Notice of the Eighth Annual General Meeting (AGM)

Notice is hereby given that the 8th Annual General Meeting (AGM) of the Members of **APAC FINANCIAL SERVICES PRIVATE LIMITED** ("the Company") will be held on Wednesday, August 06, 2025, at 11.00 a.m. through Video Conference ('VC') or other audio-visual means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1:

TO RECEIVE, CONSIDER, APPROVE AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:

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

"**RESOLVED THAT** the audited standalone financial statements for the financial year ended March 31, 2025 and the notes and annexures thereto and the report of the Board of Directors and Auditors thereon as placed before the members be and is hereby considered and adopted.

RESOLVED FURTHER THAT, any of the Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be deemed necessary to give full effect to the aforesaid resolution."

SPECIAL BUSINESS:

ITEM NO: 2

TO CONSIDER AND APPROVE ADOPTION OF RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to replace and substitute the existing Articles of Association of the Company with the amended and restated Articles of Association.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors and Company Secretary of the Company be and are hereby severally authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard and to sign and execute all deeds, application documents and writing that may be required, on behalf of the Company and generally to do all acts, deeds along with filing of necessary e-form including Form MGT-14 and things that may be necessary, proper, expedient or incidental, without being required to seek any further consent or approval of the shareholders of the Company or otherwise to the end and intent that the shareholders of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board
For APAC Financial Services Private Limited

Sd/-
Akhil Parikh
Company Secretary
Membership No. ACS - 41197

Place: Mumbai
Date: May 09, 2025

Registered Office Address:
Office No. 501, 5th Floor,
South Annexe Tower 2,
One World Center,
Senapati Bapat Marg,
Lower Parel, Mumbai -400013

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 09/2023 dated September 25, 2023 read with General Circular No 17/2020 dated April 13, 2020, General Circular No 2020/21 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022, General Circular No 11/2022 dated December 28, 2022 and General Circular No. 9/2023 dated 25th September, 2023 and General Circular No 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") permitted the holding of the AGM without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), MCA Circulars, the AGM of the Company is being held through VC/OAVM. Hence, Members must attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. In case if the Member is a body corporate/Institution, then they are requested to send scanned copy (PDF/ JPG format) of its board or governing body resolution/ authorization, authorizing its representative(s) to attend the AGM through VC/OAVM on its behalf.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at akhil.parikh@apacfin.com

7. Explanatory Statement pursuant to Section 102(1) of the Act setting out material facts in respect of Item No ,2is annexed hereto.

8. AGM has been convened through VC/OAVM in compliance with the applicable provisions of the Act read with MCA Circulars.

9. The register of directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and register of contracts or arrangements in which directors are interested maintained u/s 189 of the Companies Act, 2013 and all other relevant documents referred to in this notice and the explanatory statement will be available for inspection by the members at the registered office of the Company during normal business hours on all working days (except Saturday(s) and Sunday(s) and public holiday(s)) up to the date of the AGM and during the continuance of AGM.

10. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The scheduled venue of the meeting as set forth in the notice convening the meeting, shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. An Invitation to join the AGM will be sent to the Members on their registered email IDs.

2. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING, they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.

3. In case of Android/iPhone connection, Participants will be required to download and install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.

4. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.

5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

6. The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO. 2

TO CONSIDER AND APPROVE ADOPTION OF RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

The members may note that the Company intends to incorporate (i) the clauses of Restated Shareholders Agreement executed on November 13, 2024 (ii) Terms and condition of Partly Paid Up Equity Shares and Optionally Convertible Non-Cumulative Non-Participatory Redeemable Preference Shares issued in Financial Year 2024 -25 by way of private placement on preferential basis and (iii) clauses related to transfer of equity shares by Plenty Private Equity Fund I Limited and Multiples Private Equity Fund II LLP to Multiples Private Equity Gift Fund Limited.

The board of directors of the Company at its meeting on held May 09, 2025, subject to approval of the members of the Company, approved and adopted restated Articles of Association.

A copy of the existing Articles of Association as well as amended and restated Articles of Association of the Company is available for inspection at the registered office of the Company during working hours on any working day.

Except to the extent of shareholding and directorship, the members of the Board, their relatives and Key Managerial Personnel(s) are not in any way interested (financial or otherwise) in the above resolution as set out in the notice.

The Board hereby recommends the resolution, as set forth in Item No. 2 of this Notice, for approval by the Members by way of a "Special Resolution".

By Order of the Board
For APAC Financial Services Private Limited

Sd/-
Akhil Parikh
Company Secretary
Membership No. ACS - 41197

Place: Mumbai
Date: May 09, 2025

Registered Office Address:
Office No. 501, 5th Floor,
South Annexe Tower 2,
One World Center,
Senapati Bapat Marg,
Lower Parel, Mumbai -400013