

**NUMBER: GM01/2023-24****NOTICE FOR CALLING EXTRAORDINARY GENERAL MEETING**

**SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY M/s. EDGRO FINANCE PRIVATE LIMITED WILL BE HELD ON WEDNESDAY 20<sup>TH</sup> SEPTEMBER 2023 AT 05:00 P.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, KARNATAKA, INDIA, AS WELL AS THROUGH VIDEO CONFERENCING:**

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**SPECIAL BUSINESS:****ITEM NO. 01:****APPROVAL FOR INCREASE OF AUTHORIZED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION OF CAPITAL CLAUSE 5 OF MEMORANDUM OF ASSOCIATION PURSUANT TO THE INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY:**

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 reenactment 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. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000/- (One Crores Fifty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each **TO** Rs. 65,00,00,000/- (Indian Rupees Sixty Five Crores) divided into 6,50,00,000/- (Six Crores Fifty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each and accordingly to alter the existing Capital Clause 5 of the Memorandum of Association of the company as mentioned below:

**5.** The Share Capital of the Company is Rs. 65,00,00,000/- (Indian Rupees Sixty Five Crores) divided into 6,50,00,000/- (Six Crores Fifty Lakh) 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.

**RESOLVED FURTHER THAT** any Director 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**

Sd/-

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**Bibhu Prasad Das**

Director

**DIN:** 07736508

*[Address: Flat-2702, A Wing, Estrella, Lodha New Cuffe Parade,  
Wadala East, Mumbai-400037, Maharashtra, India.]*

**Date:** 20<sup>th</sup> September 2023

**Place:** Bangalore

**NOTES:**

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('Act'), relating to the Special Business to be transacted at this Extra- Ordinary General Meeting ("Meeting" or "EGM") is annexed.
2. **A member entitled to attend and vote at the extraordinary general meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.** The instrument appointing the proxy should, however, in order to be effective, be deposited at the registered office of the company duly completed and signed, before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The time of the meeting is as per the Time Zone in India (GMT +5:30) Indian Standard Time.
4. The participants are allowed to pose questions concurrently and given the time to submit questions in advance on the [finance@propelld.com](mailto:finance@propelld.com).
5. Members seeking any information with regard to increase in authorized Capital are requested to write to the Company on or before the commencement of the Meeting, through e-mail on [finance@propelld.com](mailto:finance@propelld.com). The same will be replied by the Company suitably.
6. The Corporate Member intending to depute their authorised representative to attend the Meeting are requested to forward to the Company, certified copy of the Board Resolution/Power of Attorney together with specimen signature of the representative(s), authorising the said person to attend and vote on their behalf at the Meeting.

7. The documents referred to in the Notice shall be provided to the members through email and are open for inspection at the Meeting.
8. The Extraordinary General Meeting is proposed to be held at a short notice subject to prior written approval of the shareholders.
9. In case the counting of votes requires time, the said meeting may be adjourned and called later to declare the result.
10. The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Act, the Register of Contracts or Arrangement in which the Directors are interested as maintained under Section 189 of the Act and relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days between Monday to Friday except public holidays, between 10:00 a.m. (IST) to 05:00 p.m. (IST) up to the date of the meeting and also at the venue during the meeting.
11. Members are requested to address all correspondences, to the Registered Office of the Company.

**By Order of the Board**For **Edgro Finance Private Limited****Sd/-**

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**Bibhu Prasad Das**

Director

**DIN:** 07736508**[Address:** Flat-2702, A Wing, Estrella, Lodha New Cuffe Parade,  
Wadala East, Mumbai-400037, Maharashtra, India.]**Date:** 20<sup>th</sup> September 2023**Place:** Bangalore

## EXPLANATORY STATEMENT

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

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 01 of the accompanying Notice dated 20<sup>th</sup> September 2023.

### **ITEM NO. 01:**

#### **TO INCREASE OF AUTHORIZED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION OF CAPITAL CLAUSE 5 OF MEMORANDUM OF ASSOCIATION PURSUANT TO THE INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY:**

At present, the authorized share capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000/- (One Crores Fifty Lakh) 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 Right 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. 15,00,00,000/- (Rupees Fifteen Crores) to Rs. 65,00,00,000/- (Indian Rupees Sixty Five Crores).

Hence, the Board seeks the approval of the members for increase of the authorized capital of the Company by passing an ordinary resolution. Further, pursuant to the increase of the authorized share capital the Capital Clause 5 of the Memorandum of Association of the Company would need to be altered as below:

**5.** The Share Capital of the Company is Rs. 65,00,00,000/- (Indian Rupees Sixty Five Crores) divided into 6,50,00,000/- (Six Crores Fifty Lakh) 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**

Sd/-

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**Bibhu Prasad Das**

Director

**DIN:** 07736508

*[Address: Flat-2702, A Wing, Estrella, Lodha New Cuffe Parade,  
Wadala East, Mumbai-400037, Maharashtra, India.]*

**Date:** 20<sup>th</sup> September 2023

**Place:** Bangalore

**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:	

1.	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 20<sup>th</sup> September 2023 AT 05:00 P.M., (IST) and at any adjournment thereof in respect of such resolutions as are indicated in the notice:

Resolution No	Particulars
1	APPROVAL FOR INCREASE OF AUTHORIZED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION OF CAPITAL CLAUSE 5 OF MEMORANDUM OF ASSOCIATION PURSUANT TO THE INCREASE IN THE AUTHORIZED SHARE CAPITAL 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, before the commencement of the Meeting.**

**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 20<sup>th</sup> September 2023 AT 05:00 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	

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**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 EGM.

**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



Link: [Propelld Corporate Office - Google Maps](#)