

**NOTICE TO EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that an **Extra-Ordinary General Meeting (“EGM”)** of the Shareholders of **FINCFRIENDS PRIVATE LIMITED (“Company”)** will be held on Tuesday 11<sup>th</sup> day of March 2025, at 7<sup>th</sup> Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram Haryana – 122002 at 11:00 AM, to transact the following Special Business.

**Shifting the Registered Office of the Company from the State of Karnataka to the State of Haryana: -**

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

**“RESOLVED THAT** pursuant to the provisions of Section 12 and 13 and any other applicable provisions of the Companies Act, 2013 read with the rules made there under, along with any amendments made there in from time to time and subject to the approval of the Hon’ble Regional Director, South East Region, Hyderabad, Telangana, the Registered Office of the Company be shifted from the State of Karnataka to the State of Haryana.

**RESOLVED FURTHER THAT** in pursuance of Section 13 of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014, along with the amendments made therein from time to time, an application be filed before the Hon’ble Regional Director, South East Region, Hyderabad, Telangana for approval of alteration in the Situation Clause in the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 12(5) and 13 of the Companies Act, 2013 and the rules made there under, along with the amendments made therein from time to time and subject to the approval of the Hon’ble Regional Director, South East Region, Hyderabad, Telangana, the Situation Clause of the Memorandum of Association of the Company, that is Clause II be substituted with the following: -

**“ II. The registered Office of the Company is situated in the State of Haryana.**

**RESOLVED FURTHER THAT** Mr. Dmitry Kislyakov and Mr. Sergey Yadchenko, Directors of the Company and Mr. Priyanka Joshi, Company Secretary of the Company be and are hereby authorized, jointly and/or severally, to sign and file necessary application, petition, affidavits, publications, notices and such other documents as may be required, before the Hon’ble Regional Director, South East Region, Hyderabad, Telangana, Registrar of Companies of Karnataka, Chief Secretary to the Govt. of Karnataka, Reserve Bank of India (“RBI”) and any other regulatory body by which the Company is governed and to reply to all such letters/queries/correspondences received from or objections, if any, in this matter, raised by the Regional Director/Registrar of Companies/Chief Secretary/RBI and/or other authorities or person(s), and to sign and file necessary e-forms with the Registrar of Companies, Regional Director, etc., and to do all such acts, deeds and things, as may be deemed fit in this regard.”

**Date: 05-03-2025**

**By order of the Board of Directors  
For FINCFRIENDS PRIVATE LIMITED**

**Place: Gurugram**

Priyanka Joshi  
Company Secretary  
M. 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 corporate 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 a 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 (1) OF THE COMPANIES ACT 2013**

As required by sub section 1 of Section 102 of the Companies Act, 2013, the following explanatory statement set out all the material facts relating to the above Notice to Extra-ordinary General Meeting.

**Shifting the Registered Office of the Company from the State of Karnataka to State of Haryana**

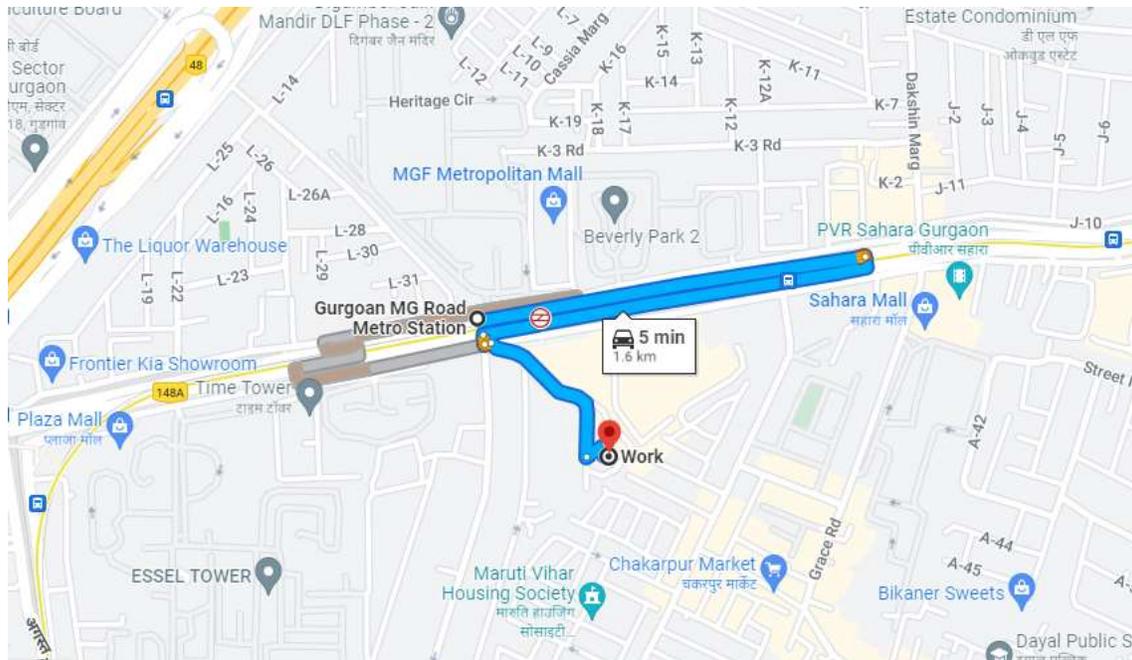
With the view of ease of handling the day-to-day operations of the business it is proposed to shift the registered office of the Company from the State of Karnataka to the State of Haryana. This also requires that a petition be filed before the office of Hon'ble Regional Director, Ministry of Corporate Affairs, Southeast Region, Hyderabad, Telangana for the approval of such change in the Situation Clause of the Memorandum of Association of the Company.

The Directors recommend the Resolution set out in the Notice for the approval of the Members as a Special Resolution.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

**Date: 05-03-2025****By order of the Board of Directors  
For FINCFRIENDS PRIVATE LIMITED****Place: Gurugram**

Priyanka Joshi  
Company Secretary  
M. No. A36608

**Route Map to the venue of EGM of the Company**

**Form No. MGT-11**  
**Proxy form**

**FINCFRIENDS PRIVATE LIMITED**

**CIN: U65929KA2017FTC102604**

**Registered office: No. 1/2, Lalitha Nilaya, 4th Cross, RMV II Stage, Bhoopsandra, Bengaluru Bangalore - 560094**

**Corporate 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 Tuesday, the at 11<sup>th</sup> March, 2025 at 11.00 A.M IST at 7<sup>th</sup> 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. Shifting the Registered Office of the Company from the State of Karnataka to the State of Haryana:

Signed this \_\_\_ day of \_\_\_\_\_ 2025

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 Registered Office of the Company, before the commencement of the Meeting.**

**ATTENDANCE SLIP****FINCFRIENDS PRIVATE LIMITED****CIN: U65929KA2017FTC102604****Registered office: No. 1/2, Lalitha Nilaya, 4th Cross, RMV II Stage, Bhoopsandra, Bengaluru Bangalore - 560094****Corporate Office: 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram, Haryana – 122002****Extra Ordinary General Meeting, Tuesday, the at 11<sup>th</sup> March,2025 at 11.00 A.M IST**

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

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 Tuesday, the at 11<sup>th</sup> March,2025 at 11.00 A.M IST at 7<sup>th</sup> 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.**