

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting (“EGM”) of the shareholders (“Members”) of Fincfriends Private Limited (“Company”) will be held on Monday, 5th January 2026 at 03:00 PM at the registered office of the Company situated at 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram, Haryana – 122002, to transact the following special business:

1. To amend the existing External Commercial Borrowing (ECB) agreements to permit conversion into Equity:

To consider and if thought fit to pass, with or without modification, the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with the rules made thereunder, FEMA, 1999 and the RBI Master Direction on ECBs, and subject to the applicable FDI policy, sectoral caps and pricing/valuation guidelines, the consent of the Shareholders of the Company be and is hereby accorded to amend the existing External Commercial Borrowing agreement(s) with **APV Management Pte Ltd and Silvercase Pacific Pte Ltd, respectively**, to incorporate a clause enabling conversion of the outstanding principal amount of ECB into fully paid-up equity shares of the Company, on such terms and conditions as may be mutually agreed with the lender and subject to the approval of Reserve Bank of India as may be required.

RESOLVED FURTHER THAT Mr. Dmitry Kislyakov, Director, Mr. Artem Andreev, Chief Executive Officer of the Company and Asset Liability Management Committee of the Company be and are hereby severally authorised to negotiate, finalised and approve the conversion mechanics, including determination of issue price in accordance with applicable pricing/valuation guidelines and obtaining a valuation report from a Registered Valuer/SEBI-registered Merchant Banker (as applicable).

RESOLVED FURTHER THAT Mr. Artem Andreev, Chief Executive Officer, Mr. Vishal Bhatia, Chief Financial Officer and Mr. Ranjan Kumar, Head of Finance and Accounts of the Company be and are hereby severally authorized to negotiate, finalize, sign and execute the amendment(s) to the ECB agreement(s), issue all letters, certificates and undertakings, make necessary filings and reports with the AD Bank/RBI (including reporting of conversion), MCA (as applicable), and do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.

2. To increase in Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association of the Company:

To consider and if thought fit to pass, with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Sections 61, 13 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, consent of the Shareholders of the Company be and is hereby accorded to increase the equity portion of Authorised Share Capital of the Company from existing ₹10,10,00,000/- (Rupees Ten Crores and ten lacs only) divided into 1,01,00,000 (One Crore One Lakh) equity shares of face

value ₹10/- (Rupees Ten) each to ₹20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) equity shares of face value ₹10/- (Rupees Ten) each.

RESOLVED FURTHER THAT consequent upon the increase in Authorised Share Capital, Clause 5 (Capital Clause) of the Memorandum of Association of the Company be altered to read as follows:

5. The authorized share capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into:

- **2,00,00,000 (Two Crores) equity shares of face value ₹10/- each; and**
- **50,00,000 (Fifty Lakhs) compulsorily convertible preference shares of face value ₹10/- each.**

RESOLVED FURTHER THAT Mr. Dmitry Kislyakov, Director and Mrs. Priyanka Joshi, Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies within the prescribed time, make necessary entries in statutory registers, and do all acts, deeds and things to give effect to this resolution.

3. To amend the Object Clause of Memorandum of Association of the Company.

To consider and if thought fit to pass, with or without modification, the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to Section 13 and other applicable provisions of the Companies Act, 2013, consent of the Shareholders of the Company, be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company by amending sub clause 3(a)(ii) of Main Objects (**The Objects to be pursued by the company on its incorporation are**)

ii. To act as an alternative financial services provider, provider of other financial services including but not limited to, as insurance intermediary, investment advisories, and provide loans and financing options to end customers, companies, limited liability partnerships, partnership firms, cooperatives, trusts, societies, MSMEs, proprietorship firms, other body corporates and individual consumers.

RESOLVED FURTHER THAT Mr. Dmitry Kislyakov, Director and Mrs. Priyanka Joshi, Company Secretary of the Company be and is hereby severally authorized to file necessary forms with the Registrar of Companies within the prescribed time, make necessary entries in statutory registers, and do all acts, deeds and things to give effect to this resolution.

Date: 11th December 2025

Place: Gurugram

By order of the Board of Directors

For Fincfriends Private Limited

Sd/-

Priyanka Joshi

Company Secretary

ICSI Membership No: A36608

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY(IES) NEED NOT BE A MEMBER.**
2. The instrument appointing the proxy(ies) in order to be effective should be completed and deposited with the Company not less than 48 (Forty-Eight) hours before the commencement of the meeting. The instrument of proxy if received in default of above shall be treated as invalid. Proxies shall not have any right to speak at the meeting.
3. Companies / Bodies Corporate Members are requested to send a certified copy of the board resolution authorizing their representatives to attend and vote at the Meeting pursuant to provisions of Section 113 of the Act.
4. All documents referred to in the notice and explanatory statement are open for inspection by the members at the registered office of the Company on all working days during business hours up to the date of the EGM or any adjournment thereof and will also be available for inspection at the meeting.
5. The Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 setting out all Material Facts and The Reasons for The Proposed Special Business is Appended Herein.
6. A route map along with prominent landmark for easy location to reach the venue of the Extra Ordinary General Meeting is annexed to this notice.

Annexure to Notice:**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:****Item 1: To amend the existing External Commercial Borrowing (ECB) agreements to permit conversion into Equity:**

The members of the Company are hereby informed that the company is proposing to amend the existing External Commercial Borrowing (ECB) loan agreements, executed with APV Management Pte Ltd and Silvercase Pacific Pte Ltd. ("Lenders"), respectively, to incorporate a clause enabling conversion of the outstanding principal amount of ECB into equity shares of the Company, subject to applicable laws, sectoral caps/FDI policy, pricing and valuation norms, and regulatory approvals.

The Board of Directors hereby propose the shareholder to approve the amendment to the ECB agreement to include an equity-conversion clause and delegate the power to approve the terms for conversion (including pricing/valuation basis, timelines and conditions precedent); and to authorize designated officers to negotiate, finalize and execute the amendment(s) with the lender(s) and carry out all necessary filings/reporting with the AD Bank/RBI and MCA.

Interest of Directors and Key Managerial Personnel:

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives is, in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

Recommendation of the Board:

The Board of Directors recommends the resolution set out in the accompanying notice as Item no. 1 for the approval of the Members as a **Special resolution**.

Item 2: To increase in Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association of the Company:

The members of the Company are hereby informed that the existing Authorised Share Capital of the Company is **₹15,10,00,000/- (Rupees Fifteen Crores and Ten Lakhs Only)** divided into:

- **1,01,00,000 (One Crore One Lakh) equity shares** of face value ₹10/- each; and
- **50,00,000 (Fifty Lakhs) compulsorily convertible preference shares** of face value ₹10/- each.

The Company has issued **99,00,693 (Ninety-Nine Lakhs Six Hundred Ninety-Three) equity shares** of face value ₹10/- each.

The Company proposed to increase the existing Authorised Share Capital of the Company to facilitate any future equity infusion in the Company. Hence, it is proposed to **increase the equity portion of the Authorised Share Capital** of the Company from **₹10,10,00,000/- (Rupees Ten Crores and ten lacs only)**

divided into 1,01,00,000 (One Crore One Lakh) **equity shares** of face value ₹10/- (Rupees Ten) each to ₹20,00,00,000 (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) **equity shares** of face value ₹10/- (Rupees Ten) each and to alter the Capital Clause of the Memorandum of Association accordingly.

Interest of Directors and Key Managerial Personnel:

None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives is, in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

Recommendation of the Board:

The Board of Directors recommends the resolution set out in the accompanying notice as Item no. 2 for the approval of the Members as an **Ordinary resolution**.

Item 3: To amend the Object Clause of Memorandum of Association of the Company:

The members of the Company are hereby informed that the existing main objects of the Company include operating as a non-deposit taking NBFC and providing loans and financing options to end customers and individual consumers. In view of the Company's strategic plan to expand its lending portfolio, it is proposed to include the activity of providing loans and credit facilities to corporate entities, firms, and organizations under the main objects of the Company. This requires an amendment to the Object Clause of the Memorandum of Association.

Interest of Directors and Key Managerial Personnel:

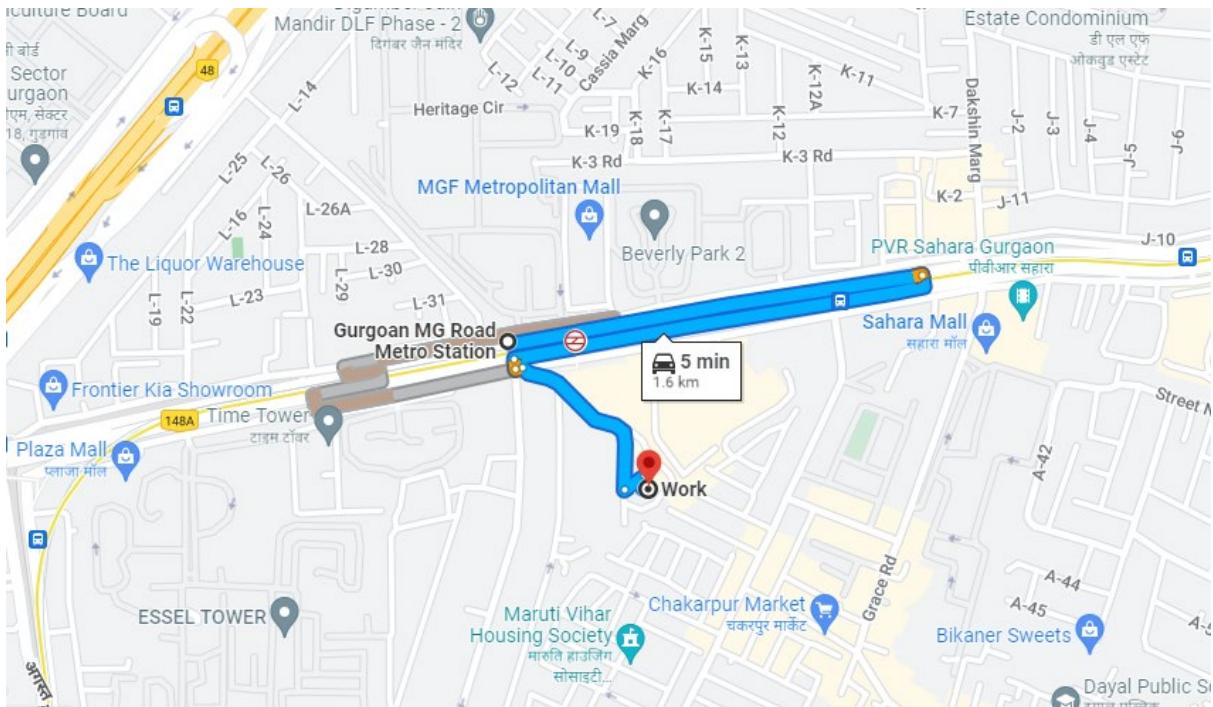
None of the Directors or Key Managerial Personnel (KMPs) of the Company or their relatives is, in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

Recommendation of the Board:

The Board of Directors recommends the resolution set out in the accompanying notice as Item no. 3 for the approval of the Members as a **Special resolution**.

Date: 11th December 2025**Place: Gurugram****By order of the Board of Directors****For Fincfriends Private Limited**

Sd/-**Priyanka Joshi****Company Secretary****ICSI Membership No: A36608**

Route Map to the venue of EGM of the Company


Form No. MGT-11
Proxy form

FINCFRIENDS PRIVATE LIMITED
CIN: U65929HR2017FTC135958

Registered Office: 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram, Haryana – 122002

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Clint Id:

DP ID:

We, _____, being the member of **FINCFRIENDS PRIVATE LIMITED**, holding _____ - _____ shares, hereby appoint

Name:

Address:

E-mail Id:

Signature:

as our proxy to attend and vote (on a poll) for us and on our behalf at the Extra Ordinary General Meeting of members of the Company, to be held on Monday, 5th January 2026 at 03:00 P.M IST at 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram - 122002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. **To amend the Existing External Commercial Borrowing (ECB) agreements to permit conversion into Equity.**
2. **To increase in Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association of the Company**
3. **To amend the Object Clause of Memorandum of Association of the Company.**

Signed this ____ day of _____ 2026

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

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

ATTENDANCE SLIP**FINCFRIENDS PRIVATE LIMITED****CIN: U65929HR2017FTC135958**

Registered Office: 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram, Haryana – 122002

Extra Ordinary General Meeting on Monday, 5th January 2026 at 03:00 P.M IST at 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram – 122002

Regd. Folio No.	
DP ID	
Client ID/Ben. A/C	
No. of shares held	

I certify that I am authorised representative for the _____, registered Shareholder of the Company and hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, 5th January 2026 at 03:00 P.M IST at 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram – 122002

Member's/Proxy's/Authorised representative's

Signature

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall.