

**EDGRO FINANCE PRIVATE LIMITED**CIN: U65929KA2022PTC160962 | E-Mail ID: finance@propelld.com |Website: www.edgrofin.com | Telephone Number: +91- 7669571400 |

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

Notice of Extra Ordinary General Meeting

Shorter Notice is hereby given to all members, auditors, and every director of the company that Extra Ordinary General Meeting of the 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 (“ Meeting ”)
Calendar Year	2025
Meeting Number	GM02/2025-26
Day	Monday
Date	29 December 2025
Time	03:30 PM Onward (IST)
Venue	Board Room, No.1613 and 1614, 7th Cross, 19th Main, 1st Sector HSR Layout, Bangalore – 560102, Karnataka, India (Registered Office of the Company)
VC Facility details	Video call link - https://meet.google.com/vmx-wina-crx

B. Matters under Consideration:

The Meeting is called to transact the following business:

Special Businesses:**Item No. 01: Appointment of Statutory Auditor to fill casual vacancy.**

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

“**Resolved That** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Board of Directors through the resolution passed on December 24, 2025, M/s Nangia & Co LLP, Chartered Accountants (Firm Registration No. 002391C/N500069), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Bhushan Khot & Co, Chartered Accountants (Firm Registration No. 116888W).

Resolved Further That M/s. Nangia & Co LLP, Chartered Accountants (Firm Registration No. 002391C/N500069),, be and are hereby appointed as the Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2026 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Board or the Whole Time Director of the Company, in consultation with them.”

Resolved Further That any one of the Directors and Company Secretary of the company be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

C. Key Terms for convening this Meeting:

Key Terms	Process to be followed
Meeting Time	The meeting time is set according to Indian Standard Time (IST) at 3:30 PM.
Chairman (<i>Section 104 of the Act</i>)	Election of Chairman: Members present elect a chairman by a show of hands. Poll on Election: If a poll is demanded, it is conducted immediately. The Chairman elected by show of hands continues until a new Chairman is elected through the poll.
Attendance Slip and Proxy Form (<i>Para 1.2.10 of the Secretarial Standard (“SS”) - 2</i>)	This notice of the meeting includes an attendance slip and a proxy form, with clear instructions for completing, stamping, signing, and submitting the proxy form.

Key Terms	Process to be followed
Corporates Representatives <i>(Section 113 of the Act and Para 3.2. of the SS - 2)</i>	A corporate entity that is a member of the company may send an authorized representative to meetings, provided the individual is authorized by the Board of Directors. This representative is considered personally present and enjoys all the rights of a member present in person.
Shorter Notice, if applicable <i>(Section 101 of the Act and Para 1.2.7 of the SS - 2)</i>	If notice and accompanying documents thereof is given with less than 21 clear days' notice, consent must be obtained from at least 95% of the members entitled to vote at the meeting, either in writing or electronically.
Voting <i>(Section 107 and 109 of the Act and Para 7.3 and 7.4 of the SS- 2)</i>	At this meeting, resolutions are usually decided by a show of hands, unless a poll is requested, or electronic voting is employed. The Chairman's declaration on the result of the show of hands, along with the corresponding entry in the meeting minutes, serves as definitive proof of whether the resolution is passed or rejected.
Registers <i>(Section 88 of the Companies Act, 2013)</i>	The Registers of Directors' Shareholding and Contracts, as maintained under the Companies Act, are available for inspection by members at the Annual General Meeting and at the company's Registered Office, respectively.
Route Map <i>(Para 1.2.4 of the SS - 2)</i>	This Notice also contain complete particulars of the venue of the Meeting including route map and prominent landmark, if any, for easy location.
VC Facility <i>(General Circular No. 03/2025 dated September 22, 2025)</i>	The Ministry of Corporate Affairs (MCA) has issued General Circular No. 03/2025 dated September 20, 2025, clarifying that companies can continue to conduct their Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) until further notice.
Explanatory Statement <i>(Section 102 of the Companies Act, 2013)</i>	Refer Annexure-1 attached herewith

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

Sd/-

Somesh Kumar

Chief Compliance Officer cum Company Secretary

Membership Number- F9981

Corporate Office - Board Room, No.1613 and 1614, 7th Cross, 19th Main, 1st Sector HSR

Layout, Bangalore – 560102, Karnataka, India Email Id – compliance@edgrofin.com

Mobile No – 8447570462

Date – December 24, 2025

Place: New Delhi

ANNEXURE -1 EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,2013

Item No. 1

M/s Bhushan Khot & Co, Chartered Accountants (Firm Registration No. 116888W), have resigned as Statutory Auditors w.e.f. December 22, 2025, citing reasons that they are unable to continue as auditors of the company due to the end of their term. This has resulted in a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company recommended through the resolution passed on December 24, 2025, the appointment of M/s Nemani Garg Agarwal & Co., Chartered Accountants (Firm Registration No. 010192N) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Nangia & Co LLP, Chartered Accountants (Firm Registration No. 002391C/N500069),. Accordingly, shareholders' approval by way of Ordinary resolution is sought. M/s Nangia & Co LLP, Chartered Accountants (Firm Registration No. 002391C/N500069),, have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 01 of the notice as ordinary resolution None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company, are concerned or interested in the said resolution.

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

Sd/-

Somesh Kumar

Chief Compliance Officer cum Company Secretary

Membership Number- F9981

Corporate Office - Board Room, No.1613 and 1614, 7th Cross, 19th Main, 1st Sector HSR

Layout, Bangalore – 560102, Karnataka, India Email Id – compliance@edgrofin.com

Mobile No – 8447570462

Date – December 24,

2025 Place: New

Delhi

ATTENDANCE SLIP

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

I/We hereby record our presence at the Extra Ordinary General Meeting (EGM) of the Company being held on Monday, December 29, 2025 at 03:30 pm (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, convened at notice.

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/Auth. 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.



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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 2nd Annual general meeting / ~~Extraordinary general meeting~~ of the company, to be held on Monday, December 29, 2025 at 03:30 pm (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 Conference and at any adjournment thereof in respect of such resolutions as are indicated in the notice:

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HSR Layout, Bangalore, Karnataka- 560102, India

Resolution No.	Particulars
1	Appointment of Statutory Auditor to fill casual vacancy.

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

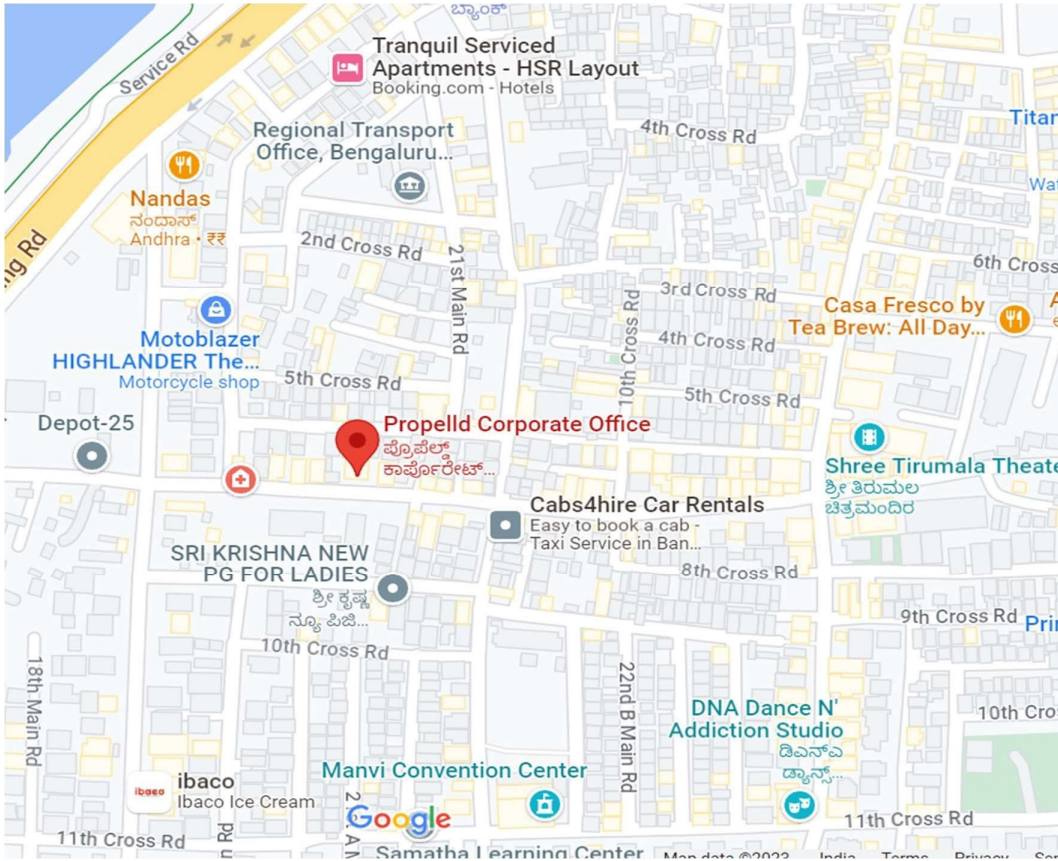
Signature of shareholder

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.

Route Map of venue of Annual General Meeting:

Address: 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



Prominent Landmark: Sudha Hospital

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