

NOTICE

Shorter Notice is hereby given that the Second (02nd) Extra Ordinary General Meeting of the members of Speel Finance Company Private Limited for the Financial Year 2025-26 will be held on Tuesday, October 14, 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 :-

SPECIAL BUSINESS

ITEM NO. 1: TO CONSIDER AND APPROVE THE CONVERSION OF INTER-CORPORATE DEPOSIT(S) INTO EQUITY SHARES UNDER SECTION 62(3) OF 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 Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of the Loan Facility Agreement (“**Loan Agreement**”) dated October 13, 2025 entered into between the Company and Pocketly Infotech Private Limited (“**Pocketly**”), consent of the members be and is hereby accorded to convert, at the option of the lender, the outstanding Inter – Corporate Deposit(s) (“**ICDs**”) (including any including any accrued interest, if any), up to an aggregate amount of **INR 75,00,00,000 (Indian Rupees Seventy-Five Crores Only)** or such other amount as may be agreed, into fully paid-up equity shares of the Company, in one or more tranches, on such terms and conditions as may be mutually agreed, and at such price as may be determined in accordance with applicable law, including the valuation report of a Registered Valuer obtained or at a price as may be decided by the Board/ Committee at the time of conversion.

RESOLVED FURTHER THAT the equity shares to be issued and allotted upon such conversion shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to negotiate, finalise and execute such agreement(s), documents, deeds and writings as may be necessary, settle any question, difficulty or doubt that may arise in this regard, make necessary filings with the Registrar of Companies and other authorities as may be required, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Speel Finance Company Private Limited



Aarav Singh Bhatia

Director

DIN: 08618308

Date: 13-10-2025

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 Extra Ordinary 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 EGM Notice up to the date of EGM.
7. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.
8. Notice of Extra Ordinary 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 EGM and send any queries on connecting to the EGM 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 Extra Ordinary General Meeting.



SPEEL FINANCE COMPANY PVT.LTD.

CIN: U65920MH1995PTC090558

Website: www.speelfinance.com

Email: company@speelfinance.com

Reg.Office: 2,3 Zal Complex, Sadar, Nagpur – 440001

- 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 Special Business mentioned in the Notice:

ITEM NO 1:

The Board of Directors, at its meeting held on October 13, 2025, approved availing an inter-corporate deposit (“**ICD**”) facility from Pocketly Infotech Private Limited (“**Pocketly**”). The ICD facility is proposed to have an aggregate limit of INR 75,00,00,000 (Indian Rupees Seventy-Five Crores Only).

In order to provide financial flexibility, it is proposed that the ICDs (including accrued interest, if any), up to an aggregate amount of INR 75,00,00,000, may be converted into fully paid-up equity shares of the Company, at the option of the lender, Pocketly, in accordance with the provisions of Section 62(3) of the Companies Act, 2013 at a mutually agreed time.

Further, the conversion price will be determined at the time of conversion in compliance with applicable provisions of the Act and the rules made thereunder, including on the basis of a valuation report obtained from a Registered Valuer, or as otherwise decided by the Board/Committee.

As per Section 62(3) of the Companies Act, 2013, such conversion of loan/ICD into equity requires approval of the shareholders of the Company by way of a special resolution.

The Board recommends the passing of this resolution as a Special Resolution.

Interested Directors: Mr. Aarav Singh Bhatia and Mr. Navdeesh Ahuja shall be deemed to be interested in this resolution. Other than them, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors

Speel Finance Company Private Limited



Aarav Singh Bhatia
Director
DIN: 08618308

Date: 13-10-2025

Place: Nagpur



SPEEL FINANCE COMPANY PVT.LTD.

CIN: U65920MH1995PTC090558

Website: www.speelfinance.com

Email: company@speelfinance.com

Reg.Office: 2,3 Zal Complex, Sadar, Nagpur – 440001

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, Ist 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 Extra Ordinary General Meeting of the Company, to be held on Tuesday, October 14, 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:

SR.	Special Businesses	For*	Against*
------------	---------------------------	-------------	-----------------



SPEEL FINANCE COMPANY PVT.LTD.

CIN: U65920MH1995PTC090558

Website: www.speelfinance.com

Email: company@speelfinance.com

Reg.Office: 2,3 Zal Complex, Sadar, Nagpur – 440001

No.			
1.	To consider and approve the conversion of Inter-Corporate Deposit(s) into equity shares under Section 62(3) of 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 Extra Ordinary General Meeting of the Company being held on Tuesday, October 14, 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 EXTRA ORDINARY GENERAL MEETING



SPEEL FINANCE COMPANY PVT.LTD.

CIN: U65920MH1995PTC090558

Website: www.speelfinance.com

Email: company@speelfinance.com

Reg.Office: 2,3 Zal Complex, Sadar, Nagpur – 440001

