

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF LAKSHMITHRA FINANCE PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE ON 25TH APRIL 2026, SATURDAY AT 11.30 AM INDIAN STANDARD TIME (IST) AT THE REGISTERED OFFICE OF THE COMPANY AT NO.3/260, MOOVENDAR STREET, M.A NAGAR, REDHILLS, TIRUVALLUR, PONNERI, TAMIL NADU, INDIA, 600052 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS.

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SPECIAL BUSINESS:

1. TO APPROVE THE SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Section 12(5) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to shift the Registered Office of the Company from **No.3/260, Moovendar Street, M.A Nagar, Redhills, Tiruvallur, Ponneri, Tamil Nadu – 600052** to **2A-2nd Floor, The Wings, New# 06, Old # 25, 1st Avenue, Shastri Nagar, Adyar, Chennai – 600 020.**

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all necessary steps to give effect to the change of registered office including but not limited to making necessary entries in the statutory registers of the Company, updating the letterheads, seals, and other documents of the Company and attending to all other incidental and consequential matters arising therefrom.

Registered office

LAKSHMITHRA FINANCE PRIVATE LIMITED

3/260, Moovendar Street, M. A. Nagar, Redhills, Chennai - 600 052

M: +91 99410 05863 | E: contactus@lakshmithra.com

CIN: U64990TN2024PTC169702

RESOLVED FURTHER THAT Mrs. Krithika Doraiswamy, Director of the Company [DIN: 10604262] be and is hereby authorised to file the necessary documents and forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

2. TO APPROVE THE ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the following clause as Article 62(iii) after the existing Article 62(ii):

"(iii) Subject to the provisions of Section 161 of the Companies Act, 2013, the Board shall have the power, at any time and from time to time, to appoint any person as a Nominee Director:

(a) who is nominated by an investor pursuant to a shareholders' agreement or any other agreement entered into between such investor and the Company; or

(b) who is nominated by a financial institution, pursuant to an agreement entered into with the Company, only upon the occurrence and continuation of an event of default as specified in such agreement.

The fees and expenses of any such Nominee Director shall be borne solely by the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution, including making necessary entries in the Articles of Association and filing the requisite forms with the Registrar of Companies.

RESOLVED FURTHER THAT Mrs. Krithika Doraiswamy, Director of the Company [DIN: 10604262] be and is hereby authorised to file the necessary documents and forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

For and on behalf of the Board of Directors of
LAKSHMITHRA FINANCE PRIVATE LIMITED

Krithika Doraiswamy
Director
DIN: 10604262

Place: Chennai

Date: 20th April 2026

Notes:

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
2. **A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the company.**
3. **Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting.**
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

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5. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers in the attendance slip for attending the Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during 9 A.M to 6 P.M.
8. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the company on all working days of the company between 11:00 A.M. and 1:00 P.M. upto the date of the Extraordinary General Meeting and at the venue of the Meeting for the duration of the Meeting.
9. As per the requirement of Secretarial Standards – 2 notified under Companies Act, 2013, Route Map to the venue of this EGM is annexed to this Notice. Landmark: Rela MS Hospital.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Agenda No.1

The Registered Office of the Company is presently situated at No.3/260, Moovendar Street, M.A Nagar, Redhills, Tiruvallur, Ponneri, Tamil Nadu – 600052. With a view to improving operational efficiency and to facilitate better administrative functioning of the Company, the Board of Directors considered and approved, subject to the approval of the members, the proposal to shift the Registered Office of the Company to 2A-2nd Floor, The Wings, New# 06, Old # 25, 1st Avenue, Shastri Nagar, Adyar, Chennai – 600 020. The proposed new address falls outside the local limits of the present city but within the State of Tamil Nadu and within the jurisdiction of the same Registrar of Companies, Chennai.

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Statutory Requirement:

In terms of Section 12(5) of the Companies Act, 2013, the shifting of the Registered Office of a company outside the local limits of the city, town or village where it is presently situated requires the approval of the members of the Company by way of a Special Resolution. Accordingly, the approval of the members is being sought for the proposed shifting of the Registered Office. Upon passing of the Special Resolution, the Company shall file relevant forms and documents with the Registrar of Companies along with the requisite proof of the new Registered Office address, within the prescribed time. Upon the shifting of the Registered Office, all statutory records, registers, and correspondence of the Company shall be maintained at the new Registered Office address. The Company shall take necessary steps to update its letterheads, seals, and other official documents to reflect the new address.

All documents referred to in the Agenda No.1 are open for inspection at the Registered Office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the company on all working days of the company between 11:00 A.M. and 1:00 P.M. upto the date of the Extraordinary General Meeting and at the venue of the Meeting for the duration of the Meeting.

Concern or Interest of Directors and Key Managerial Personnel:

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

Recommendation:

The Board of Directors commends the passing of the Special Resolution as set out in Item No. 1 of the Notice, in the interest of the Company.

Agenda No.2

The Company is presently in discussions with various lender(s) for availing credit facilities to meet its business requirements. As part of the terms of such credit arrangement, the lender(s) have sought the right to appoint a Nominee Director on the Board of Directors of the Company upon the occurrence and continuation of an event of default, as detailed in the respective sanction facility letter and as agreed to by the Company.

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Upon a review of the existing Articles of Association of the Company, it has been noted that the Articles of Association do not contain any enabling provision for the appointment of a Nominee Director, whether by a lender upon occurrence and continuation an event of default or by an investor pursuant to a shareholders' agreement or any other agreement entered into with the Company. In order to enable such appointment and to align the Articles of Association with the operational and commercial requirements of the Company, it is proposed to amend the Articles of Association by inserting an enabling clause as Article 62(iii) after the existing Article 62(ii).

It may be noted that the Company has existing investors, namely Lok Capital IV LLC and Lok Capital Co-Investment Trust (collectively, the "Investors"), who hold certain rights under the Articles of Association of the Company. Since the appointment of a Nominee Director constitutes a Reserved Matter under Schedule III of the Articles of Association, the prior written consent of the Investors will be duly obtained for the proposed amendment, in terms of the said Schedule III.

Statutory Requirement:

In terms of Section 14 of the Companies Act, 2013, any alteration of the Articles of Association of a company requires the approval of the members by way of a Special Resolution. Accordingly, the approval of the members is being sought for the proposed alteration. Upon passing of the Special Resolution, the Company shall file relevant forms and documents with the Registrar of Companies within the prescribed time, along with a certified copy of the Special Resolution and the altered Articles of Association.

All documents referred to in the Agenda No.2 are open for inspection at the Registered Office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the company on all working days of the company between 11:00 A.M. and 1:00 P.M. upto the date of the Extraordinary General Meeting and at the venue of the Meeting for the duration of the Meeting.

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Proposed Amendment:

The following clause is proposed to be inserted as Article 62(iii) after the existing Article 62(ii) of the Articles of Association of the Company:

"(iii) Subject to the provisions of Section 161 of the Companies Act, 2013, the Board shall have the power, at any time and from time to time, to appoint any person as a Nominee Director:

(a) who is nominated by an investor pursuant to a shareholders' agreement or any other agreement entered into between such investor and the Company; or

(b) who is nominated by a financial institution, pursuant to an agreement entered into with the Company, only upon the occurrence and continuation of an event of default as specified in such agreement.

The fees and expenses of any such Nominee Director shall be borne solely by the Company."

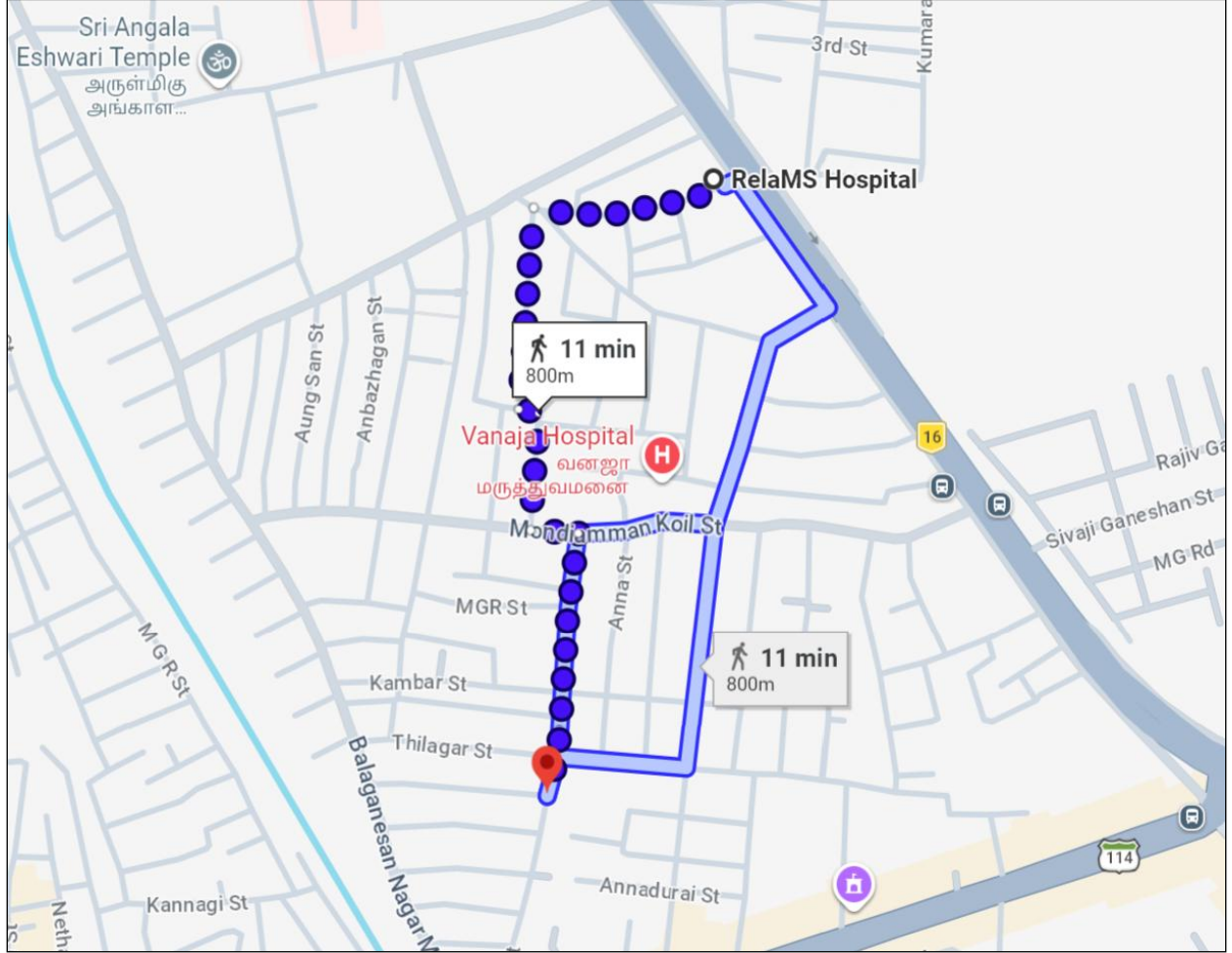
Concern or Interest of Directors and Key Managerial Personnel:

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

Recommendation:

The Board of Directors commends the passing of the Special Resolution as set out in Item No. 2 of the Notice, in the interest of the Company.

ROUTE MAP FOR THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON 25TH APRIL 2026, SATURDAY AT 11.30 AM AT NO.3/260, MOOVENDAR STREET, M.A NAGAR, REDHILLS, TIRUVALLUR, PONNERI, TAMIL NADU, INDIA, 600052.



PROMINENT LANDMARK – NEAR RELA MS HOSPITAL

Registered office

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**CONSENT FOR HOLDING THE EXTRAORDINARY GENERAL MEETING AT A
SHORTER NOTICE**

Dear Sir/Madam,

We wish to inform you that an Extraordinary General Meeting of the members of Lakshmithra Finance Private Limited is proposed to be held on **Saturday, 25th April 2026 at 11:30 AM** at the Registered Office of the Company, to transact the following special business:

1. To consider and pass a Special Resolution for shifting the Registered Office of the Company from **No.3/260, Moovendar Street, M.A Nagar, Redhills, Tiruvallur, Ponneri, Tamil Nadu – 600052** to **2A-2nd Floor, The Wings, New# 06, Old # 25, 1st Avenue, Shastri Nagar, Adyar, Chennai – 600 020**, pursuant to Section 12(5) of the Companies Act, 2013.
2. To consider and pass a Special Resolution to alter the Articles of Association of the Company by inserting the following Article after Article 62(ii):

(iii) Subject to the provisions of Section 161 of the Companies Act, 2013, the Board shall have the power, at any time and from time to time, to appoint any person as a Nominee Director:-

(a) who is nominated by an investor pursuant to a shareholders' agreement or any other agreement entered into between such investor and the Company or

(b) who is nominated by a financial institution, pursuant to an agreement entered into with the Company, only upon the occurrence and continuation of an event of default as specified in such agreement;

The fees and expenses of any such Nominee Director shall be borne solely by the Company."

In view of the urgency of the matter, the Company proposes to hold the said Extraordinary General Meeting at a shorter notice than the 21 clear days prescribed under Section 101(1) of the Companies Act, 2013. In terms of the proviso to Section 101(1) of the Companies Act, 2013, an Extraordinary General Meeting may be held at a shorter notice if consent is accorded by members holding majority in number of members entitled to vote and who represent not less than **95% of such part of the paid-up share capital of the Company as gives a right to vote** at the said meeting.

In light of the above, we kindly request you to accord your consent to the holding of the said Extraordinary General Meeting at a shorter notice. Your acknowledgement of receipt of this notice shall be construed as your consent to the holding of the Extraordinary General Meeting at a shorter notice, in terms of the proviso to Section 101(1) of the Companies Act, 2013.

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FORM 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: U64990TN2024PTC169702

Name of the Company: Lakshmithra Finance Private Limited

Registered office: No.3/260, Moovendar Street, M.A Nagar, Redhills, Tiruvallur, Ponneri, Tamil Nadu, India, 600052.

Name of the member(s)	
Registered Address:	
Email Id	
Folio No/Client Id	
DP ID	

I/We, being the Member (s) holding shares of Lakshmithra Finance Private Limited (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

Registered office

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CIN: U64990TN2024PTC169702

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on 25th April 2026, Saturday at 11.30 A.M.at No.3/260, Moovendar Street, M.A Nagar, Redhills, Tiruvallur, Ponneri, Tamil Nadu, India, 600052 and at any adjournment thereof in respect of such resolutions as mentioned in the notice dated 20th April 2026 which is as below: -

1. To approve the shifting of the registered office of the company
2. To approve the alteration of articles of association of the company

Signed this day of..... 2026.

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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LAKSHMITHRA FINANCE PRIVATE LIMITED

**Registered Office: No.3/260, Moovendar Street, M.A Nagar, Redhills, Tiruvallur,
Ponneri, Tamil Nadu, India, 600052.**

ATTENDANCE SLIP

Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extraordinary General Meeting of the Company at No.3/260, Moovendar Street, M.A Nagar, Redhills, Tiruvallur, Ponneri, Tamil Nadu, India, 600052 at 25th April 2026, Saturday at 11.30 AM.

Name of the Member / Proxy (In Block Letters)	
Number of Shares Held	
DP ID	
Client ID	
Signature of the Member / Proxy	

Registered office

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POLLING PAPER

FOR EXTRAORDINARY GENERAL MEETING HELD ON 25TH APRIL 2026, SATURDAY AT 11.30 A.M. AT NO.3/260, MOOVENDAR STREET, M.A NAGAR, REDHILLS, TIRUVALLUR, PONNERI, TAMIL NADU, INDIA, 600052.

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal Address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Item Particulars	No of Shares held by me	I assent to the resolution	I dissent to the resolution
1	To approve the shifting of the registered office of the company			
2	To approve the alteration of articles of association of the company			

(Signature of the Shareholder)

(Name & Signature of the PROXY)

Note: Proxy who are attending and voting in this general meeting on behalf of some members are requested to first write their name before signing it.

Place: Chennai

Date : 25th April 2026

Registered office

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