

Namdev Finvest Private Limited

Registered Office – Namdev House, Plot No. 21, Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan

Contact no- 0141-2250026, CIN – U65921RJ1997PTC047090

Email: cs@namfin.in

NOTICE OF 02ND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 2ND (FY 2025-26) EXTRA ORDINARY GENERAL MEETING OF NAMDEV FINVEST PRIVATE LIMITED (“COMPANY”) WILL BE HELD ON FRIDAY, 30TH JANUARY 2026 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT NAMDEV HOUSE, PLOT NO 21, NEER SAGAR-A, BHANKROTA, JAIPUR-302026, RAJASTHAN.

TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

ITEM NO. 1: CONVERSION OF THE COMPANY FROM PRIVATE LIMITED TO PUBLIC LIMITED

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

“RESOLVED THAT pursuant to the provisions of Sections 14, 18 and other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and subject to approval of the Reserve Bank of India and other statutory authorities, the consent of the members be and is hereby accorded for conversion of the Company **from Namdev Finvest Private Limited to Namdev Finvest Limited** by deletion of the word ‘*Private*’ from its name.

RESOLVED FURTHER THAT the word “Private” wherever appearing in the Memorandum and Articles of Association of the Company in the name of the Company be and is hereby deleted.

RESOLVED FURTHER THAT such conversion shall not result in listing of the Company’s securities and shall not adversely affect any rights of the Investors under the Shareholders’ Agreement or other Transaction Documents.

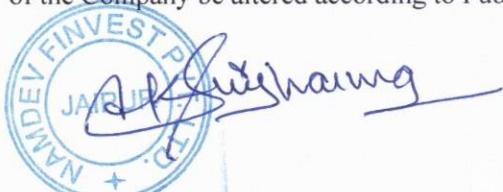
RESOLVED FURTHER THAT the Board of Directors or Company Secretary and Compliance Officer be and is hereby authorized to make application, file forms, etc. for change of status of the Company and consequently its name with the Registrar of Companies office and are hereby further authorized to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution.”

ITEM NO. 2: ALTERATION OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules made thereunder (including any statutory modification(s) or re-enactment thereof) for the time being in force, consent of the Members be and is hereby accorded to amend Name Clause of the Memorandum of Association of the Company by changing the name of the company from “**Namdev Finvest Private Limited**” to “**Namdev Finvest Limited**”.

“RESOLVED FURTHER THAT in accordance with the provisions of Section 14 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 or applicable rule(s) made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and consequent to conversion of Company from Private Limited Company to Public Limited Company and subject to such approvals as may be necessary, the existing Articles of Association of the Company be altered according to Public Limited Company.



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RESOLVED FURTHER THAT the altered MOA and AOA as placed before the meeting be and are hereby approved.

“RESOLVED FURTHER THAT the Board of Directors or Company Secretary and Compliance Officer be and is hereby authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies, in this regard or for giving effect to this Resolution.”

By the Order of Board of Directors

For NAMDEV FINVEST PRIVATE LIMITED



Sakshi Sharma
Company Secretary and
Compliance Officer
M. No – 25396

Place: Jaipur
Date: 06/01/2026

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf.
2. A statement setting out material facts pursuant to section 102 of the Companies Act, 2013 (the Act) with respect to the items covered under special business of the notice is annexed hereto
3. The proxy need not be a member of the Company.
4. All relevant documents referred in this Notice, and the Explanatory Statement shall be open for inspection by the Members at the Registered office of the Company during the business hours on all working days upto the date of EGM.

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EXPLANATORY STATEMENT

(Pursuant To Section 102 of the Companies Act, 2013)

Item No. 1: Conversion of the Company from Private Limited to Public Limited.

The Company has grown in scale and operations and, in order to strengthen governance standards, improve institutional credibility and align its corporate structure with long-term strategic objectives, it is proposed to convert the Company into a **Public Limited Company** (i.e. Namdev Finvest Private Limited to Namdev Finvest Limited).

The conversion:

- Compliant with the Provisions of Companies Act, 2013.
- Has received prior written Investor Consent under the Shareholders' Agreement.
- Requires prior approval of RBI as the Company is registered as a NBFC.

The proposed change will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

The Board recommends the resolution set out at Item No. 1 for approval of the members as a **Special Resolution**.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

Item No. 2: Alteration of MOA and AOA.

Consequent upon the proposed conversion, it is necessary to alter the MOA and AOA of the Company to:

- Reflect the change in name and status.
- Remove provisions applicable only to Private Companies.
- Align with statutory requirements applicable to Public Limited Companies.

The proposed alterations do not impact Investor rights, governance protections or economic interests under the Shareholders 'Agreement.

The Board recommends the resolution set out at Item No. 2 for approval of the members as a **Special Resolution**.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned **By the Order of Board of Directors**

For **NAMDEV FINVEST PRIVATE LIMITED**



Sakshi Sharma
Company Secretary and
Compliance Officer
M. No – 25396

Date: 06/01/2026
Place: Jaipur

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PROXY FORM
MGT 11

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

CIN: U65921RJ1997PTC047090

Name of the Company: Namdev Finvest Private Limited

Registered Office: Plot No 21, Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan

Name of the Member(s):

Registered address :

E-mail id :

Folio No./Clint ID :

DP ID:

I / We, being the member(s) of _____ Equity Shares of the Company, hereby appoint

1. Name : _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him / her
2. Name : _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him / her
3. Name : _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Friday, 30th January, 2026 at 11:00 AM at the Registered office of the company at Plot No 21, Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan, in respect of such resolutions set out in the Notice convening the meeting.

S. N.	Resolutions	For	Against
<u>Special Resolution:</u> -			
1.	Conversion of the Company from Private Limited to Public Limited.		
2.	Alteration of MOA and AOA.		

Signed this _____ day of _____ 2026

Signature of Proxy Holder(s)

Revenue
Stamp

Note: The proxy must be returned so as to reach the Registered Office of the Company not later than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

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ATTENDANCE SLIP

NAMDEV FINVEST PRIVATE LIMITED

Registered Office: Plot No 21, Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan

Folio No:

No. of Shares:

I/We hereby record my/our presence at the Extra-Ordinary Meeting of the Company being held on Friday, 30th January 2026 at 11.00 AM at the Registered office of the company at Plot No 21, Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan.

A. Name(s) of the Member:

1. Mr./Ms.

and Joint Holder(s)

2. Mr./Ms.

(in block letters)

3. Mr./Ms.

B. Address :

.....

C. Father's/Husband's
Name (of the Member) :

Mr.....

D. Name of Proxy

Mr./Ms.

Signature of the Proxy

Signature(s) of Member and Joint Holder(s)

Note: Please complete the Attendance slip and hand it over at the Registration Counter at the venue.

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ROUTE MAP OF THE EGM VENUE

Venue: Namdev House, Plot No. 21, Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan

