10,50,00,000/- (Indian Rupees Ten Crores Fifty Lakhs Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

with power to increase, modify and reduce the Capital of the Company and to divide the shares in the capital of the Company for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as may be determined under the provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

The Board of directors believe that the proposed resolution is in the best interest of the Company and hence recommends the passing of the Ordinary resolution set out in Item No. 01 in the Notice convening the meeting. The said resolution is placed before the members of the Company for their approval.

None of the Directors, key managerial personnel or their respective relatives, are concerned or interested financially or otherwise, in the resolution mentioned at item No. 1 of the Notice.

By Order of the Board
For Edgro Finance Private Limited

Mansi Gupta
Company Secretary (ACS-52632)

Date: 25th March 2025
Place: Bangalore



EDGRO FINANCE PRIVATE LIMITED

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finance@edgrofin.com 1614, 7th Cross, 19th Main Road, 1st Sector,
HSR Layout, Bangalore, Karnataka 560102,
India

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I/We hereby record my/our presence at the Extra Ordinary General Meeting (EGM) of the Company held on Wednesday, 26th March 2025 AT 12:30 P.M. (IST) at the registered office of the company situated at No. 1613 & 1614, 7th Cross, 19th Main Road, 1st Sector, HSR Layout, Bangalore, Karnataka- 560102, India.

Regd. Folio No.	
Full Name of the Shareholder in Block Letters	
No. of Share held	
Name of the representative or proxy (if any) in Block Letters	

Signature of the Shareholder/Proxy/Representative*

Note:

1. Please fill this Attendance Slip and hand it over at the Registration Counter.
2. Shareholder/Proxy Holder/Authorized Representatives are requested to show their Photo ID proof for attending the meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favor.
4. Photocopied/torn Attendance Slip will not be accepted.
5. This Attendance Slip is valid only in case shares are held as on the date of the EGM.

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]

CIN:	U65929KA2022PTC160962
Name of the company:	EdGro Finance Private Limited
Registered office:	No. 1613 & 1614, 7th Cross, 19th Main Road, 1st Sector, HSR Layout, Bangalore Karnataka- 560102, India
Name of the member(s):	
Registered address:	
Email Id:	
Folio No./Client Id:	
DP ID:	

I/We, being the member (s) of shares of the above-named company, hereby appoint.

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	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 the ~~Annual general meeting~~/Extra-Ordinary general meeting of the company, to be held on Wednesday, 26th March, 2025 at 12:30 p.m. (IST) at the Registered office of the company situated at No: 1613 and 1614, 7th Cross, 19th Main Road, 1st Sector, HSR Layout, Bengaluru-560102, Karnataka, India as well as through Video Conference and at any adjournment thereof in respect of such resolutions as are indicated in the notice:

Resolution No	Particulars
1	Approval for increase in Authorised share capital of the Company and subsequent alteration to capital clause V of Memorandum of Association

Signed this..... day of..... 20....

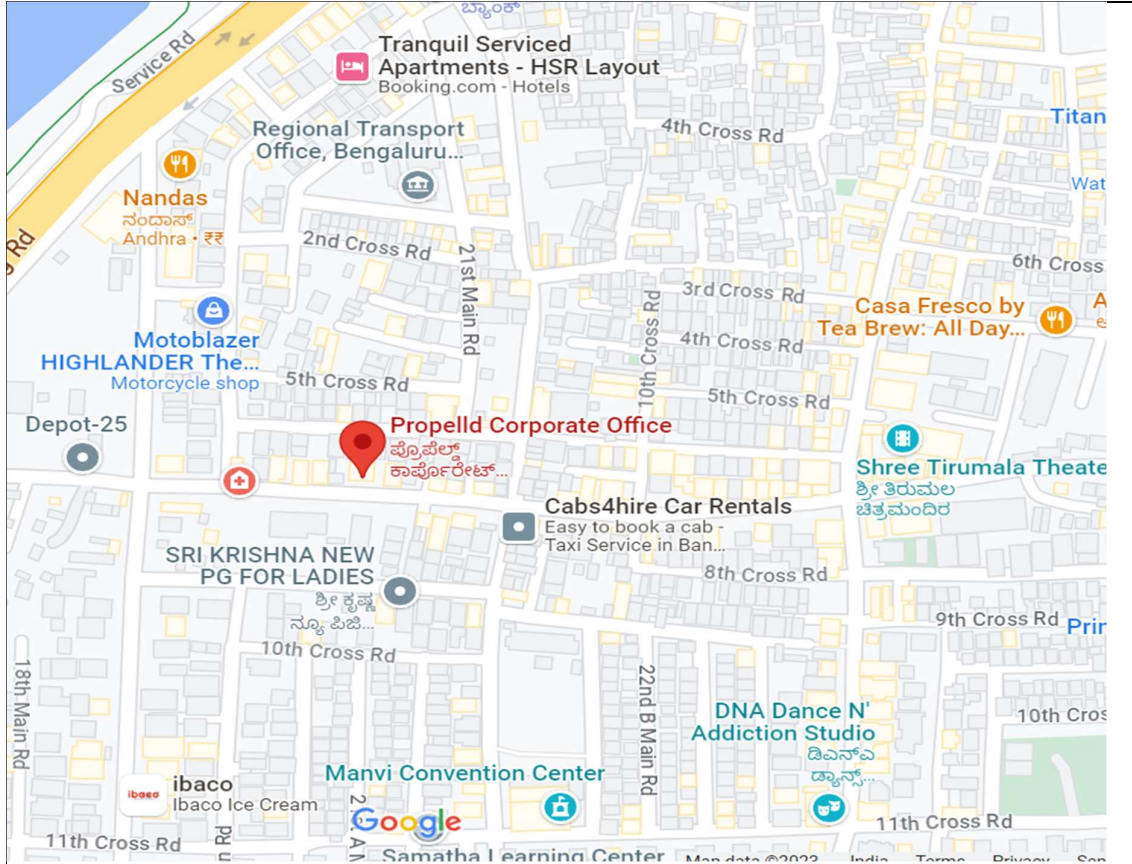
Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

Route Map of venue of Extra Ordinary General Meeting:

Registered Office: No. 1613 & 1614, 7th Cross, 19th Main Road, 1st Sector, HSR Layout, Bangalore, Karnataka- 560102, India



Prominent Landmark: Sudha Hospital