

NOTICE TO MEMBERS

NOTICE is hereby given that the second annual general meeting (AGM) of the Members of Lakshmithra Finance Private Limited will be held on Friday, the 18th day of September 2026 at 12.30 P.M. at the Registered Office of the Company situated at 2A-2nd Floor, The Wings, New No. 06, Old No. 25, 1st Avenue, Shastri Nagar, Adyar, Chennai – 600020, to transact the following business:

ORDINARY BUSINESS

Item No. 1 – Adoption of the Audited Financial Statements for the financial year ended 31st March 2026, together with the Reports of the Board of Directors and the Auditors thereon

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2026, and in that connection to consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2026, comprising the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, together with the Notes forming part thereof, and the Report of the Board of Directors and the Report of the Auditors thereon, as circulated to the Members and laid before this Meeting, be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution, including the filing of the requisite forms and returns with the Registrar of Companies.

SPECIAL BUSINESS

Item No. 2 – Appointment of Mr. Suresh Bethavandu (DIN: 10246285) as an Independent Director of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161(1) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Suresh Bethavandu [DIN: 10246285], who was appointed by the Board of Directors as an Additional Director of the Company in the capacity of Independent Director with effect from 3rd June 2026 and who holds office as such up to the date of this Annual General Meeting in terms of Section 161(1) of the said Act, and who has submitted a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the said Act and that he is not disqualified from being appointed as a Director under Section 164 thereof, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 3rd June 2026, on the terms and conditions set out in the letter of appointment issued to him.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution, including the filing of the requisite forms and returns with the Registrar of Companies.

Item No. 3 – Authorisation to the Board of Directors to borrow monies and to create charge on the assets of the Company up to an aggregate limit of Rs. 500 crores

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

RESOLVED THAT in supersession of the resolution passed by the members on 30th December, 2025 and pursuant to the provisions of Sections 180(1)(a), 180(1)(c) and all other applicable provisions of the Companies Act, 2013 read with such Rules as may be applicable (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force) and in terms of the Memorandum and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to borrow monies from time to time and, if it thinks fit, for creation of such mortgage, charge and/or hypothecation as may be necessary, in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such of the assets of the Company, both present and future, and/or on the whole or substantially the whole of the undertaking or the undertakings of the Company, in such manner as the Board may direct, in favour of financial institutions, investment institutions, banks, insurance companies, mutual funds, trusts, other bodies corporate or any other person(s) (hereinafter referred to as the "lending agencies") and Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments, including but not restricted to securing those facilities which have already been sanctioned, including any enhancement therein, even though the monies to be borrowed together with the monies already borrowed by the Company may exceed at any time, the aggregate of the paid-up share capital, free reserves and securities premium reserve of the Company, up to a limit of an outstanding aggregate value of ₹ 500 crores (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), together with interests thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the trustees under the trust deed and to the lending agencies under their respective agreements/loan agreements/debenture trust deeds entered/to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution, including the filing of the requisite forms and returns with the Registrar of Companies.

Item No. 4 – Issue of Secured and/or Unsecured (including Subordinated Debt) Redeemable Non-Convertible Debentures aggregating up to Rs. 300 crores on a private placement basis

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable Directions and Guidelines issued by the Reserve Bank of India, and in terms of the Memorandum of Association and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or may hereafter constitute to exercise its powers, including the powers conferred by this Resolution) to offer, issue and allot, in one or more tranches or series, up to 30,000 (Thirty Thousand) Secured and/or Unsecured (including Subordinated Debt) Redeemable Non-Convertible Debentures of face value of Rs. 1,00,000/- (Rupees One Lakh only) each, aggregating up to Rs. 300,00,00,000/- (Rupees Three Hundred Crores only), within the overall borrowing limits of the company, as approved by the members on a private placement basis, on such terms and conditions and at such times at par or at such premium as may be decided by the board of directors of the company (including committees thereof), from time to time, to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension / provident funds and individuals, as the case may be or such other person / persons as the board of directors of the company (including committees thereof) may determine and consider proper and most beneficial to the company including rate of interest, tenure and security cover thereof, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution, including the filing of the requisite forms and returns with the Registrar of Companies.

Item No. 5 – Authorisation to the Board of Directors under Section 186 of the Companies Act, 2013 to make investments up to Rs. 200 crores

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or may hereafter constitute to exercise its powers, including the powers conferred by this Resolution) to make investment(s) in securities, including without limitation shares, money market instruments, units and/or other instruments issued by alternative investment funds, debentures, bonds, government securities issued by the Central and/or State Governments, treasury bills, liquid funds and/or other instruments issued by bodies corporate wholly owned by the Government of India, units and/or other

instruments issued under any schemes of Mutual Funds and Debt Funds (including liquid funds for short-term liquidity purposes), and/or fixed deposits, in excess of the thresholds specified in Section 186(2) of the Companies Act, 2013, provided that the aggregate amount of such investments, loans, guarantees and security (together with any investments, loans, guarantees and security previously made or provided and outstanding) shall not at any time exceed Rs. 200,00,00,000/- (Rupees Two Hundred Crores only), and on such terms and conditions as may be considered suitable by the Board in the interest of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution, including the filing of the requisite forms and returns with the Registrar of Companies.

Item No. 6 – Alteration of the Articles of Association of the Company

To consider and, if thought fit, to pass 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 Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the existing Articles of Association of the Company be and are hereby altered so as to include Mr. Sundararajan GS [DIN: 00361030] within the definition of "Investor" thereunder, and to make such consequential amendments to the Articles of Association as are necessary to give effect thereto, in the manner set out in the draft altered Articles of Association placed before this Meeting and initialled by the Chairman for the purpose of identification, the other terms and conditions attaching to the Series A Compulsorily Convertible Preference Shares remaining unchanged.

RESOLVED FURTHER THAT the draft altered Articles of Association as aforesaid be and is hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution, including the filing of the requisite forms and returns with the Registrar of Companies.

Item No. 7 – Approval of the holding of an office or place of profit in the Company by Mr. G. Doraiswamy, a related party, and the remuneration payable to him

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the recommendation of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the holding of an office or place of profit in the Company by Mr. G. Doraiswamy, Head – Information Technology, being a relative of Mrs. Krithika Doraiswamy [DIN: 10604262], Director and Chief Financial Officer of the Company, on remuneration comprising:

(i) salary, allowances, perquisites and retirement benefits not exceeding Rs. 10,00,000/- (Rupees Ten Lakh only) per month in the aggregate;

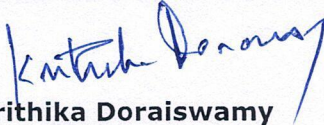
(ii) milestone-linked special incentives payable upon the go-live of the Company's information technology systems in accordance with the approved implementation schedule; and

(iii) stock options as may be granted to him under the Company's Employee Stock Option Scheme, as and when the ESOP pool is distributed.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to determine, vary and revise the composition and quantum of the incentives and stock options referred to in (ii) and (iii) above from time to time, and to revise the remuneration referred to in (i) above within the aforesaid ceiling without any further reference to the Members.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution, including the filing of the requisite forms and returns with the Registrar of Companies.

**For and on behalf of the Board of Directors of
Lakshmithra Finance Private Limited**



Krithika Doraiswamy
Director
DIN: 10604262

Place: Chennai

Date: 5th August 2026

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts relating to the Special Business set out at Item Nos. 2 to 7 of this Notice, together with the disclosures required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed hereto and forms part of this Notice.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing a Proxy, in order to be effective, must be duly completed, stamped, signed and deposited at the Registered Office of the Company not less than forty-eight (48) hours before the commencement of the Meeting. A Proxy Form in Form No. MGT-11 is enclosed with this Notice. A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights; a Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, and such person shall not act as Proxy for any other Member.

3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution / Power of Attorney authorising their representative(s) to attend and vote on their behalf at the Meeting, pursuant to Section 113 of the Companies Act, 2013, before the commencement of the Meeting.

4. Members / Proxies / Authorised Representatives are requested to bring the duly completed Attendance Slip enclosed herewith, and to produce proof of identity at the entrance of the venue, for admission to the Meeting.

5. The Register of Members and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and all other documents referred to in this Notice and the Explanatory Statement annexed hereto, will be available for inspection by the Members at the Registered Office of the Company on all working days between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting, and also at the venue of the Meeting during the continuance thereof.

6. A copy of the draft altered Articles of Association of the Company proposed to be adopted pursuant to Item No. 6 of this Notice, and the existing Articles of Association, are available for inspection by the Members at the Registered Office of the Company in the manner set out in Note 5 above, and will also be made available at the venue of the Meeting.

7. The Company being an unlisted private limited company with fewer than one thousand Members, the provisions relating to voting by electronic means under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 are not applicable to the Company. Pursuant to the Articles of Association of the Company voting at the Meeting shall be conducted by way of a poll.

8. Mr. Balaji Kumar, Practising Company Secretary, has been appointed by the Board of Directors to conduct the voting process through poll at the Annual General Meeting in a fair and transparent manner and to submit his report thereon to the Chairman of the Meeting.

9. The Statutory Auditors of the Company, M/s. Varma & Varma, Chartered Accountants [FRN: 004532S], were appointed at the 1st Annual General Meeting held on 30th December 2025 to hold office from the conclusion of that Meeting until the conclusion of the 6th Annual General Meeting of the Company to be held in the year 2030. Accordingly, no item of business relating to the appointment or ratification of the appointment of the Statutory Auditors is proposed at this Annual General Meeting.

10. Members are requested to intimate to the Company any change in their registered address, e-mail address, bank particulars or other details, so as to enable the Company to update its records.

11. The Route Map to the venue of the Annual General Meeting, together with a prominent landmark for easy location, is annexed to this Notice.

12. This Notice, together with the Audited Financial Statements for the financial year ended 31st March 2026, the Board's Report, the Auditors' Report thereon and all other documents required to be annexed thereto, is being sent to all Members, Directors and Auditors of the Company and to all other persons entitled to receive the same, in accordance with Section 101 of the Companies Act, 2013 and Secretarial Standard-2 on General Meetings.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 read with Secretarial Standard-2 on General Meetings)

The following Explanatory Statement sets out all material facts relating to the items of Special Business set out at Item Nos. 2 to 7 of the accompanying Notice.

ITEM NO. 2

The Board of Directors, at its Meeting No. 01/2026-2027 held on 3rd June 2026, appointed Mr. Suresh Bethavandu [DIN: 10246285] as an Additional Director of the Company in the capacity of Independent Director with effect from 3rd June 2026, pursuant to Sections 149 and 161(1) of the Companies Act, 2013 read with the Rules made thereunder.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Suresh Bethavandu holds office as an Additional Director only up to the date of the ensuing Annual General Meeting. In order to enable him to continue as a Director of the Company beyond that date, it is necessary that he be appointed as a Director by the Members at this Annual General Meeting. It is accordingly proposed to appoint him as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 3rd June 2026.

Mr. Suresh Bethavandu has submitted a declaration to the Board confirming that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013, and that he is not disqualified from being appointed as a Director under Section 164 of the said Act. He has also given his consent to act as a Director in Form DIR-2 and the requisite intimation in Form DIR-8. In the opinion of the Board, Mr. Suresh Bethavandu fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as an Independent Director, and he is independent of the management.

It is noted that the requirement of Section 160 of the Companies Act, 2013 relating to the deposit of an amount by a person proposing his candidature for the office of Director is not applicable to the Company, the same having been exempted in respect of private companies by Notification G.S.R. 464(E) dated 5th June 2015 issued by the Ministry of Corporate Affairs.

Disclosure of pecuniary relationship: Mr. Suresh Bethavandu is a promoter and director of KFW The CHRO Bridge Private Limited, from which the Company avails human resources related services for a consideration of Rs. 1,50,000/- per month (Rs. 18,00,000/- per annum). The said relationship was disclosed to the Board at its Meeting held on 3rd June 2026. The said consideration represents less than ten percent (10%) of the gross turnover of KFW The CHRO Bridge Private Limited, and accordingly the disqualification contemplated under Section 149(6)(e)(ii)(B) of the Companies Act, 2013 is not attracted. Mr. Suresh Bethavandu has no pecuniary relationship with the Company in his individual capacity. KFW The CHRO Bridge Private Limited is a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013, and the said arrangement has been entered into in the ordinary course of the Company's business and on an arm's length basis in terms of Section 188 of the said Act.

The terms and conditions of appointment of Mr. Suresh Bethavandu as an Independent Director, and the letter of appointment issued to him, are available for inspection by the Members at the Registered Office of the Company in the manner set out in the Notes to this Notice.

Registered office

LAKSHMITHRA FINANCE PRIVATE LIMITED

2A-2nd Floor, The Wings, New # 06, Old # 25, 1st Avenue, Shastri Nagar, Adyar, Chennai - 600 020

PH: 044 4647 8647 | E: contactus@lakshmithra.com

GSTIN: 33AAFCL8094D1ZH | CIN: U64990TN2024PTC169702

The particulars of Mr. Suresh Bethavandu as required under Secretarial Standard-2 on General Meetings are set out in Annexure A to this Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 2 of the accompanying Notice for the approval of the Members.

Interest of Directors and Key Managerial Personnel: Except Mr. Suresh Bethavandu, being the appointee, and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 save and except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 3

The Company is registered with the Reserve Bank of India as a Non-Banking Financial Company and is engaged in the business of providing loans and financial services. The nature of the Company's business necessitates the raising of borrowings from time to time by way of term loans, working capital facilities, non-convertible debentures, bonds, subordinated debt and other instruments, in order to fund its lending operations. Such borrowings are ordinarily secured by way of mortgage, charge or hypothecation over the assets of the Company in favour of the lenders.

Under Section 180(1)(c) of the Companies Act, 2013, the Board of Directors may not, except with the consent of the Members by way of a Special Resolution, borrow monies where the aggregate of the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of the paid-up share capital, free reserves and securities premium account of the Company. Similarly, under Section 180(1)(a) of the said Act, the creation of a charge or mortgage over the whole or substantially the whole of the undertaking of the Company requires the consent of the Members by way of a Special Resolution.

It is noted that Section 180 of the Companies Act, 2013 is not applicable to private companies by virtue of Notification G.S.R. 464(E) dated 5th June 2015 issued by the Ministry of Corporate Affairs. Nevertheless, as a matter of good corporate governance and in order to place the matter directly before the Members, the Board of Directors proposes to seek the approval of the Members by way of a Special Resolution in terms of Section 180 of the said Act, subject to an aggregate outstanding borrowing limit of Rs. 500 crores.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

Interest of Directors and Key Managerial Personnel: None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3, save and except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 4

The Board of Directors, at its Meeting No. 01/2026-2027 held on 3rd June 2026, approved the issue and/or re-issuance of up to 30,000 Secured and/or Unsecured (including Subordinated Debt) Redeemable Non-Convertible Debentures of face value of Rs. 1,00,000/- each, aggregating up to Rs. 300 crores, in one or more tranches on a private

placement basis, and delegated the powers in relation thereto to the Banking and Finance Committee of the Board.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to non-convertible debentures on a private placement basis is required to obtain the previous approval of its Members by way of a Special Resolution. Such Special Resolution may be passed once in a year in respect of all offers or invitations for non-convertible debentures to be made during that year.

It is further noted that Section 180 of the Companies Act, 2013 is not applicable to private companies in terms of Notification G.S.R. 464(E) dated 5th June 2015 issued by the Ministry of Corporate Affairs; however, as a matter of good governance, the approval of the Members is being sought by way of a Special Resolution.

The approval of the Members is accordingly sought to enable the Board of Directors (including any Committee thereof) to offer, issue and allot the said Non-Convertible Debentures on such terms and conditions as the Board may determine, during the period of one year from the date of passing of the Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

Interest of Directors and Key Managerial Personnel: None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4, save and except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 5

The Company, from time to time, deploys its surplus funds by way of investments in mutual funds, fixed deposits, government securities and other permissible instruments, in the ordinary course of managing its treasury.

Under Section 186(2) of the Companies Act, 2013, no company shall, directly or indirectly, give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person, or acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding sixty percent (60%) of its paid-up share capital, free reserves and securities premium account, or one hundred percent (100%) of its free reserves and securities premium account, whichever is more. Section 186(3) provides that where the aggregate exceeds the said limits, prior approval of the Members by way of a Special Resolution is required.

Having regard to the Company's treasury operations and the anticipated deployment of surplus funds, the aggregate of the Company's investments may exceed the limits prescribed under Section 186(2) of the said Act. It is accordingly proposed to seek the approval of the Members by way of a Special Resolution for an aggregate limit of Rs. 200 crores.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

Interest of Directors and Key Managerial Personnel: None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5, save and except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 6

Pursuant to the approval accorded by the Board of Directors at its Meeting held on 14th July 2026 and by the Members by way of a Special Resolution passed at the Extraordinary General Meeting held on 15th July 2026, the Company has issued and allotted 65,61,680 (Sixty-Five Lakh Sixty-One Thousand Six Hundred and Eighty) Series A Compulsorily Convertible Preference Shares of face value of Rs. 10/- each at a premium of Rs. 28.10 per share, aggregating to Rs. 25,00,00,008/-, on a preferential basis by way of private placement to Mr. Sundararajan GS [DIN: 00361030], Chairman of the Company.

Consequent upon the said allotment, Mr. Sundararajan GS has become a holder of Series A Compulsorily Convertible Preference Shares of the Company and a party to the Shareholders' Agreement. The existing Articles of Association of the Company, which incorporate the terms of the Shareholders' Agreement, presently identify Lok Capital IV LLC and Lok Co-Investment Trust as the "Investors" thereunder. It is accordingly necessary to alter the Articles of Association so as to include Mr. Sundararajan GS within the definition of "Investor" and to make such consequential changes as are required to give effect thereto, the other terms and conditions attaching to the Series A Compulsorily Convertible Preference Shares remaining unchanged.

The consent of Lok Capital IV LLC and Lok Co-Investment Trust to the proposed alteration has been obtained and was placed before the Board of Directors.

In terms of Section 14 of the Companies Act, 2013, any alteration of the Articles of Association of a company requires the approval of its Members by way of a Special Resolution.

A copy of the draft altered Articles of Association, marked to show the proposed changes, together with a copy of the existing Articles of Association and the Shareholders' Agreement, is available for inspection by the Members at the Registered Office of the Company in the manner set out in the Notes to this Notice, and will also be available at the venue of the Meeting.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

Interest of Directors and Key Managerial Personnel: Mr. Sundararajan GS [DIN: 00361030], Chairman, being the person proposed to be named as an "Investor" in the Articles of Association, and his relatives, are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6. Save as aforesaid, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolution, save and except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 7

Mr. G. Doraiswamy is employed with the Company as Head – Information Technology. He is a relative of Mrs. Krithika Doraiswamy [DIN: 10604262], Director and Chief Financial Officer of the Company, and is accordingly a "related party" within the meaning of Section

2(76) read with Section 2(77) of the Companies Act, 2013. His employment with the Company therefore constitutes the holding of an office or place of profit within the meaning of Section 188(1)(f) of the said Act.

The total remuneration payable to Mr. G. Doraiswamy, comprising salary, allowances and perquisites, together with milestone-linked incentives payable upon the go-live of the Company's information technology systems and the value of stock options that may be granted to him under the Company's Employee Stock Option Scheme, exceeds Rs. 2,50,000/- per month, being the threshold specified under Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014.

The fourth proviso to Section 188(1) of the Companies Act, 2013 expressly provides that nothing contained in sub-section (1) shall apply to any transaction entered into by a company in its ordinary course of business, where such transaction is on an arm's length basis. Mr. G. Doraiswamy's appointment was made in the ordinary course of the Company's business, on the basis of his professional qualifications and experience, and his remuneration has been determined on an arm's length basis and is comparable to that payable to persons of similar standing holding equivalent positions in the industry. Accordingly, the requirement of prior approval of the Members under the first proviso to Section 188(1) read with Rule 15(3)(b) of the said Rules is not statutorily attracted, the transaction falling within the exemption available under the fourth proviso.

Notwithstanding the above, and purely as a matter of good governance and transparency, the Board of Directors considers it appropriate to place the matter before the Members and to seek their approval for the remuneration payable to Mr. G. Doraiswamy, with liberty to the Board to determine, vary and revise the same within the limits set out in the Resolution, so as to obviate the need for repeated reference to the Members.

Disclosures pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

(a) Name of the related party, Name of the director or key managerial personnel who is related, and nature of relationship	Mr. G. Doraiswamy, Head – Information Technology, being the relative (spouse) of Mrs. Krithika Doraiswamy [DIN: 10604262], Director and Chief Financial Officer of the Company, and accordingly a related party within the meaning of Section 2(76) read with Section 2(77) of the Companies Act, 2013.
(b) Nature, duration and particulars of the contract or arrangement	Employment of Mr. G. Doraiswamy as Head – Information Technology of the Company, constituting the holding of an office or place of profit under Section 188(1)(f) of the Act. The employment is on a continuing basis, on the particulars and terms set out in his employment letter, and is terminable in accordance therewith.
(c) Material terms of the contract or arrangement including the value	Remuneration comprising (i) salary, allowances and perquisites not exceeding Rs. 10,00,000/- per month in the aggregate; (ii) milestone-linked special incentives payable upon the go-live of the Company's information technology systems in accordance with the approved implementation schedule; and (iii) eligibility for grant of stock options under the Company's Employee Stock Option Scheme as and when the ESOP pool is distributed.

Registered office

LAKSHMITHRA FINANCE PRIVATE LIMITED

2A-2nd Floor, The Wings, New # 06, Old # 25, 1st Avenue, Shastri Nagar, Adyar, Chennai – 600 020

PH: 044 4647 8647 | E: contactus@lakshmithra.com

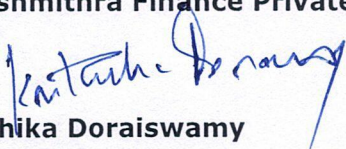
GSTIN: 33AAFCL8094D1ZH | CIN: U64990TN2024PTC169702

(d) Advance paid or received	Nil.
(e) Manner of determining the pricing and other commercial terms	The remuneration has been determined on an arm's length basis, having regard to Mr. G. Doraiswamy's professional qualifications, experience and the responsibilities attached to the position, and is comparable to the remuneration payable to persons of similar standing holding equivalent positions in the industry.
(f) Whether all factors relevant to the contract have been considered	Yes. All requisite factors relevant to the contract have been considered.
(g) Any other relevant information	Nil.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for the approval of the Members.

Interest of Directors and Key Managerial Personnel: Mrs. Krithika Doraiswamy [DIN: 10604262], Director and Chief Financial Officer, being a relative of Mr. G. Doraiswamy, and her relatives, are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7. Save as aforesaid, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolution.

**For and on behalf of the Board of Directors of
Lakshmithra Finance Private Limited**



Krithika Doraiswamy
Director
DIN: 10604262

Place: Chennai
 Date: 5th August 2026

ANNEXURE A
PARTICULARS OF THE DIRECTOR SEEKING APPOINTMENT AT THE 2ND ANNUAL GENERAL MEETING [Pursuant to Secretarial Standard-2 on General Meetings]

Name of the Director	Mr. Suresh Bethavandu
DIN	10246285
Date of Birth / Age	27-03-1966 / 60 Years
Qualifications	Post Graduation in Human Resources Management from Madras School of Social Work. MBA from Loyola Institute of Business Administration. Master's Degree in Public Administration from Madras University. Certified Project Management Professional, Certified coach by International Coach Federation Diploma in Training & Development from the Indian Society for Training and Development.
Experience and expertise in specific functional areas	25+ years across various roles in Human Resources Recruitment, Performance Management, Compensation, Operations, Training and Development, Leadership Development, Career Design & Competency Development, HR Operations, Mergers & Acquisitions, Workforce Planning, Resource Management, Organization Development, Technology Transformation.
Date of first appointment on the Board	3rd June 2026 (as Additional Director in the capacity of Independent Director)
Terms and conditions of appointment / re-appointment	Appointment as an Independent Director for a term of 5 (five) consecutive years with effect from 3rd June 2026, not liable to retire by rotation, on the terms and conditions set out in the letter of appointment issued to him.
Remuneration sought to be paid	Rs.50,000 as sitting fees per meeting for attending meetings of the Board and Committees thereof.
Remuneration last drawn (if applicable)	Nil
Shareholding in the Company (including beneficial ownership)	Nil

Registered office

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GSTIN: 33AAFCL8094DIZH | CIN: U64990TN2024PTC169702

Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the financial year	He was appointed as Additional Director on 3 rd June 2026. During the year 2026-2027, he has attended 2 Board Meeting since appointment.
Other Directorships	KFW The CHRO Bridge Private Limited
Membership / Chairmanship of Committees of other Boards	Nil
Justification for choosing the appointee for appointment as Independent Director	Mr. Suresh Bethavandu brings over 25 years of experience in the Human Resources function, built across the full spectrum of the discipline, talent acquisition, performance management, compensation and benefits, learning and development, leadership development, career design and competency frameworks, HR operations, workforce planning and resource management, organisation development, HR technology transformation, and people integration in mergers and acquisitions. This depth has been gained in a large, global, listed technology services organisation. He is academically and professionally well qualified, holding a Post Graduate qualification in Human Resources Management from the Madras School of Social Work, an MBA from the Loyola Institute of Business Administration, Chennai, and a Master's Degree in Public Administration from the University of Madras. He is a certified Project Management Professional (PMP), a certified coach accredited by the International Coach Federation, and holds a Diploma in Training and Development from the Indian Society for Training and Development. The Board is of the view that his expertise will strengthen the deliberations of the Board and will complement the skills, expertise and competencies already available on the Board. In the opinion of the Board, he is a person of integrity, possesses the relevant expertise and experience, fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for appointment as an Independent Director, and is independent of the management of the Company.
Disclosure of relationships / pecuniary interest	Mr. Suresh Bethavandu is a promoter (holding 60% of paid up share capital) and director of KFW The CHRO Bridge Private Limited, from which the Company avails human

	resources related services for a consideration of Rs. 1,50,000/- per month (Rs. 18,00,000/- per annum). The said consideration represents less than ten percent (10%) of the gross turnover of that company, and accordingly the disqualification under Section 149(6)(e)(ii)(B) of the Companies Act, 2013 is not attracted. He has no pecuniary relationship with the Company in his individual capacity.
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**For and on behalf of the Board of Directors of
Lakshmithra Finance Private Limited**



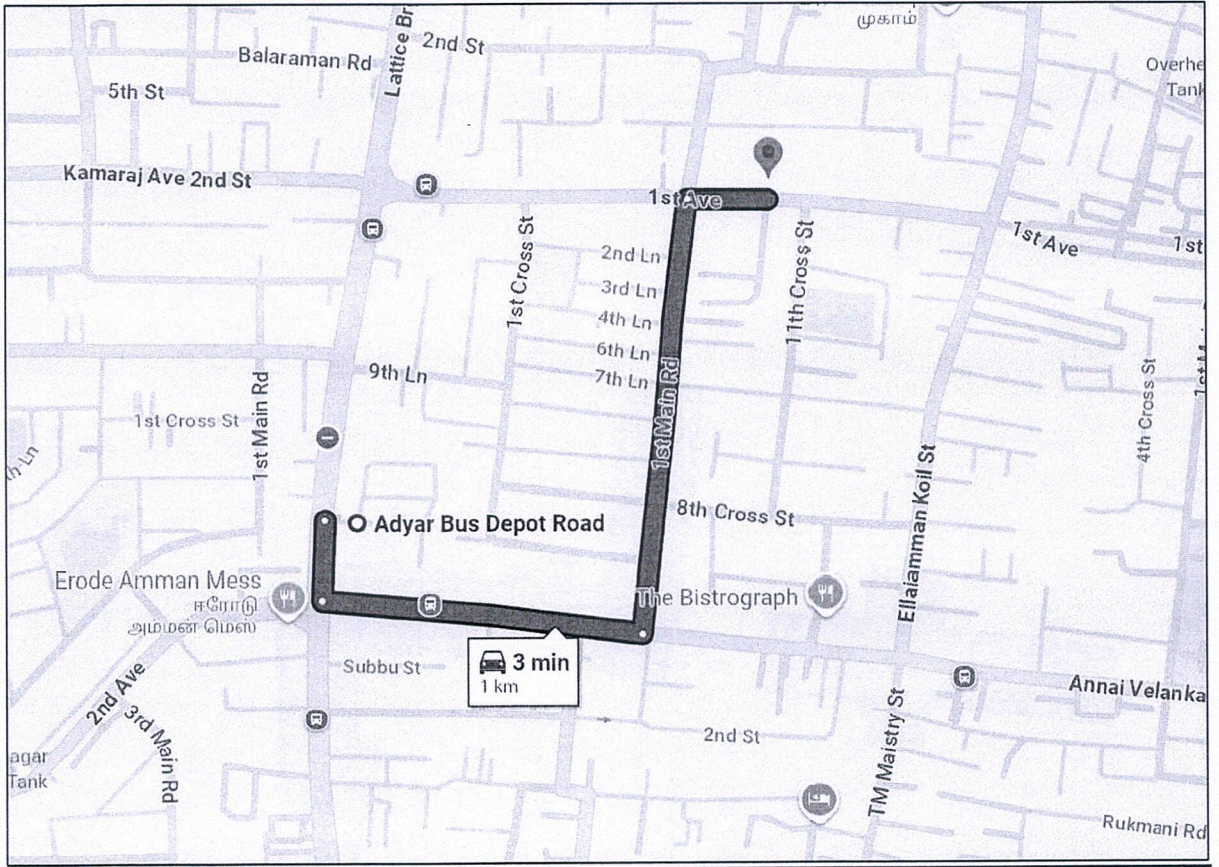
Krithika Doraiswamy
Director
DIN: 10604262

Place: Chennai

Date: 5th August 2026

ROUTE MAP FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 18TH SEPTEMBER 2026, FRIDAY AT 12.30 PM AT 2A-2ND FLOOR, THE WINGS, NEW NO. 06, OLD NO.25, 1ST AVENUE, SHASTRI NAGAR, ADYAR, CHENNAI – 600020.

PROMINENT LANDMARK – NEAR THE SUMMIT APARTMENTS.



Registered office

LAKSHMITHRA FINANCE PRIVATE LIMITED

2A-2nd Floor, The Wings, New # 06, Old # 25, 1st Avenue, Shastri Nagar, Adyar, Chennai - 600 020

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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: 2A-2nd Floor, The Wings, New No. 06, Old No. 25, 1st Avenue, Shastri Nagar, Adyar, Chennai – 600020

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

LAKSHMITHRA FINANCE PRIVATE LIMITED

2A-2nd Floor, The Wings, New # 06, Old # 25, 1st Avenue, Shastri Nagar, Adyar, Chennai – 600 020

PH: 044 4647 8647 | E: contactus@lakshmithra.com

GSTIN: 33AAFCL8094D1ZH | CIN: U64990TN2024PTC169702

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 18th September 2026, Friday at 12.30 P.M.at 2A-2nd Floor, The Wings, New No. 06, Old No. 25, 1st Avenue, Shastri Nagar, Adyar, Chennai – 600020 and at any adjournment thereof in respect of such resolutions as mentioned in the notice dated 5th August 2026 which is as below:

S.No	Resolutions
1	Adoption of the Audited Financial Statements for the financial year ended 31st March 2026, together with the Reports of the Board of Directors and the Auditors thereon.
2	Appointment of Mr. Suresh Bethavandu (DIN: 10246285) as an Independent Director of the Company.
3	Authorisation to the Board of Directors to borrow monies and to create charge on the assets of the Company up to an aggregate limit of Rs. 500 crores.
4	Issue of Secured and/or Unsecured (including Subordinated Debt) Redeemable Non-Convertible Debentures aggregating up to Rs. 300 crores on a private placement basis.
5	Authorisation to the Board of Directors under Section 186 of the Companies Act, 2013 to make investments up to Rs. 200 crores.
6	Alteration of the Articles of Association of the Company.
7	Approval of the holding of an office or place of profit in the Company by Mr. G. Doraiswamy, a related party, and the remuneration payable to him.

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.

Registered office

LAKSHMITHRA FINANCE PRIVATE LIMITED

2A-2nd Floor, The Wings, New # 06, Old # 25, 1st Avenue, Shastri Nagar, Adyar, Chennai – 600 020

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GSTIN: 33AAFCL8094DIZH | CIN: U64990TN2024PTC169702

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 Annual General Meeting of the Company at 2A-2nd Floor, The Wings, New No. 06, Old No. 25, 1st Avenue, Shastri Nagar, Adyar, Chennai – 600020 on 18th September 2026, Friday at 12.30 P.M

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

Registered office

LAKSHMITHRA FINANCE PRIVATE LIMITED

2A-2nd Floor, The Wings, New # 06, Old # 25, 1st Avenue, Shastri Nagar, Adyar, Chennai - 600 020

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GSTIN: 33AAFCL8094D1ZH | CIN: U64990TN2024PTC169702

POLLING PAPER
FOR ANNUAL GENERAL MEETING HELD ON 18TH SEPTEMBER 2026, FRIDAY AT 12.30 P.M. AT 2A-2ND FLOOR, THE WINGS, NEW NO. 06, OLD NO.25, 1ST AVENUE, SHASTRI NAGAR, ADYAR, CHENNAI – 600020

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 and Ordinary 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	Adoption of the Audited Financial Statements for the financial year ended 31st March 2026, together with the Reports of the Board of Directors and the Auditors thereon.			
2	Appointment of Mr. Suresh Bethavandu (DIN: 10246285) as an Independent Director of the Company.			
3	Authorisation to the Board of Directors to borrow monies and to create charge on the assets of the Company up to an aggregate limit of Rs. 500 crores.			
4	Issue of Secured and/or Unsecured (including Subordinated Debt) Redeemable Non-Convertible Debentures aggregating up to Rs. 300 crores on a private placement basis.			
5	Authorisation to the Board of Directors under Section 186 of the Companies Act, 2013 to make investments up to Rs. 200 crores.			
6	Alteration of the Articles of Association of the Company.			
7	Approval of the holding of an office or place of profit in the Company by Mr. G. Doraiswamy, a related party, and the remuneration payable to him.			

(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 : 18th September 2026