

NOTICE

Notice to the Members, Auditors and Directors of Fincfriends Private Limited (“the Company”) is hereby given that the 08th Annual General Meeting of the Company will be held on Tuesday the **30th day of September 2025 at 5.30 PM (IST)** at the registered office of the Company situated at 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram Haryana – 122002, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025 and the Reports of the Board of Directors & Auditors thereon.

SPECIAL BUSINESS:

2. To regularize the appointment of Mr. Vijay Dhingra (DIN: 01617643) as Independent Director of the Company.

To consider and if thought fit, to pass with or without modifications, the following resolution as ordinary resolution:

“**RESOLVED THAT** pursuant applicable provisions of the Companies Act, 2013 (including any modification or re-enactment thereof for the time being in force), Rules made there under and Article of Association of the Company, Mr. Vijay Dhingra (DIN: 01617643), who was appointed as an Additional Independent Director by the Board of Directors with effect from March 5, 2025 and whose term of office is getting expired at the this 8th Annual General Meeting (AGM), be and is hereby regularized as an Independent Director of the Company for a period of 5 Years from the date of his appointment.

RESOLVED FURTHER THAT Directors & Company Secretary of the company be and are hereby authorized severally to do all acts including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

By Order of the Board
For FINCFRIENDS PRIVATE LIMITED

Sd/-
PRIYANKA JOSHI
(Company Secretary)
(Membership No. 36608)

Place: Gurugram
Date: 22-09-2025

Notes:

- (i) 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 the proxy need not be a member of the company.
- (ii) The proxy form and the power of attorney or other authority, if any, under which it is signed shall be deposited at the registered office of the Company not less than 48 (forty-eight) hours before the time for holding the meeting or adjourned meetings at which the person named in the proxy form proposes to vote.
- (iii) Any documents referred to in this notice and statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 10:00 a.m. and 5:00 p.m. upto the date of general meeting and will also be available for inspection at the meeting.
- (iv) Corporate members are requested to send the duly certified copy of board resolutions, pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the annual general meeting.
- (v) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') in respect of the Special Business is annexed hereto and forms part of this Notice.
- (vi) A route map along with prominent landmark for easy location to reach the venue of the Annual General Meeting is annexed to this notice.

By Order of the Board
For FINCFRIENDS PRIVATE LIMITED

Sd/-
PRIYANKA JOSHI
(Company Secretary)
(Membership No. 36608)

Place: Gurugram
Date: 22-09-2025

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the special business of the accompanying Notice dated 22nd September, 2025.

SPECIAL BUSINESS:

ITEM NO. 2

TO REGULARIZE THE APPOINTMENT OF MR. VIJAY DHINGRA (DIN: 01617643) AS INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors had appointed **Mr. Vijay Dhingra** as an **Additional Independent Director** of the Company with effect from 05th March, 2025, pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 and the applicable rules thereunder, read with Schedule IV of the Act for a period of 5 years.

Mr. Vijay Dhingra holds office as an Additional Director up to the date of the ensuing Annual General Meeting of the Company.

Mr. Vijay Dhingra has given his consent to act as an Independent Director and has also submitted a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and RBI Regulations.

In the opinion of the Board, Mr. Vijay Dhingra fulfills the conditions for appointment as an Independent Director as specified in the Act and RBI Regulations, and he is independent of the management.

Mr. Dhingra is a commerce and law graduate, and a qualified Company Secretary registered with ICSI. He has also participated residential workshop from IIM Ahmedabad on communication strategies "The Winning Edge" and Residential Program from London Business School on "Executing Strategies for Results". He is ~46 years of age and fulfils the aforesaid eligibility criteria. His testimonials for the above qualifications, age, KYC documents etc have been verified with originals and copies obtained. The Company has also obtained requisite declaration and undertakings from Mr. Dhingra. Thus, he fulfils the eligibility criteria as set out above.

Mr. Dhingra is LLB and CS professional with a dynamic career of over 22 years post qualification. He is widely experienced in secretarial, legal, compliances, loan documentation, internal/statutory audit, creation of mortgages, Finance, Accounts, MIS Reporting, Cash Flow Management and Fund Management. He is very well conversant with tenets of Banking and Non-banking financial activities. His varied experience in NBFC sector, Home Credit India Finance and other entities including HSBC Invest direct, BLB Ltd as mentioned above will be an asset to our company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director for a term of **5 (five) consecutive years]** from 05th March, 2025, not liable to retire by rotation.

Accordingly, the Board recommends the resolution set out in the accompanying Notice for the approval of the members by way of an Special Resolution (as applicable).

None of the Directors, of the Company or their relatives, except Mr. Vijay Dhingra, is in any way concerned or interested, financially or otherwise, in the resolution.

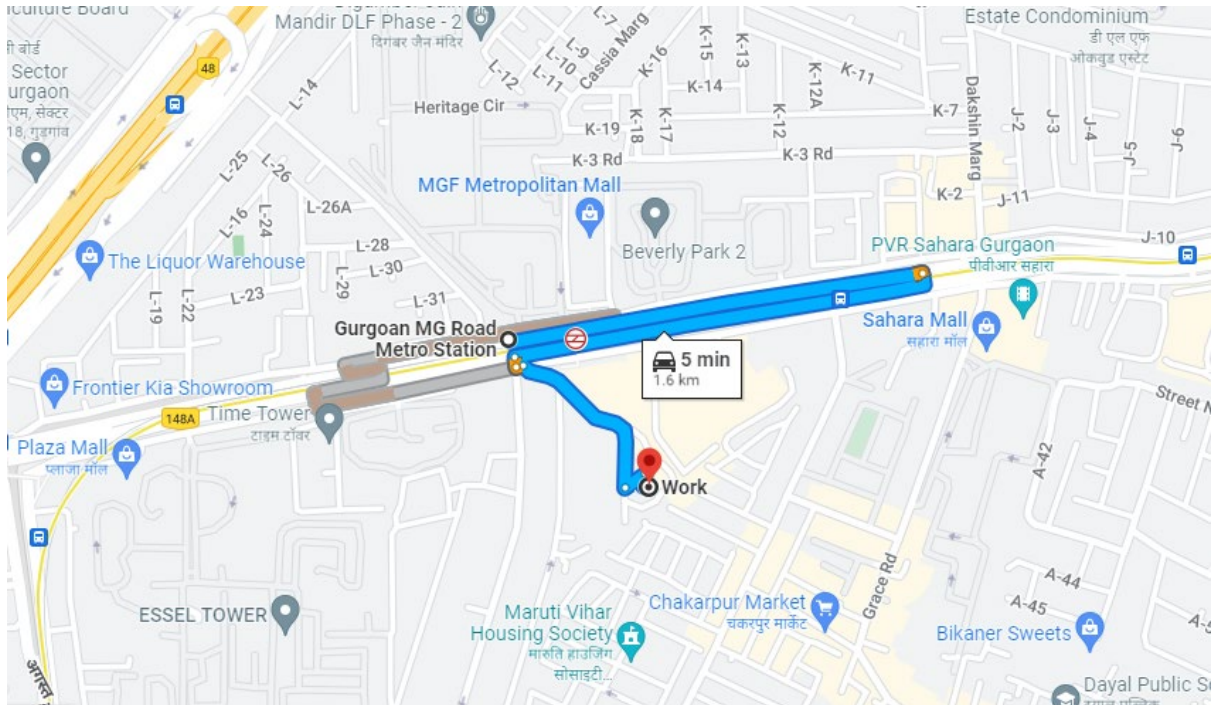
The profile of Mr. Dhingra is also annexed herewith as **Annexure -1**.

**By Order of the Board
For FINCFRIENDS PRIVATE LIMITED**

Sd/-
PRIYANKA JOSHI
(Company Secretary)
(Membership No. 36608)

Place: Gurugram
Date: 22-09-2025

Route Map to the venue of AGM of the Company



Form No. MGT-11
Proxy form

FINC FRIENDS PRIVATE LIMITED

CIN: U65929HR2017FTC135958

Registered office: 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok, Phase I, Gurugram - 122002

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Clint Id:

DP ID:

We, _____, being the member of **FINC FRIENDS PRIVATE LIMITED**, holding _____ shares, hereby appoint

Name:

Address:

E-mail Id:

Signature:

as our proxy to attend and vote (on a poll) for us and on our behalf at the Annual General Meeting of members of the Company, to be held on Tuesday, 30th day of September, 2025 at 05.30 PM (IST) at the registered office of the Company situated at 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram - 122002 and at any adjournment thereof in respect of such items as are indicated below:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025 and the Reports of the Board of Directors & Auditors thereon.

Special Business:

2. To regularize the appointment of Mr. Vijay Dhingra (DIN: 01617643) as Independent Director of the Company.

Signed this ____ day of _____ 2025

Affix Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

ATTENDANCE SLIP**FINCFRIENDS PRIVATE LIMITED****CIN: U65929HR2017FTC135958****Registered Office: 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram - 122002****Annual General Meeting, Tuesday, 30th day of September 2025, at 05.30 PM (IST)**

Regd. Folio No.	
DP ID	
Client ID/Ben. A/C	
No. of shares held	

I certify that I am a registered shareholder/proxy/authorised representative for the registered Shareholder of the Company and hereby record my presence at the Annual General Meeting of the Company held on Tuesday, 30th day of September 2025 at 5.30 PM (IST) at the registered office of the Company situated at 7th Floor, Vatika Triangle, Mehrauli-Gurgaon Road, Block B, Sushant Lok Phase I, Gurugram - 122002.

Member's/Proxy's/Authorised representative's
name in Block Letters

Signature

Note: Please fill this attendance slip and hand it over at the entrance of the venue.