NOTICE OF THE THIRD ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE THIRD ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF CAPITALXB FINANCE PRIVATE LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 18, 2026 AT 1:30 P.M. (I.S.T.) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A/801, 81 CREST FP NOS 81 B AND 81 C LINKING ROAD, SANTACRUZ(W) CTS NOS G 318 B AND G 317, NEAR HDFC BANK, MUMBAI 400054 VIA VIDEO CONFERENCING PURSUANT TO THE GENERAL CIRCULAR NO. 03/2025 DATED 22.09.2025 TO TRANSACT THE FOLLOWING BUSINESS

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited balance sheet for the period ended March 31, 2026, the statements of profit and loss accounts as on that date and the cash flow statement, if any together with the report of the board of directors and auditors thereon and, in this regard to consider and if thought fit, to pass the following resolutions as ordinary resolutions:

   "RESOLVED THAT the Audited Balance Sheet of the Company as on March 31, 2026 and the Profit & Loss A/c for the year ended as on that date and the Cash Flow Statement, if any together with the report of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.**"**

SPECIAL BUSINESS:

2. To alter Articles of Association of the Company:

To consider and if thought fit, to pass the following resolution as 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 or re-enactment thereof, for the time being in force), the Articles of Association of the Company and in accordance with the provisions of the Debenture Trust Deed ("DTD"), and 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 new clause:

"**Nominee Director in relation to Non-Convertible Debentures:**

Upon the occurrence of an Event of Default or such other event as may be specified in the Debenture Trust Deed in relation to the Non-Convertible Debentures issued by the Company, the Debenture Trustee shall have right to appoint one person as a Nominee Director on the Board of the Company and committees, if any, and the Board shall, subject to applicable law, appoint such nominee as a director of the Company. The Nominee Director shall not be liable to retire by rotation and shall hold office in accordance with the terms of the Debenture Trust Deed and applicable law."

RESOLVED FURTHER THAT the Directors of the Company or the Company Secretary be and hereby severally authorized to do all such acts, deeds, and things as are necessary to give effect to the above resolution.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to provide certified true copy of the foregoing resolution to the concerned."

By and on behalf of the Board of
CAPITALXB FINANCE PRIVATE LIMITED

Sd/-
KUMAR AJITABH BHARTI
DIRECTOR
DIN: 10270377
Email: bhartika@gmail.com
Address: Evershine Chs Ltd, Flat No. 601, 16/21 Road,
Near Mini Punjab Hotel, Mumbai-400050.

Date: 07.09.2026
Place: Mumbai

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto as **Annexure I.**

2. Corporate Members intending to send their authorised representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the Meeting.

3. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 09/2024 dated 19.09.2024 and General Circular No. 03/2025 dated 22.09.2025, and after due examination, it has been decided to allow companies to conduct their Annual General Meetings ("AGMs") through Video Conference ("VC") or Other Audio-Visual Means ("OAVM") till further orders, in accordance with the framework provided in the aforesaid Circulars.

4. The web-link of the meeting shall be provided separately. To access and participate in the meeting, shareholders and other participating stakeholders are requested to install zoom application and then click on the link provided.

5. In case of any assistance with regards to using the technology before or during the meeting, please contact on the Helpline number: +91 9819148157

6. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company. Such recording shall be made available at the request of the members.

7. The notice of the Annual General Meeting is being sent by electronic mode to those members whose e-mail addresses are registered with the Company.

8. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.

9. Attendance of members is allowed at the meeting through Video Conferencing and the same shall be counted for quorum as requirement for physical quorum has been dispensed with, wherein maintaining and following the protocol of social distancing has been mandated by the Government. Therefore, proxy shall not be allowed to attend and vote at the meeting.

10. The documents related to matters set out in the notice shall be open for inspection in Physical or electronic mode by the members at the corporate office of the Company during normal business hours (9.00 am to 6.00 pm) on all working days up to and including the date of meeting.

11. All the other relevant documents in relation to the items of the Agenda are made available for inspection on demand made by members via screen shared through Video Conferencing.

12. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member.

13. The members can pose questions concurrently at the Meeting or they can submit questions or queries regarding the agenda items on the designated email address through which the notice has been sent.

14. Since the AGM will be held through Video Conferencing, the Route map is not annexed to this notice.

15. The AGM has been convened through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") in compliance with the applicable provisions of the Companies Act, 2013, read with MCA General Circular No. 20/2020 dated May 05, 2020, General Circular No. 09/2024 dated September 19, 2024, and General Circular No. 03/2025 dated September 22, 2025.

Annexure I

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT 2013

Item No. 2: To adopt new set of Articles of Association of the company:

The Company proposes to alter its Articles of Association by inserting a new clause providing for appointment of a Nominee Director only upon the occurrence of an Event of Default under the Debenture Trust Deed in relation to the Company's Non-Convertible Debentures.

The proposed amendment is being made to align the Articles of Association with the terms of the Debenture Trust Deed and the applicable provisions of law, so that in the event of a default, the Debenture Trustee may nominate one person as a Nominee Director on the Board of the Company, and the Board may appoint such nominee as a director in accordance with law.

The proposed insertion is intended to apply only during the subsistence of such default and is required to ensure consistency between the Company's constitutional documents and the debenture transaction documents. The amendment does not affect the rights of shareholders except to the extent necessary for compliance with the debenture documentation and applicable law.

The Board of Directors recommends the passing of Special Resolution set out in Item no. 2 of the accompanying Notice.

A copy of the proposed amended Articles of Association will be available for inspection at the Registered Office of the Company during business hours on working days up to the date of the general meeting.

None of the Directors, Key Managerial Personnel of the Company, and their relatives is concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

By and on behalf of the Board of
CAPITALXB FINANCE PRIVATE LIMITED

Sd/-
KUMAR AJITABH BHARTI
DIRECTOR
DIN: 10270377
Email: bhartika@gmail.com
Address: Evershine Chs Ltd, Flat No. 601, 16/21 Road,
Near Mini Punjab Hotel, Mumbai-400050.

Date: 07.09.2026
Place: Mumbai