

NOTICE OF FIRST ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE FIRST ANNUAL GENERAL MEETING OF THE COMPANY, NUMBERED GM02/2023-24 WILL BE HELD ON THURSDAY, 21ST DECEMBER 2023 AT 11:00 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NO.1613 AND 1614, 7TH CROSS, 19TH MAIN, 1ST SECTOR HSR LAYOUT, BANGALORE, KARNATAKA, INDIA, 560102 AS WELL AS THROUGH VIDEO CONFERENCE TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

AGENDA ITEM NO. 01:

ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023:

To receive, consider and adopt the audited Books of Accounts, Balance Sheet as at on 31st March 2023 and the Statement of Profit & Loss and Cash Flow Statement and notes thereto as per Schedule III of Companies Act, 2013 for the year ended on 31st March 2023, together with the reports of the Board of Directors and Auditors report thereon.

AGENDA ITEM NO. 02:

APPOINTMENT OF M/S BHUSHAN KHOT & CO CHARTERED ACCOUNTANTS (FRN:116888W) AS THE STATUTORY AUDITOR OF THE COMPANY FOR A PERIOD OF 3 YEARS FROM FY 2023-24 to 2025-26:

The board recommends the appointment of M/s Bhushan Khot & Co Chartered Accountants (FRN:116888W) for a term of 03 (Three) years from the conclusion of First Annual General Meeting till the conclusion of the Fourth Annual General Meeting to be held in the calendar year 2026.

To consider and if thought fit, pass with or without modification, the following as an 'Ordinary resolution'.

“RESOLVED THAT in accordance with the provisions of section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s), amendment(s), enactment(s) thereof, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Audit and Auditors) Second Amendment Rules, 2017 as may be applicable, M/s Bhushan Khot & Co, Chartered Accountants (FRN:116888W), who have given their consent and confirmed their eligibility to be appointed as Auditors in terms of the provisions of section 141 of the Act and the relevant rules and offered themselves for appointment, be and hereby appointed as the Statutory

EdGro Finance Private Limited

CIN: U65929KA2022PTC160962

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

E-Mail ID: finance@edgrofin.com | Website: edgrofin.com

Telephone No: +91- 7669571400

Auditors of the Company to hold office for a term of three years from the conclusion of First Annual General Meeting till the conclusion of the Fourth Annual General Meeting of the Company to be held in the calendar year 2026, at such remuneration plus GST, out of pocket, travelling and living expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the said Auditors.

RESOLVED FURTHER THAT the members of the Company be and hereby authorize the Board to decide the terms and conditions of remuneration of the auditors.

RESOLVED FURTHER THAT the members of the Company be and hereby authorize the Board to do such things, acts, deeds which are expedient to the above resolution passed.”

SPECIAL BUSINESS:

AGENDA ITEM NO.03:

REGULARIZATION OF MR. PATLA GOPALKRISHNA KAMATH (DIN: 08388228) AS A DIRECTOR OF THE COMPANY:

To consider and if thought fit, pass with or without modification, the following as an ‘Ordinary resolution’.

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and pursuant to the Articles of Association of the Company, the consent of the members be and is hereby accorded to designate Mr. Patla Gopalkrishna Kamath (DIN: 08388228), as the Director of the Company with immediate effect from 21st December, 2023 on the terms and conditions (including remuneration) as decided by the Board who was appointed as an Additional Director of the Company pursuant to provisions of Section 161 of the Companies Act, 2013 on 09th May 2022 and who holds office up to the date of this Annual General Meeting.

RESOLVED FURTHER THAT, any one of the Directors/Company Secretary of the Company be and is hereby severally authorized to file necessary forms/returns with Registrar of Companies and to do all such acts, deeds and things as be required for the effect of the above resolution.”

AGENDA ITEM NO.04:

APPOINTMENT OF MR. ANIL MEHTA (DIN: 02132315) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, pass with or without modification, the following as an 'Ordinary resolution'.

"RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Mehta (DIN: 02132315) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from December 14, 2023 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2022-2023 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company with immediate effect from 21st December 2023 for a period of 5 years, not liable to retire by rotation."

RESOLVED FURTHER THAT any of the Director/Company Secretary of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution."

On behalf of Board
For Edgro Finance Private Limited



Mansi Gupta
Company Secretary

Date: 14th December 2023
Place: Bangalore

Copy To:
Directors of the Company
Shareholders of the Company
Auditors of the Company
Any other invitee

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 8th 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 and 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, General Circular No. 10/2022 dated 28th December 2022 and General Circular No. 09/2023 dated 25th September 2023 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) permitted the holding of AGM through VC/OAVM, without physical presence of the members at a common venue.
2. 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 Annual General Meeting (“AGM”) of the Company is scheduled to be held on Thursday, 21st December 2023 at 11:00 A.M. (IST) at the registered office of the company situated at No.1613 and 1614, 7th Cross, 19th Main, 1st Sector HSR Layout, Bangalore-560102, India, as well as through VC/OAVM and the voting for items to be transacted in the Notice to this AGM through show of hands.
3. The time of the meeting is as per the Time Zone in India (GMT +5:30) Indian Standard Time.
4. 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.
5. The facility for joining the meeting over Video Conferencing (VC) has a capacity of 50 members.
6. 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.
7. The Chairman for the meeting shall be appointed in accordance with the Section 104 of the Companies Act, 2013.
8. Since Annual General Meeting under this framework will be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) where physical

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- attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies.
9. 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.
 10. The physical presence of members shall also be counted for the purpose of reckoning the quorum under section 103 of the Act.
 11. 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.
 12. The documents referred to in the Notice and the Explanatory Statement shall be provided to the members through e-mails/hand delivery.
 13. The Annual General Meeting is proposed to be held at a short notice. If you consent to the holding of the Annual 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.
 14. 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.
 15. 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.
 16. In case the counting of votes requires time, the said meeting may be adjourned and called later to declare the result.
 17. Members are requested to notify any change in their address / other details immediately to the Company at its registered office.
 18. Members/Proxies should fill the Attendance Slip for attending the Meeting.
 19. The Register of Directors' shareholding, maintained under Companies Act, is available for inspection by the members at the Annual General Meeting.
 20. The Register of Contracts, maintained under Companies Act, is available for inspection by the members at the Registered Office of the company.
 21. The detailed instructions on access and participate in the meeting through VC or OAVM has been provided below.

Members are requested to address all correspondences to the Registered Office of the Company.



INSTRUCTIONS FOR VIDEO CONFERENCING (VC) OR OTHER AUDIO-VISUAL MEANS (OAVM)*:

1. Please log on to below link to join the meeting:
https://teams.microsoft.com/l/meetup-join/19%3ameeting_MGRmYzJlMDctMzdIMy00NGU3LTk2YzEtYzk2ZjQ4YjIzNjU1%40thread.v2/0?context=%7b%22Tid%22%3a%22bb4e1a45-face-4d62-9c58-3f88d63328a5%22%2c%22Oid%22%3a%2250530925-d3fb-457c-afaa-349ad881521a%22%7d

Meeting ID: 425 515 798 527
Passcode: 6jEwtM
2. Designated e-mail id of the Company is mansi@edgrofin.com
3. Helpline nos. +91 98966 72548.

**Instructions for Video Conferencing (VC) or Other Audio-Visual Means is strictly for the purpose of Annual General Meeting to be held on Thursday, 21st December 2023 at 11:00 A.M (IST). Please write to us in advance at the above-mentioned designated e-mail ID in case you wish to attend the AGM.*

**On behalf of Board
For Edgro Finance Private Limited**

**Mansi Gupta
Company Secretary**

Date: 14th December 2023

Place: Bangalore

EdGro Finance Private Limited
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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES
ACT, 2013**

As required under Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statement sets out all the material facts relating to the business mentioned under Agenda Item No. 03 and 04 of the accompanying AGM Notice.

AGENDA NO. 03:

**REGULARIZATION OF MR. PATLA GOPALKRISHNA KAMATH (DIN: 08388228) AS A
DIRECTOR OF THE COMPANY:**

Mr. Patla Gopalkrishna Kamath (DIN: 08388228) was appointed as an Additional Director of the Company with effect from 09th May 2022 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Patla Gopalkrishna Kamath (DIN: 08388228) holds office up to the date of the ensuing First Annual General Meeting. Therefore, the Board of Directors recommends the appointment of Mr. Patla Gopalkrishna Kamath (DIN: 08388228) as a Director of the Company by passing the above resolution as an Ordinary Resolution by the Members.

Relevant documents in respect of the said item are open for inspection by the Members of the Company at the Registered Office of the Company on all working days during 10.00 a.m. to 5.00 p.m. upto the date of the Meeting.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Patla Gopalkrishna Kamath (DIN: 08388228), is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

AGENDA NO.04:

**APPOINTMENT OF MR. ANIL MEHTA (DIN: 02132315) AS AN INDEPENDENT
DIRECTOR OF THE COMPANY:**

Mr. Anil Mehta (DIN: 02132315) was appointed as an Additional Director (Independent) of the Company with effect from Thursday, 14th December 2023 by the Board of Directors.

As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Anil Mehta (DIN 02132315), as an Additional Director holds the office upto the date of this Annual General Meeting.

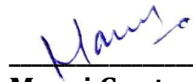
Mr. Anil Mehta has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014.

Therefore, the Board of Directors recommends the appointment of Mr. Anil Mehta (DIN: 02132315) as an Independent Director of the Company for a period of 5 years by passing the above resolution as an Ordinary Resolution by the Members.

Relevant documents in respect of the said item are open for inspection by the Members of the Company at the Registered Office of the Company on all working days during 10.00 a.m. to 5.00 p.m. upto the date of the Meeting.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Anil Mehta (DIN: 02132315), is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

For Edgro Finance Private Limited



Mansi Gupta
Company Secretary

Date: 14th December 2023

Place: Bangalore

EdGro Finance Private Limited

CIN: U65929KA2022PTC160962

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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 and 1614, 7th Cross, 19th Main, 1st Sector HSR Layout, Bangalore, Bangalore, Karnataka, India, 560102

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 First Annual general meeting/ ~~Extraordinary general meeting~~ of the company, to be held on Thursday, 21st December 2023 at 11:00 A.M. at the registered office of the company situated at No.1613 and 1614, 7th Cross, 19th Main, 1st Sector HSR Layout, Bangalore, Bangalore, Karnataka, India, 560102, 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	Adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2023
2	Appointment of M/s Bhushan Khot & Co Chartered Accountants (FRN:116888W) as the statutory auditor of the company for a period of 03 (Three) financial years.
3	Regularization of Mr. Patla Gopalkrishna Kamath (Din: 08388228) as a Director of the Company
4	Appointment of Mr. Anil Mehta (din: 02132315) as an Independent Director of the Company.

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, at least before the commencement of the Meeting.

EdGro Finance Private Limited

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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 First Annual General Meeting (AGM) of the Company held on Thursday, 21st December 2023 at 11:00 A.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	

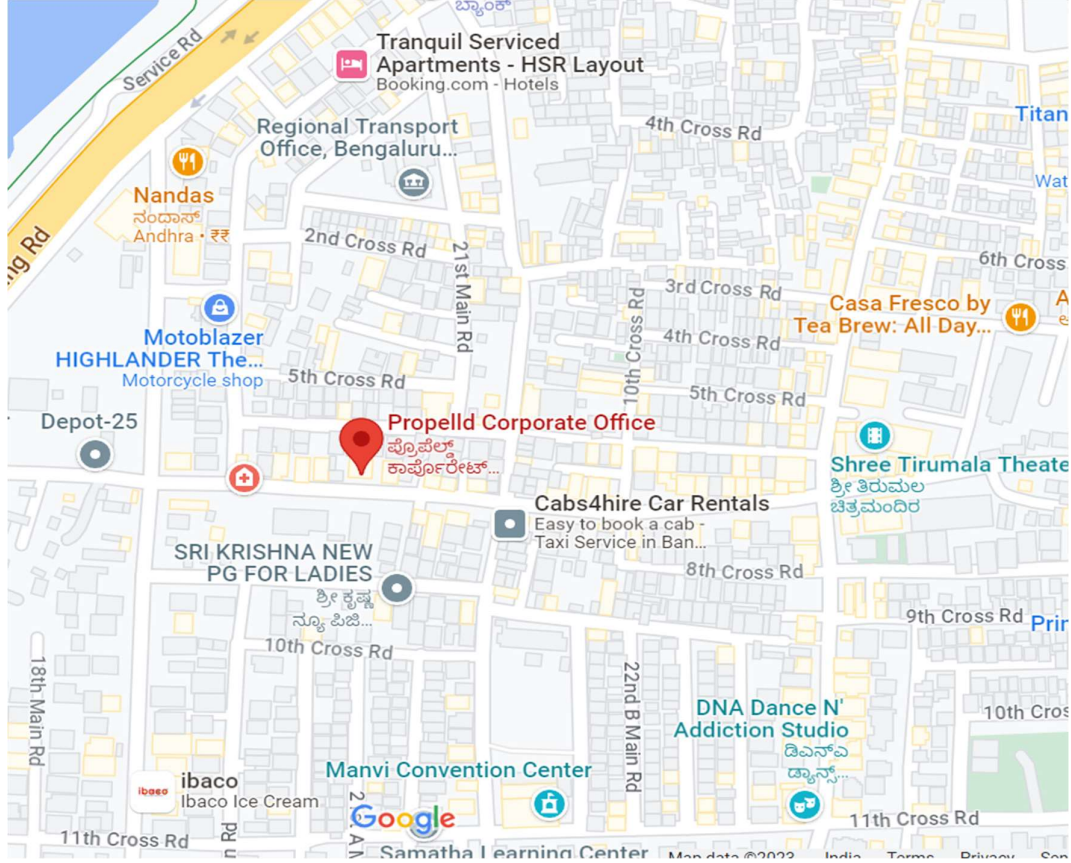
Signature of the Shareholder/Proxy/Representative*

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 favour.
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 AGM.

Route Map of venue of Annual General Meeting:

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



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