



CIN:U65999UP2017PTC089516

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 03/FY 2025-26- Extra Ordinary General Meeting of the members of **ARYADHAN FINANCIAL SOLUTIONS PRIVATE LIMITED** ("Company") to be held at shorter Notice on Monday, March 23, 2026 at 12:15 P.M. through video conferencing ("VC") / other audio-visual means ("OAVM") to transact the following business:

SPECIAL BUSINESS

1. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. CHRISTIAN BANNO (DIN: 02713755) AS A NOMINEE DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and/or rules formulated thereunder (including any amendments thereto or re-enactment thereof) and in accordance with the provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mr. Christian Banno (DIN: 02713755) nominated by AI-X B.V (an Investor of the Holding Company), as a Nominee Director on the Board of the Company with immediate effect, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making necessary entries in the statutory registers of the Company."

2. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. VARUN MALHOTRA (DIN: 09023071) AS A NOMINEE DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and/or rules formulated thereunder (including any amendments thereto or re-enactment thereof) and in accordance with the provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mr. Varun Malhotra (DIN: 09023071) nominated by Accion Quona Inclusion Fund L.P and Quona Blue Earth Special Opportunity LLC (an Investor of the Holding Company), as a Nominee Director on the Board of the Company with immediate effect, who shall not be liable to retire by rotation.



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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making necessary entries in the statutory registers of the Company.”

**By the Order of the Board of Directors
Aryadhan Financial Solutions Private Limited**

**Raj Nandini Jain
Company Secretary
M.No 56152**

**Date: March 19, 2026
Place: Noida**



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

ITEM NO. 01: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. CHRISTIAN BANNO (DIN: 02713755) AS A NOMINEE DIRECTOR.

The Board of Directors of the Company proposes to appoint Mr. Christian Banno (DIN: 02713755) as a Nominee Director, nominated by AI-X B.V (an investor of the Holding Company), in accordance with the provisions of the Companies Act, 2013.

Mr. Christian Banno has conveyed his consent to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has also received the necessary disclosures from him, including consent to act as Director and disclosure of interest.

In terms of Sections 149, 152 and 161 of the Companies Act, 2013 read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and/or rules formulated thereunder (including any amendments thereto or re-enactment thereof), the appointment of a Director requires approval of the members. Accordingly, the approval of the members is sought for the appointment of Mr. Christian Banno as a Nominee Director on the Board of the Company with immediate effect, who shall not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 1 for approval of the members of the Company.

ITEM NO. 02: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. VARUN MALHOTRA (DIN 09023071) AS A NOMINEE DIRECTOR.

The Board of Directors of the Company proposes to appoint Mr. Varun Malhotra (DIN: 09023071) as a Nominee Director, nominated by Accion Quona Inclusion Fund L.P and Quona Blue Earth Special Opportunity LLC. (an investor of the Holding Company), in accordance with the provisions of the Companies Act, 2013.

Mr. Varun Malhotra has conveyed his consent to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has also received the necessary disclosures from him, including consent to act as Director and disclosure of interest.

In terms of Sections 149, 152 and 161 of the Companies Act, 2013 read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and/or rules formulated thereunder (including any



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amendments thereto or re-enactment thereof), the appointment of a Director requires approval of the members. Accordingly, the approval of the members is sought for the appointment of Mr. Varun Malhotra as a Nominee Director on the Board of the Company with immediate effect, who shall not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 2 for approval of the members of the Company.

NOTES

1. The time of the meeting is as per the Time Zone in India (GMT +5:30) Indian Standard Time.
2. Pursuant to the General Circular No. 10/2021 read with General Circular No. 14/2020 and General Circular No. 17 /2020 (collectively "MCA Circulars") issued by Ministry of Corporate Affairs ("MCA") on June 23, 2021, April 08, 2020 and April 13, 2020 respectively allowing companies to conduct the general meetings through video conferencing ("VC") or other audio-visual means ("OAVM"), read with 'Clarification/Guidance on applicability of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2)' the Meeting will be conducted through electronic mode (Video Conference facility) and the facility to attend the Meeting is made available. It would be ensured that the guidelines laid down in the said General Circulars as well under applicable provisions and Rules made under the Companies Act 2013 will be adhered while dispatch of the notice to all the stakeholders and conducting this meeting through Video Conferencing
3. However, for the purpose of Section 101 of the Companies Act, 2013, rules made thereunder and the applicable provisions of the Secretarial Standard on General Meeting, the Registered Office of the Company shall be deemed to be the venue of the EGM.
4. In compliance with the aforesaid MCA Circulars, notice of the extra-ordinary general meeting along with the explanatory statement is being sent only through electronic mode to those members whose email addresses are registered with the Company.
5. The meeting allows two-way teleconferencing for the ease of participation of the members. The participants are allowed to pose questions concurrently and also given time to submit questions in advance on the e-mail address of the Company.
6. The facility for joining the meeting through VC shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the schedule time.
7. The Chairman for the meeting shall be appointed in accordance with the Section 104 of the Companies Act, 2013.
8. Pursuant to the provisions of the Companies Act 2013, a Member entitled to attend and vote at the EGM 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 EGM is being held pursuant to the MCA Circulars on EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. Attendance of members attending the meeting through VC or OVAM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.



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10. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
11. The Chairman may decide to conduct a vote by show of hands so all are requested to keep their videos on to count the votes for passing the resolution, unless a demand for poll is made by any member in accordance with section 109 of the Act.
12. The members are requested to confirm their presence to the EGM and send any queries on connecting to the VC/OAVM or any other issue relating to meeting on secretarial@aryadhan.in