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

NOTICE

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 2026-27 will be held on Friday, June 19, 2026 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 amendment of the Terms of the Inter-Corporate Deposit 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 thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded to amend the terms of the Loan Facility Agreement dated October 13, 2025 entered into between the Company and Pocketly Infotech Private Limited ("**Lender**") in accordance with the Amended and Restated Loan Facility Agreement ("**Amended Agreement" or "Agreement**"), including enhancement of the aggregate Inter-Corporate Deposit ("**ICD**") facility from INR 75,00,00,000 (Rupees Seventy-Five Crores Only) to INR 250,00,00,000 (Rupees Two Hundred and Fifty Crores Only) in one or more tranches, revision of the applicable interest rate and such other terms as may be mutually agreed between the Company and the Lender.

RESOLVED FURTHER THAT the option granted to the Lender under the Loan Facility Agreement to convert the outstanding ICD, including the principal amount together with accrued interest, if any, into fully paid-up equity shares of the Company shall continue to remain valid in accordance with the amended terms of the Loan Facility Agreement.

RESOLVED FURTHER THAT upon exercise of the conversion option by the Lender in accordance with the Amended and Restated Loan Facility Agreement ("**Amended Agreement" or "Agreement**"), the Board of Directors and/or Finance Committee of the Board of Directors of the Company thereof be and is hereby authorised to allot and issue such number of fully paid-up equity shares as may be required towards conversion of the outstanding ICD (including accrued interest, if any), at such price as may be determined in accordance with the applicable provisions of the Companies Act, 2013 and the valuation report obtained from a Registered Valuer at the time of conversion or at such other price as may be determined by the Board/ Finance Committee in accordance with applicable law at a mutually agreed time or as otherwise permitted under applicable law.

RESOLVED FURTHER THAT the equity shares so allotted pursuant to conversion shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Committee thereof be and is hereby authorised to negotiate, finalise, execute and deliver the amendment agreement, deeds, writings and all other documents, make necessary filings with the Registrar of Companies and other statutory authorities, and do all such acts, deeds, matters and things as may be necessary or expedient for giving effect to this resolution."

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By Order of the Board of Directors

Speel Finance Company Private Limited

Speel Finance Company Pvt. Ltd.

Aarav Singh Bhatia
Director
DIN: 08618308

Date: 28-05-2026
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. The 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.

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.

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

ITEM NO 1:

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

The Company had entered into a Loan Facility Agreement dated October 13, 2025 with Pocketly Infotech Private Limited for availing an Inter-Corporate Deposit ("**ICD**") facility of up to INR 75,00,00,000 (Rupees Seventy-Five Crores Only). The members of the Company had, by way of a Special Resolution passed pursuant to Section 62(3) of the Companies Act, 2013, approved the terms of the said facility, including the option available to the lender to convert the outstanding ICD (including accrued interest, if any) into fully paid-up equity shares of the Company.

In order to meet the Company's increased funding requirement, the Company proposes to amend the terms of the existing Loan Facility Agreement with the lender. The principal amendments include enhancement of the aggregate ICD facility from INR 75,00,00,000 (Rupees Seventy-Five Crores Only) to INR 250,00,00,000 (Rupees Two Hundred and Fifty Crores Only) in one or more tranches, revision of the applicable interest rate and certain other terms, while continuing the lender's right to convert the outstanding ICD (including accrued interest, if any) into fully paid-up equity shares of the Company.

The Board of Directors is of the opinion that the proposed amendment to the terms of the Loan Facility Agreement is in the best interests of the Company and recommends the Special Resolution for approval by the members by way of a Special Resolution under Section 62(3) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding, directorship or interest in the Company, if any.

By Order of the Board of Directors

Speel Finance Company Private Limited

Speel Finance Company Pvt. Ltd.

Aarav Singh Bhatia
Director
DIN: 08618308

Date: 28-05-2026
Place: Nagpur

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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 Friday, June 19, 2026 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. No.	**Special Businesses**	**For***	**Against***
1.	To consider and approve the amendment of the Terms of the Convertible Inter-Corporate Deposit under Section 62(3) of the Companies Act, 2013		

Signed this ___________________ day of _________ 2026

Signature of Member____

Affix Re.1/- Revenue Stamp

Signature of proxy holder ____________________________________

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*

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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 Friday, June 19, 2026 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.

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ROUTE MAP FOR VENUE OF EXTRA ORDINARY GENERAL MEETING