Lakshmithra
FINANCE

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 15TH JULY 2026, WEDNESDAY AT 3.00 PM INDIAN STANDARD TIME (IST) AT THE REGISTERED OFFICE OF THE COMPANY AT 2A-2ND FLOOR, THE WINGS, NEW NO. 06, OLD NO.25, 1ST AVENUE, SHASTRI NAGAR, ADYAR, CHENNAI - 600020 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS.

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SPECIAL BUSINESS:

1. ISSUE OF 65,61,680 SERIES A COMPULSORILY CONVERTIBLE PREFERENCE SHARES (CCPS) ON PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT

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

RESOLVED THAT pursuant to the provisions of sections 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the relevant provisions of the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company to offer, issue and allot up to 65,61,680 (Sixty-Five Lakh Sixty-One Thousand Six Hundred and Eighty) Series A Compulsorily Convertible Preference Shares (Series A CCPS) of face value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 28.10 (Rupees Twenty-Eight and Ten Paise only) per share, aggregating to Rs. 25,00,00,008/- (Rupees Twenty-Five Crore and Eight only) on a preferential basis through private placement in one or more tranches to Mr. Sundararajan GS (New Investor), who has shown desire to subscribe above-mentioned securities and to issue such number of equity shares as may be required upon conversion of such CCPS, or as may be necessary in accordance with the terms of the offering.

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, the Series A CCPS shall carry such rights in respect of (a) the priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares; (b) the participation in surplus fund; (c) the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid; (d) the payment of dividend on cumulative or non-cumulative basis; (e) the conversion of preference shares into equity shares; (f) the voting; (g) the redemption of preference shares and other rights as set out in Annexure A hereto, the Shareholders agreement and in compliance with applicable laws.

RESOLVED FURTHER THAT the Series A CCPS shall be compulsorily convertible into equity shares of the Company in accordance with the conversion ratio, period and other terms as provided in Annexure A, the Shareholders agreement and applicable laws.

RESOLVED FURTHER THAT pursuant to the Act and Rules, the name of the Investors be recorded for the purpose of issue of private placement offer cum application letter in Form PAS-4, and that the draft of the said Form PAS-4 placed before the Members be and is hereby approved.

RESOLVED FURTHER THAT the monies received by the Company from the Investor for subscription of the Series A CCPS shall be kept in a separate bank account and shall be utilized in accordance with Section 42 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Palanisamy Sridharan, (DIN: 02599263) and Ms. Krithika Doraiswamy (DIN: 10604262), Directors of the Company, be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things, including issuing the private placement offer letter (Form PAS-4), maintaining records in Form PAS-5, receiving subscription monies, making allotment in dematerialized form, executing necessary agreements and other documents, and filing necessary e-forms including Form PAS-3 with the Registrar of Companies, as may be required to give effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution be furnished to any person as may be required from time to time.

Annexure A

TERMS OF SERIES A CCPS

Series A CCPS are issued with the following characteristics including certain rights vested in the holder of Series A CCPS, which are in addition to and without prejudice to the other rights of the holders of Series A CCPS as set out in the SHA.

SHA shall mean the Shareholders agreement entered with the Lok Capital IV LLC, Lok Capital Co-Investment Trust (LOK SHA) and the New Investor.

All capitalized terms used herein but not defined shall have the meaning given to them under the SHA.

1. Face Value

Each Series A CCPS shall have a face value of Rs. 10 (Rupees Ten Only).

2. Equity Shares

The number of Equity Shares to be issued to the holders of Series A CCPS upon conversion shall, subject to the other terms and conditions set forth in the SHA, be as set out in paragraph 6 of this Annexure A.

3. Term

Unless converted in accordance with the terms of the SHA, the Articles and applicable Law, the term of the Series A CCPS shall be a maximum of 19 (nineteen) years from their respective date of issuance.

4. Distributions

4.1 If the Board proposes to declare any dividend on Shares, the holders of the Series A CCPS shall be paid, out of the dividend proposed to be declared, a cumulative dividend equal to 0.01% (zero point zero one percent) of the aggregate monies paid towards subscription to the Series A CCPS, in preference and priority to the payment of dividend in respect of all other Shares, present or future. Without prejudice to the foregoing and in addition thereto, upon the Board declaring dividend on any Shares, the holders of the Series A CCPS shall be entitled to participate in such dividend, on a pari-passu basis with the holders of the Equity Shares, on a Fully Diluted Basis, in priority to payment of dividend to the holders of the Equity Shares.

4.2 Upon conversion of the Series A CCPS into Equity Shares, the holders of the Series A CCPS shall be entitled to participate in the dividend on the Equity Shares, on a pari-passu basis with the holders of all other Equity Shares.

5. Voting

5.1 From and after the applicable subscription date, the holders of Series A CCPS shall be entitled to: (A) attend all General Meetings; and (B) exercise voting rights on all matters in accordance with the SHA, the Articles and applicable Law.

5.2 The voting rights of Series A CCPS, on every resolution placed in a General Meeting, shall be proportionate to the Equity Shares held by such Series A CCPS holder in the Fully Diluted Share Capital. The provisions of Sections 43 and 47 of the Act shall not be applicable to the Company and Series A CCPS shall carry the voting rights as set out herein.

6. Conversion

6.1 The holders of Series A CCPS shall convert the Series A CCPS, whether in one or more tranches, into Equity Shares at any time after the date of issuance of the Series A CCPS but before 19 (nineteen) years from the applicable date of issuance.

6.2 Subject to Adjustment Events and any other adjustments provided in the SHA, each Series A CCPS shall convert at a price ("Series A Conversion Price") which gives One (1) Equity Share for each Series A CCPS.

6.3 Upon conversion of Series A CCPS, the holders of Series A CCPS shall be issued fully paid-up Equity Shares and shall not be required (at the time of conversion of Series A CCPS into Equity Shares) to pay any amounts to the Company towards such Equity Shares. No fractional Equity Shares shall be issued upon conversion of Series A CCPS and the number of Equity Shares to be issued shall be rounded up to the nearest whole number. All Equity Shares that will be obtained as a result of the conversion of Series A CCPS shall be: (a) validly issued as per the provisions applicable Law; and (b) free and clear of all Encumbrances and shall rank pari-passu with the outstanding Equity Shares.

6.4 Notwithstanding anything contained elsewhere in the SHA, the Series A Conversion Price shall be proportionately and appropriately adjusted (as required) for any Adjustment Event.

6.5 The Series A CCPS shall be convertible into Equity Shares, in full or in part, at the option of the holders of the Series A CCPS in accordance with paragraph 6.6 of this Annexure A. Any Series A CCPS that have not been converted into Equity Shares shall, compulsorily convert into Equity Shares upon the earlier of:

(i) In connection with an IPO, listing on any securities exchange and/or to trading on any public trading market, latest permissible date under applicable Law prior to the issue of Equity Shares to the public; and (ii) The day immediately preceding the completion of 19 (nineteen) years from the date of issuance of the Series A CCPS.

6.6 Optional Conversion

(i) The holders of the Series A CCPS shall have the right, at any time and from time to time after the applicable subscription date, to require the Company, by written notice (the "Series A Conversion Notice"), to convert all or a portion of the Series A CCPS into Equity Shares. The Series A Conversion Notice will be accompanied with share certificates for such Series A CCPS proposed to be converted.

(ii) The Series A Conversion Notice shall be dated and shall set forth:

(a) The number of Series A CCPS in respect of which the holder of the Series A CCPS is exercising its right to conversion in accordance with this paragraph 6 of Annexure A; and

(b) The number of Equity Shares that such Series A CCPS shall convert into.

(iii) Upon receipt of the Series A Conversion Notice, the Company shall immediately, and no later than 7 (seven) days:

(a) Convene a meeting of the Board, in which meeting the Company shall approve the following:

(A) The conversion of such number of the Series A CCPS as are mentioned in the Series A Conversion Notice;

(B) The issuance and allotment of such number of Equity Shares as are mentioned in the Series A Conversion Notice;

(b) Update its register of members to reflect the holders of the Series A CCPS as the owners of the Equity Shares issued pursuant to the conversion of such number of the Series A CCPS as are mentioned in the Series A Conversion Notice.

(iv) The record date of conversion of the Series A CCPS shall be deemed to be the date on which the holder of such Series A CCPS issues a Series A Conversion Notice.

7. Anti-Dilution Protection

The Series A CCPS shall be entitled to broad based weighted average anti-dilution price protection as per and in accordance with provisions of the SHA.

8. Liquidation Preference

Upon occurrence of a Liquidation Event, the Series A CCPS shall be entitled to the Liquidation Preference as per and in accordance with provisions of (Liquidation Preference) of the SHA.

9. Senior Rights

Series A CCPS shall rank pari-passu to any other class of CCPS that may be issued in the future in compliance with the terms of the SHA and shall rank senior to all other instruments that are outstanding as of the date of issuance of any Series A CCPS and/or which may be issued by the Company from time to time after the applicable subscription date in all respects including, without limitation, voting rights, dividends and liquidation. The holders of Series A CCPS shall be entitled to superior rights or other rights that may be given to any other investor, if any, in the future after the applicable subscription date.

10. Additional Rights

The Company shall not and/or Promoters shall ensure that the Company does not, after the applicable subscription date, grant any other current/potential investor any rights which are more favourable than those granted to the holders of Series A CCPS. If the rights granted to any other investor are at variance with rights of the Series A CCPS, the holders of Series A CCPS shall be entitled to such favourable terms as are offered by the Company to the current/potential investor.

11. Registration Rights

Holders of Series A CCPS shall receive typical and customary registration rights, where available, in all global market(s) where the Company lists the Shares. Termination of the SHA shall not affect the obligation of the Company to provide registration rights to holders of Series A CCPS.

12. Amendment

Amending the characteristics, preferences, privileges or rights of Series A CCPS or amending the SHA or Articles in any manner that would amend the characteristics, preferences, privileges or rights of Series A CCPS will require the prior approval of all the holders of Series A CCPS.

13. Transferability

The Series A CCPS shall be Transferable as per and in accordance with the terms of the Transaction Documents.

2. <u>TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY</u>

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

RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(a) and 64 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(s) thereof for the time being in force), and in accordance with the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for increasing the authorised share capital of the Company from Rs. 47,24,73,800 (Rupees Forty-Seven Crores Twenty-Four Lakhs Seventy-Three Thousand Eight Hundred only) divided into 2,62,50,010 (Two Crores Sixty-Two Lakhs Fifty Thousand and Ten) Equity Shares of ₹10 each and 2,09,97,370 (Two Crores Nine Lakhs Ninety-Seven Thousand Three Hundred and Seventy) Series A Compulsorily Convertible Preference Shares of ₹10 each to Rs. 64,00,00,000 (Rupees Sixty-Four Crores only) divided into 2,80,00,000 (Two Crores Eighty Lakhs) Equity Shares of ₹10 each and 3,60,00,000 (Three Crores Sixty Lakhs) Series A Compulsorily Convertible Preference Shares of ₹10 each, by creation of 17,49,990 additional Equity shares of Rs. 10 each and 1,50,02,630 additional Series A Compulsorily Convertible Preference Shares of ₹10 each;

RESOLVED FURTHER THAT consequent to the increase in authorised share capital, Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V with the following new Clause V:

"V. The Authorised Share Capital of the Company is Rs.64,00,00,000 (Rupees Sixty-Four Crores only) divided into 2,80,00,000 (Two Crores Eighty Lakhs) Equity Shares of ₹10/- each and 3,60,00,000 (Three Crores Sixty Lakhs) Series A Compulsorily Convertible Preference Shares of ₹10/- each, with power to increase, consolidate, subdivide, reduce or otherwise alter the share capital of the Company in accordance with the applicable provisions of the Companies Act, 2013."

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to file the necessary documents/form(s) with the Registrar, CPC 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: 15th July 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. For meeting at shorter consent, proxies can be lodged less than forty eight hours.**

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.

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 2 P.M to 2.45 P.M.

8. All documents referred to in the Notice and accompanying explanatory statement are open for inspection in physical or in electronic form at the Registered Office of the company on all working days of the company between 2:00 P.M. and 2:45 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: Near The Summit Apartments.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013

Agenda No.1

The Company is desirous of raising additional capital to finance its ongoing growth plans, including the expansion of its business operations and strengthening of its capital base, and accordingly, with a view to raising such growth capital, it is proposed to issue and allot 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/- (Rupees Ten only) each at a premium of Rs. 28.10 (Rupees Twenty-Eight and Ten Paise only) per share, aggregating to Rs. 25,00,00,008/- (Rupees Twenty-Five Crore and Eight only), on a preferential basis by way of private placement.

Accordingly, subject to approval of members, the Board of Directors, in its meeting held on 14th July 2026 has approved the offer and issuance of up to 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/- (Rupees Ten only) each at a premium of Rs. 28.10 (Rupees Twenty-Eight and Ten Paise only) per share, aggregating to Rs. 25,00,00,008/- (Rupees Twenty-Five Crore and Eight only), on a preferential basis by way of private placement to Mr. Sundararajan GS ("Investor") in accordance with the provisions of Sections 42, 55 and 62 and other applicable provisions, if any, of the Act read with applicable Rules including Companies (Share

Capital and Debentures) Rules, 2014 and the Companies (Prospectus and allotment of securities) Rules, 2014.

The consent of the members is being sought by way of special resolution pursuant to the provisions of section 42 and Section 62(1)(c) and all other applicable provisions of Act including rules framed thereunder.

The disclosures as required under Rule 14 of the Companies (Prospectus and allotment of securities) Rules, 2014 and Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

(i) the objects of the issue;	To raise additional funds for business expansion and growth plans.	
(ii) the total number of shares or other securities to be issued;	Type of shares offered	Compulsorily Convertible Preference Shares
	Size / No. of shares offered	65,61,680
	Nominal value per share	Rs.10/-
	Premium per share	Rs.28.10/-
	Issue price per share	Rs.38.10/-
	Whether partly paidup or fully paid-up	Fully paid-up
	amount which the company intends to raise by way of such securities;	Rs. 25,00,00,008/- (Rupees Twenty-Five Crore and Eight only)

(iii) the price or price band at/within which the allotment is proposed;	The issue price of CCPSs shall be at Rs. 38.10/- per share (Rs. 10/- as nominal value per share and Rs. 28.10/- as premium per share)
(iv) basis on which the price has been arrived at along with report of the registered valuer;	The securities are valued, based on the Valuation Report provided by SPA Valuation Advisors Private Limited Registered Valuers dated 14th July 2026.
(v) relevant date with reference to which the price has been arrived at;	9th June 2026.
(vi) the class or classes of persons to whom the allotment is proposed to be made;	Individual
(vii) intention of promoters, directors or key managerial personnel to subscribe to the offer;	Mr. Sundararajan GS [DIN: 00361030] Chairman of the Company will subscribe the entire 65,61,680 Series A Compulsorily Convertible Preference Shares at Rs. 38.10/- per share. None of the other directors / promoters / key managerial personnel will subscribe to the offer.
(viii) the proposed time within which the allotment shall be completed;	The Company will complete the allotment of Series A CCPS within the prescribed time limit as per the provisions of Companies Act, 2013.
(ix) the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;	Mr. Sundararajan GS Post preferential offer capital - 43.10% of Series A CCPS and on fully diluted basis *16.31% approximately.

	*Without taking ESOP Pool into consideration. With ESOP pool the diluted shareholding will be 15.82% approximately.
(x) the change in control, if any, in the company that would occur consequent to the preferential offer;	No Change in control would occur consequent to this preferential offer
(xi) the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;	Nil
(xii) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not applicable.

(xiii) The pre issue and post issue shareholding pattern of the company in the following format - **Equity Share Capital**

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	**% of share holding**	**No of shares held**	**% of share holding**
A	Promoters' holding				
1	Indian				
	Individual	1,13,57,487	45.43	1,13,57,487	45.43
	Bodies corporate	-	-	-	-
	Sub-total	1,13,57,487	45.43	1,13,57,487	45.43

2	Foreign promoters	-	-	-	-
	Sub-total (A)	**1,13,57,487**	**45.43**	**1,13,57,487**	**45.43**
B	Non-promoters' holding				
1	Institutional investors	-	-	-	-
2	Non-institution				
	Private corporate bodies	9	0.00	9	0.00
	Directors and relatives	59,92,500	23.97	59,92,500	23.97
	Indian public	76,50,013	30.60	76,50,013	30.60
	others (including NRIs)	1	0.00	1	0.00
	Sub-total (B)	**1,36,42,523**	**54.57**	**1,36,42,523**	**54.57**
	Grand Total	**2,50,00,010**	**100**	**2,50,00,010**	**100.00**

*ESOP Pool of 12,50,000 equity shares are not considered in this shareholding pattern.

Preference Share Capital

Sr No	**Category**	**Pre-issue**		**Post-issue**	
		No of shares held	**% of share holding**	**No of shares held**	**% of share holding**
A	Promoters' holding				
1	Indian				
	Individual	-	-	-	-

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	Bodies corporate	-	-	-	-
	Sub-total	-	-	-	-
2	Foreign promoters	-	-	-	-
	Sub-total (A)	-	-	-	-
B	Non-promoters' holding				
1	Institutional investors	-	-	-	-
2	Non-institution				
	Private corporate bodies	85,31,488	98.50	85,31,488	56.04
	Directors and relatives	-	-	65,61,680	43.10
	Indian public	-	-	-	-
	others (including NRIs)	1,29,920	1.50	1,29,920	0.85
	Sub-total (B)	**86,61,408**	**100.00**	**1,52,23,088**	**100.00**
	Grand Total	**86,61,408**	**100.00**	**1,52,23,088**	**100.00**

(xiv)Date of passing of Board resolution	14th July 2026
(xv) the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible	Fully paid up cumulative, participating compulsorily convertible preference shares
(xvi) the manner of issue of shares;	Preferential Offer through private placement

(xvii) basis or justification for the price (including premium, if any) at which the offer or invitation is being made;	The securities are valued, based on the Valuation Report provided by SPA Valuation Advisors Private Limited Registered Valuers dated 14th July 2026.
(xviii) Name and address of the valuer who performed valuation	SPA Valuation Advisors Private Limited 25, C-Block, Community Centre, Janak, Puri, New Delhi 110 058.
(xix) the terms of issue, including terms and rate of dividend on each share, etc.;	As set out in Annexure A
(xx) the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion;	Terms of Redemption – Not applicable Terms of Conversion – As set out in Annexure A
(xxi) the manner and modes of redemption;	Not applicable
(xxii) Principle terms of the asset charged as securities	Nil

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(xxiii) the expected dilution in equity share capital upon conversion of preference shares.

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	1,13,57,487	45.43	1,13,57,487	28.24
	Bodies corporate	-			
	Sub-total	1,13,57,487	45.43	1,13,57,487	28.24
2	Foreign promoters	-			
	Sub-total (A)	**1,13,57,487**	**45.43**	**1,13,57,487**	**28.24**
B	Non-promoters' holding				
1	Institutional investors	-	-	-	-
2	Non-institution				
	Private corporate bodies	9	0.00	85,31,497	21.21
	Directors and relatives	59,92,500	23.97	1,25,54,180	31.21
	Indian public	76,50,013	30.60	76,50,013	19.02
	others (including NRIs)	1	0.00	1,29,921	0.32
	Sub-total (B)	**1,36,42,523**	**54.57**	**2,88,65,611**	**71.76**
	Grand Total	**2,50,00,010**	**100**	**4,02,23,098**	**100.00**

*ESOP Pool of 12,50,000 equity shares are not considered in this shareholding pattern.

Concern or Interest of Directors and Key Managerial Personnel:

Except Mr. Sundararajan GS [DIN: 00361030] Chairman, Mr. Palanisamy Sridharan [DIN: 02599263] Managing Director, Mrs. Krithika Doraiswamy [DIN: 10604262], Director and Chief Financial Officer, 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 Agenda No. 1 of the Notice, in the interest of the Company.

Agenda No.2

The existing Authorised Share Capital of the Company is Rs.47,24,73,800 (Rupees Forty-Seven Crores Twenty Four Lakhs Seventy Three Thousand Eight Hundred only) divided into 2,62,50,010 (Two Crores Sixty Two Lakhs Fifty Thousand and Ten) Equity Shares of ₹10 each and 2,09,97,370 (Two Crores Nine Lakhs Ninety Seven Thousand Three Hundred and Seventy) Series A Compulsorily Convertible Preference Shares of ₹10 each. In order to meet the funding requirements of the Company and to enable the Company to create sufficient headroom for the issue and allotment of further securities, it is proposed to increase the Authorised Share Capital of the Company to Rs.64,00,00,000 (Rupees Sixty Four Crores only) divided into 2,80,00,000 (Two Crores Eighty Lakhs) Equity Shares of ₹10 each and 3,60,00,000 (Three Crores Sixty Lakhs) Series A Compulsorily Convertible Preference Shares of ₹10 each, by the creation of 17,49,990 additional Equity Shares of ₹10 each and 1,50,02,630 additional Series A CCPS of ₹10 each.

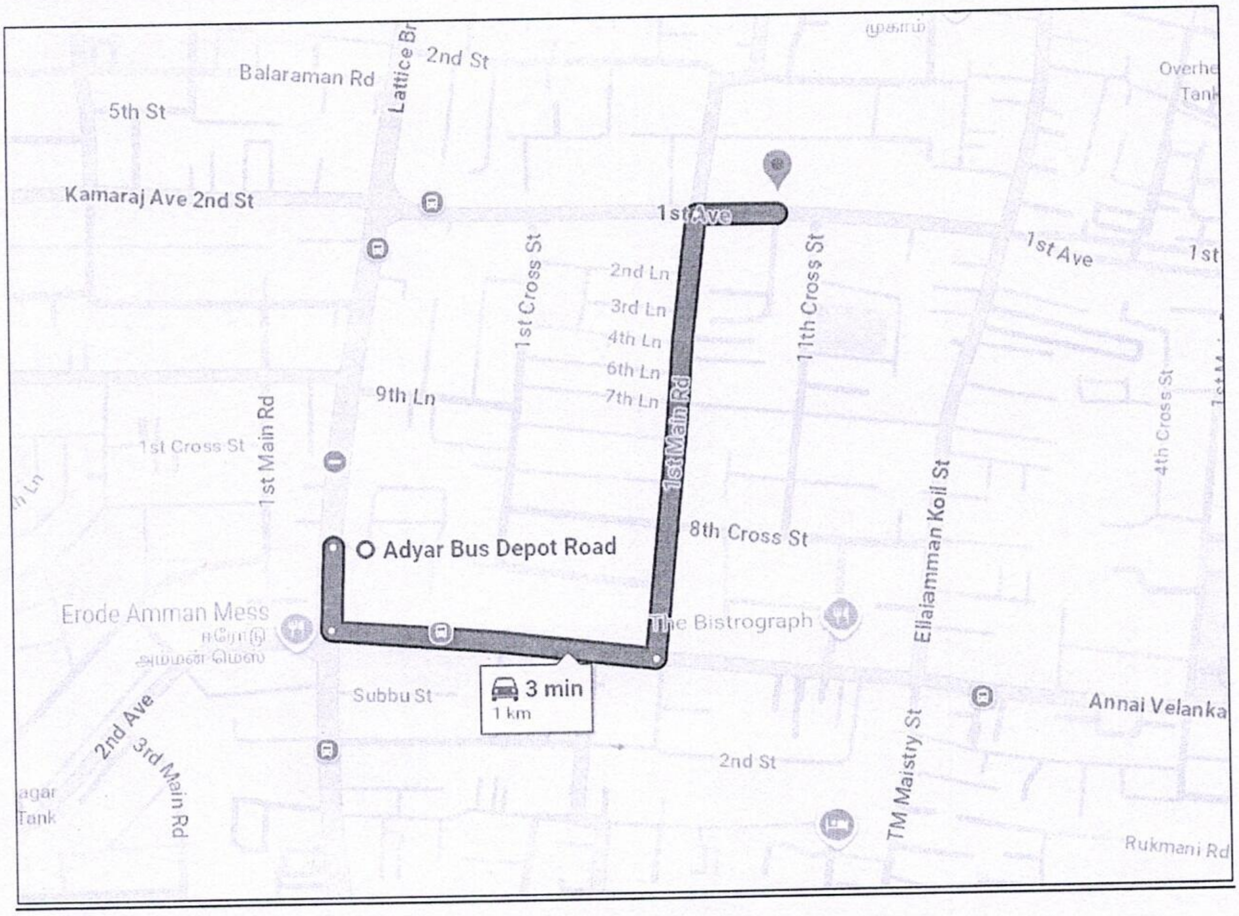
The proposed increase in the Authorised Share Capital necessitates a consequential alteration of Clause V of the Memorandum of Association of the Company so as to reflect the revised Authorised Share Capital. The alteration of Clause V is proposed to be effected by way of substitution in the manner set out in the resolution at Agenda No. 2.

Pursuant to Section 61(1)(a) read with Section 64 of the Companies Act, 2013 and the Articles of Association of the Company, the increase in the Authorised Share Capital and the consequential alteration of the Capital Clause of the Memorandum of Association require the approval of the members of the Company by way of an Ordinary Resolution. Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Agenda No. 2 of the accompanying Notice for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Agenda No.2 save and except to the extent of their respective shareholding in the Company.

ROUTE MAP FOR THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON 15TH JULY 2026, WEDNESDAY AT 3.00 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
PH: 044 4647 8647 | E: contactus@lakshmithra.com
GSTIN: 33AAFCL8094D1ZH | CIN: U64990TN2024PTC169702

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 **Wednesday, 15th July 2026 at 3:00 PM** at the Registered Office of the Company, to transact the following special business:

1. Issue of 65,61,680 series A Compulsorily Convertible Preference Shares (CCPS) on preferential basis by way of private placement.
2. To increase the Authorised Share Capital of 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.

Lakshmithra
FINANCE

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: ....

Lakshmithra
FINANCE

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 Extraordinary General Meeting of the Company, to be held on 15th July 2026, Wednesday at 3.00 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 15th July 2026 which is as below: -

1. Issue of 65,61,680 series A Compulsorily Convertible Preference Shares (CCPS) on preferential basis by way of private placement.
2. To increase the Authorised Share Capital 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.

LAKSHMITHRA FINANCE PRIVATE LIMITED

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

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 2A-2nd Floor, The Wings, New No. 06, Old No. 25, 1st Avenue, Shastri Nagar, Adyar, Chennai – 600020 on 15th July 2026, Wednesday at 3.00 P.M

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

Lakshmithra
FINANCE

POLLING PAPER

FOR EXTRAORDINARY GENERAL MEETING HELD ON 15TH JULY 2026, WEDNESDAY AT 3.00 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	Issue of 65,61,680 series A Compulsorily Convertible Preference Shares (CCPS) on preferential basis by way of private placement.			
2	To increase the Authorised Share Capital 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 : 15th July 2026