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 4th Annual General Meeting

Notice is hereby given to all members, auditors, debenture holders and every director of the company that 4th Annual 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	Annual General Meeting ("**Meeting**")
Calendar Year	2026
Meeting Number	GM01/2026-27
Day	Monday
Date	September 21, 2026
Time	11:00 A.M. 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)

B. Matters under Consideration:

The Meeting is called to transact the following business:

Ordinary Businesses:

Item No. 01:

To receive, consider, and adopt the Audited Balance Sheet of the Company as of March 31, 2026, and the Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon.

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

"**RESOLVED THAT** the Audited Balance Sheet of the Company as at March 31, 2026, along with the Statement of Profit and Loss and Cash Flow Statement for the financial year ended March 31, 2026, including the schedules and notes attached thereto, the report of the Auditors, and the report of the Board of Directors for the same period, be and are hereby approved, adopted, and taken on record.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all necessary actions, execute all documents, and do all such acts and things as may be required to give effect to the foregoing resolution".

Item No. 02:

To appoint M/s. Nangia & Co. LLP, Chartered Accountants (Firm Registration Number- 002391C/ N500069) as the Statutory Auditor of the Company.

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 Sections 139, 142 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit & Auditors) Rules, 2014 including any statutory amendment or modification and RBI circular dated July 31, 2026 regarding Guidelines for Statutory Audit for NBFC and upon the recommendation of the Board of Directors of the Company, M/s Nangia & Co. LLP, Chartered Accountants (Firm Registration Number- 002391C/ N500069), who have offered themselves for appointment and have confirmed their eligibility to be appointed as the Statutory Auditors of the Company, be and is hereby appointed as the Statutory Auditors of the Company, to hold the office for a period of two consecutive years from the conclusion of 4th Annual General Meeting till the conclusion of the 6th Annual General Meeting of the Company to be held in the year 2028, subject to the firm satisfying the eligibility norms each year, on such remuneration as may be decided by the Board of Directors in consultation with Statutory Auditors from time to time

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

C. Key Terms for convening this Meeting:

Key Terms	Process to be followed
Chaiman *(Section 104 of the Act)*	**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 *(Para 1.2.10 of the Secretarial Standard ("SS") - 2)*	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 within a period not later than forty-eight hours before a meeting of the company.
Annual Report and AGM notice	Annual Report for Financial Year 2025-26 along with the Notice of the 4th Annual General Meeting ("AGM Notice") is being sent to the members in electronic form, to the e-mail address registered by them with the Company/Depositories. The AGM Notice and Annual report for the shall also be placed on the website of the Company i.e.
Corporates Representatives *(Section 113 of the Act and Para 3.2. of the SS - 2)*	A corporate entity that is a member of the company may send an authorized representative to meetings, provided the individual is authorized by the corporate's Board of Directors. This representative is considered personally present and enjoys all the rights of a member present in person.
Shorter Notice, if applicable *(Section 101 of the Act and Para 1.2.7 of the SS - 2)*	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 *(Section 107 and 109 of the Act and Para 7.3 and 7.4 of*	At this meeting, resolutions are usually decided by a show of hands, unless a poll is requested. 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

the SS- 2)	resolution is passed or rejected.
Registers *(Section 88 and 94 of the Companies Act, 2013)*	The Registers of Directors & KMP, Members, Contracts, etc. as maintained under the Companies Act, are available for inspection at the company's Registered office during business hours ie; 10:00 AM to 06:00 PM on working days except Saturday and Sunday.
Explanatory Statement	The Explanatory Statement pursuant to Section 102 of the Act setting out material facts relating to the special businesses to be transacted at the AGM is annexed hereto.
Route Map *(Para 1.2.4 of the SS - 2)*	This Notice also contain complete particulars of the venue of the Meeting including route map and prominent landmark, if any, for easy location.

On behalf of the Board
For Edgro Finance Private Limited

Sd/-

Anup Kumar Gupta
Company Secretary
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

Date – August 28, 2026
Place: Bangalore

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE "ACT")

The following Explanatory Statement, pursuant to Section 102 of the Act, sets out all material facts relating to the business mentioned in the accompanying AGM Notice dated August 28, 2026:

The Members of the Company are informed that the Company had appointed M/s. Nangia & Co LLP, Chartered Accountants (Firm Registration No. 002391C/N500069) as the Statutory Auditor of the Company to fill the casual vacancy in the Board of Directors meeting held on December 24, 2025 for the period of 1 (one) year till the conclusion of this Annual General Meeting.

Pursuant to Reserve Bank of India Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), Urban Cooperative Banks (UCBs), and Non-Banking Financial Companies (NBFCs), including Housing Finance Companies (HFCs) (RBI guidelines), the Company shall appoint Statutory Auditors for a continuous period of 3 (Three) years, subject to fulfilment of the prescribed eligibility criteria on a continuous basis. Accordingly, having completed one year of their tenure, M/s. Nangia & Co LLP are eligible for appointment as Statutory Auditors of the Company for the remaining period of two consecutive years.

Considering the audit firm's industry experience, expertise, competency, independence and satisfactory performance, the Board of Directors, at its meeting held on August 24, 2026, approved and recommended to the Members the appointment of M/s. Nangia & Co. LLP, Chartered Accountants (Firm Registration No. 002391C/N500069), as the Statutory Auditors of the Company for a period of two consecutive years, commencing from the conclusion of the 4th AGM to be held in the year 2026 until the conclusion of the 6th AGM to be held in the year 2028, subject to their continued fulfilment of the applicable eligibility criteria prescribed under the Companies Act, 2013 and the RBI guidelines for each year of their tenure.

Nangia & Co. LLP, Chartered Accountants, have furnished their written consent to act as the Statutory Auditors of the Company and have confirmed that their appointment, if approved, would be within the limits prescribed under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they satisfy the criteria relating to independence, eligibility and qualifications for appointment as Statutory Auditors under Sections 139 and 141 of the Companies Act, 2013, and the applicable RBI Guidelines. The audit firm has also furnished the requisite eligibility certificate in accordance with the provisions of the Companies Act, 2013 and the RBI Guidelines. Nangia & Co. LLP, Chartered Accountants is also a Statutory Auditor of the holding company.

The Audit fees/remuneration payable to the Statutory Auditors shall be determined by the Audit Committee and/or the Board of Directors of the Company, in consultation with the Statutory Auditors, from time to time.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in this resolution as set out at Item no. 2 of this AGM Notice

The Board recommends the ordinary resolution for appointment of M/s Nangia & Co. LLP, Chartered Accountants as Statutory Auditor of the Company as set out at Item No. 2 of this AGM Notice, for the approval of the Members.

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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 our presence at the 4th Annual General Meeting (AGM) of the Company being held on Monday, September 21, 2026 at 11:00 A.M. (IST) at the 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.

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 4th Annual General Meeting of the company, to be held on Monday, September 21, 2026, at 11.00 AM (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:

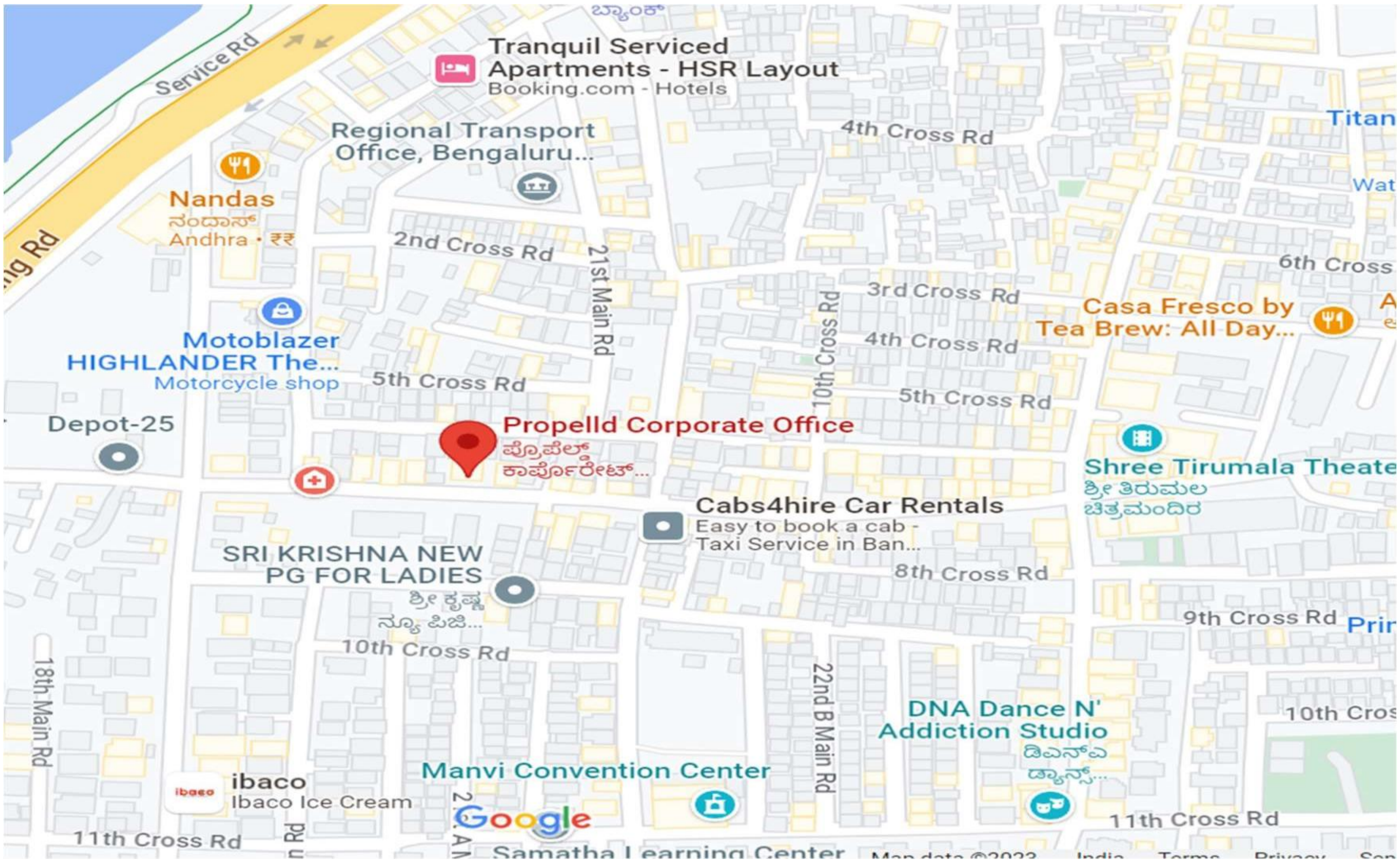
Resolution No.	Particulars
1	To adopt the audited Balance Sheet of the Company as of March 31, 2026, and the Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon
2	Approval of appointment of M/s. Nangia & Co. LLP as Statutory Auditors 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.

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]