

NOTICE

Notice is hereby given that the Thirtieth (30th) Annual General Meeting of the members of Speel Finance Company Private Limited will be held on Monday, September 29, 2025 at 04:00 PM (IST) at the Registered Office of the Company situated at 2 & 3, Zal Complex, 1st Floor, Presidency Road, Sadar, Nagpur, Maharashtra, India, 440001 to transact the following businesses :-

ORDINARY BUSINESS:

ITEM NO. 1: TO CONSIDER AND ADOPT THE AUDITED ANNUAL FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2025 ALONG WITH THE REPORT OF BOARD OF DIRECTORS AND AUDITOR'S REPORT THEREON

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

"RESOLVED THAT the Standalone Audited Financial Statements of the Company comprising the Balance Sheet and Profit and Loss Account and Cash Flow Statement for the Financial Year ended on March 31 2025, along with the notes to accounts, together with Auditor's Report thereon and the Directors' Report thereto as on March 31, 2025 be and are hereby received, considered and adopted by the Members of the Company

RESOLVED FURTHER THAT Mr. Aarav Singh Bhatia (DIN: 08618308) and Mr. Navdeesh Ahuja (DIN: 08618309), Directors of the Company and be and are hereby severally authorized to file all the applicable forms required to be filed with the Registrar of Companies, and to do all such acts, deeds and things as may be deemed necessary, proper, or desirable for the purpose of giving effect to this resolution."

ITEM NO. 2: TO CONSIDER AND APPROVE THE APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY AND FIX THEIR REMUNERATION

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, 141 and other applicable provisions, if any, of the Companies Act, 2013 read with rules thereunder, (as maybe amended from time to time including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force), the RBI Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)(Ref.No.DoS.CO.ARG/ SEC.01/08.91.001/2021-22) dated April 27, 2021, approval of the members be and is hereby accorded for the appointment of M/s B Chhawchharia & Co., Chartered Accountants, (Firm Registration No. 305123E) as Statutory Auditors of the Company, for a period of 3 years from the conclusion of the Thirtieth Annual General Meeting of the Company, viz for the Financial Year ("FY") 2025-26 till FY 2027-2028, on such terms including but not limited to remuneration, reimbursement of expenses (if any) as approved and determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution including finalization the terms of engagement for the said appointment.”

SPECIAL BUSINESS

ITEM NO. 3: TO CONSIDER AND APPROVE THE INCREASE IN THE AUTHORIZED SHARE CAPITAL AND AMENDMENT OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION 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 provisions of Section 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under and Article of Association of the Company, subject to such other approvals, sanctions, permissions as may be required from appropriate statutory and regulatory authorities, the consent of members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing INR 7,00,00,000/- (Indian Rupees Seven Crores) to INR 9,00,00,000/- (Indian Rupees Nine Crores) divided into 90,00,000 Equity Shares of INR 10/- each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and the rules framed there under, the consent of members of the Company be and is hereby accorded for altering the existing Clause V of the Memorandum of Association of the Company and substituting with the following clause:

“V. The authorised share capital of the Company is INR 9,00,00,000/- (Indian Rupees Nine Crores only) divided into 90,00,000 Equity Shares of INR 10/- (Indian Rupees Ten) each.”

RESOLVED FURTHER THAT any director of the Company be and is hereby severally authorized to take all steps and actions including filing of e-form with the Registrar of Companies/ Ministry of Corporate Affairs and file, sign, verify and execute all such e-forms, papers or documents as may be required and to do all such acts, deeds, matters, and things, as may be necessary and incidental for giving effect to this resolution.”

ITEM NO. 4: TO CONSIDER AND APPROVE THE ADOPTION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, 2013, consent of the members of the Company

be and is hereby accorded to replacing the existing set of Memorandum of Association by deleting the Clause III (C) – “Other Objects of the Company and be included in ‘B’ and accordingly Memorandum of Association will no longer carry Other Objects.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A), III (B) and Clause IV of the Memorandum of Association of the Company, be named and read as under:

- Clause III (A) - The objects to be pursued by the Company on its incorporation are:
- Clause III (B) - Matters which are necessary for furtherance of the objects specified in Clause III (A) are:
- Clause IV - The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT the words “Companies Act, 1956” be substituted with the words “Companies Act, 2013” whenever appears in the existing Memorandum of Association of the Company.”

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite e-forms with Registrar of Companies or submission of documents with any other authority, and to issue a certified true copy of this resolution, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

By Order of the Board of Directors

Speel Finance Company Private Limited

Speel Finance Co. (P) Ltd.



Director

Aarav Singh Bhatia

Director

DIN: 08618308

Date: 05-09-2025

Place: Nagpur



Notes:

1. A statement pursuant to Section 102 of the Companies Act, 2013, relating to the Business to be transacted at the Meeting is annexed hereto.
2. In terms of Section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Form MGT 11 is annexed to this notice.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a letter authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies should fill out the attendance slip for attending the meeting and bring their attendance slips to the Meeting.
5. The instrument appointing the proxy (Form MGT 11) duly filled, in order to be effective, must be deposited at the Registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
6. Every member entitled to vote at a meeting of the Company, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention so to inspect is given to the Company. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts and arrangements in which Directors are interested maintained under Section 189 and all other relevant documents referred in this Notice shall be open for inspection by the Members at the registered office of the Company during the business hours on all working days from the date of sending of this AGM Notice up to the date of AGM.
7. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the AGM is enclosed.
8. The Financial Statement for the Financial Year 2024-25 and Board Report thereon along with Notice of Annual General Meeting, attendance slip, and proxy form shall be sent by (Email) to all the Members of the Company, who have registered their email id with the Company. For any communication, shareholders may send a request to the Company's email id company@speelfinance.com.
9. Shareholders are requested to confirm their presence to the AGM and send any queries on connecting to the AGM or any other issue relating to meeting on company@speelfinance.com.
10. All other documents referred in the accompanying Notice are also open for inspection at the Registered Office of the Company on all working days except Saturday and Sundays (including Public Holidays) between 11.00 A.M and 1.00 P.M up to the date of Annual General Meeting.
11. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers or any other details on company@speelfinance.com. If a Member does not provide an updated e-mail address, the Company shall not be in default for

non-receipt of such Notice by the Member.

The following Statement sets out all material facts relating to the Ordinary/ Special Business mentioned in the Notice:

ITEM NO 2:

Pursuant to Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read with rules thereunder, (as maybe amended from time to time including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force), the Company had appointed M/s JS Uberoi & Co Chartered Accountants, (FRN 111107W), as Statutory Auditors of the Company who had tendered their resignation vide letter dated December 24, 2024 due to their pre-occupation.

Based on the approval of the Board of Directors at their meeting held on December 24, 2024 and approval of the members in Extra Ordinary General Meeting held on January 03, 2025, it is proposed to appoint M/s B Chhawchharia & Co., Chartered Accountants, (Firm Registration No. 305123E), as the Statutory Auditors of the Company, to hold office for three years from the conclusion of the Thirtieth Annual General Meeting, viz for the Financial Year ("FY") 2025-26 till FY 2027-2028.

M/s B Chhawchharia & Co., Chartered Accountants, (Firm Registration No. 305123E), have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and as per RBI Guidelines.

Accordingly, the consent of the members is sought in connection with the appointment of Statutory Auditors and they are requested to authorize the Board to finalise the terms of engagement for such appointment as stipulated above.

The Board recommends the Ordinary Resolution set forth in Item No. 2 of the Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM No. 3:

The Current Authorized Capital of the Company is INR 7,00,00,000 (Indian Rupees Seven Crores only) consisting of 70,00,000 (Seventy Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten only). The Company proposes to increase its authorized Share Capital to INR 9,00,00,000 (Rupees Nine Crores only) to facilitate any fund raising in future via further issue of equity shares of the company.

The revised capital structure of the company shall comprise of 90,00,000 (Ninety Lakhs) equity shares of Rs. 10 each.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 61 and 64 of the Companies Act, 2013, approval of the members of the Company shall be obtained by way of passing an Ordinary Resolution to that effect.

The Board recommends the Ordinary Resolution set forth in Item No. 3 of the Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM No. 4:

The existing Memorandum of Association ("MOA") of the Company was originally adopted at the time of incorporation and is based on the provisions of the Companies Act, 1956. Pursuant to the enactment of the Companies Act, 2013 and subsequent amendments thereto, it is considered necessary to align the MOA with the new provisions of the Companies Act, 2013.

Further, the existing MOA contains references to regulations and structures that are no longer applicable or relevant under the current legal framework. In view of the same, and to ensure consistency, clarity, and compliance with the current law, it is proposed to adopt a new set of MOA in substitution of the existing one with respect to the following:

- Clause III (A) - The objects to be pursued by the Company on its incorporation are:
- Clause III (B) - Matters which are necessary for furtherance of the objects specified in Clause III (A) are:
- Clause IV - The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

The Board of Directors at its meeting held on September 05, 2025, approved the proposal to alter and adopt a new set of the Memorandum of Association, subject to the approval of the members by way of a Special Resolution.

The Board recommends the passing of the Special Resolution set out in the accompanying Notice for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested, financially or otherwise, in the proposed resolution.

By *Speel Finance Co. (P) Ltd.*
Order of the Board of Directors
Speel Finance Company Private Limited


Aarav Singh Bhatia
Director


Aarav Singh Bhatia
Director
DIN: 08618308

Date: 05-09-2025
Place: Nagpur

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	U65920MH1995PTC090558
Name of the company	Speel Finance Company Private Limited
Registered office	2 & 3, Zal Complex, 1st Floor, Presidency Road, Sadar, Nagpur, Maharashtra, India, 440001

Name of the member(s)	
Registered address	
Email Id	
Folio No.	

I/We, being the member (s) of shares of the above-named Company, hereby appoint

1.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	, or failing him

2.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	, or failing him

3.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, September 29, 2025 at 04:00 PM (IST) at the Registered Office of the Company situated at 2 & 3, Zal Complex, 1st Floor, Presidency Road, Sadar, Nagpur, Maharashtra, India, 440001 and at any adjournment thereof in respect of such resolutions as are indicated below:



SPEEL FINANCE COMPANY PVT.LTD.
CIN: U65920MH1995PTC090558
Website: www.speelfinance.com
Email: speelfinancenagpur@gmail.com
Reg. Office: 2,3 Zal Complex, Sadar, Nagpur - 440001

SR. No.	Ordinary/ Special Business	For*	Against*
1.	To consider and adopt the Audited Annual Financial Statements of the Company for the Financial Year ended on March 31, 2025 along with the report of Board of Directors and Auditor's report thereon		
2.	To consider and approve the appointment of Statutory Auditor of the Company and fix their remuneration		
3.	To consider and approve the increase in the Authorized Share Capital and amendment of clause V of the Memorandum of Association of the Company		
4.	To consider and approve the adoption of Memorandum of Association of the Company in accordance with the Companies Act, 2013		

Signed this _____ day of _____ 2025

Signature of Member _____

Signature of proxy holder _____

Affix Re.1/-
Revenue
Stamp

Note:

1. The proxy form should be signed by the member across the stamp.
2. A member intending to appoint a proxy should complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the meeting.
3. *It is optional to put "X" in the appropriate column against the resolution indicated in the box

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Regd. Folio. No/DP.Id/ Client id	
Name of shareholder:	
Address of shareholder:	
No. of Shares held:	
Proxy Name:	
Address of proxy:	

I/We hereby record my/our presence at the Annual General Meeting of the Company being held on Monday, September 29, 2025 at 04:00 PM (IST), at the registered office of the Company situated at 2 & 3, Zal Complex, 1st Floor, Presidency Road, Sadar, Nagpur, Maharashtra, India, 440001.

Please (✓) in the box

Member

Proxy

Signature of member/Proxy

NOTES:

- (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting Hall.
- (2) In the case of joint holders, the votes of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Registers of Members.

ROUTE MAP FOR VENUE OF ANNUAL GENERAL MEETING