

Namdev Finvest Limited
(Formerly Known as Namdev Finvest Private Limited)
Registered Office – Namdev House, Plot No. 21, Neer Sagar-A, Bhankrota, Jaipur-302026,
Rajasthan
Contact no- 0141-2250026, CIN – U65921RJ1997PLC047090
Email: cs@namfin.in

NOTICE OF 01ST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 1ST (FY 2026-27) EXTRA ORDINARY GENERAL MEETING OF NAMDEV FINVEST LIMITED (FORMERLY KNOWN AS NAMDEV FINVEST PRIVATE LIMITED) (“COMPANY”) WILL BE HELD ON WEDNESDAY, 29TH APRIL 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: TO APPROVE THE APPOINTMENT OF M/S TOSHNIWAL & ASSOCIATES, CHARTERED ACCOUNTANT, AS THE STATUTORY AUDITOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the rules, guidelines and circulars issued by Reserve Bank of India ("RBI"), in this regard, from time to time, the Members be and is hereby consider, review and approve the appointment of M/S Toshniwal & Associates, Chartered Accountant (FRN no. 000546N), as the Statutory Auditors of the Company to fill up the casual vacancy due to resignation of M/s B.R. Maheshwari & Co., LLP, and to hold office till the conclusion of the ensuing Annual General Meeting, at an annual remuneration agreed mutually excluding applicable taxes and out of pocket expenses, if any, for the purpose of audit of the Company's accounts, limited review report and any other certifications for FY 2025-26, as may be stipulated and required by the RBI and/or any other regulatory authority(ies) from Statutory Auditor. Further, the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of Statutory Auditor's appointment including but not limited to any revision in the remuneration to such extent as may be mutually agreed with the Statutory Auditors.

RESOLVED FURTHER THAT Any Director or Company Secretary be and are hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.

ITEM NO. 2: APPROVAL FOR PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES AND/OR OTHER DEBT INSTRUMENTS:

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

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 18 of Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular issued from time to time, and Reserve Bank of India (Non-Banking Financial Companies – Miscellaneous) Directions, 2025 and other applicable regulations and guidelines, Foreign Exchange Management Act & Reserve Bank of India, the Memorandum of Association and the

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Articles of Association of the Company and any other statutory modifications, re-enactments or amendments from time to time to the above mentioned regulations and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent regulatory authorities/bodies, whether in India or abroad, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include Borrowing & Investment Committee ("Committee ") of the Board) to issue, and to make offer(s) and/or invitation(s) to eligible investors (whether residents, non-residents, institutions, banks, incorporated bodies, mutual funds, venture capital funds, financial institutions, body corporate [includes a corporate incorporated outside India], individuals, trustees, stabilizing agents or otherwise and whether or not such investors are members of the Company), either in Indian Rupees or an equivalent amount in any foreign currency, to subscribe to, non-convertible debentures including bonds by way of External Commercial Borrowings ("ECB") (a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, market linked debentures, and/or (g) any others (as may be determined)) ("NCDs" or "Debentures"), on a private placement basis, in one or more tranches, for a period of 1 (one) year from the date of passing of this resolution, provided that the outstanding amounts of all such NCDs at any time during the period shall not exceed INR 20,00,00,00,000 (Indian Rupees Two Thousand Crore).

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, invitation, issue or allotment through private placement of Debt Instruments, the Board and/or the Borrowing and Investment Committee of the Board as may be authorised by the Board; be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalizing the form / placement documents / offer letter, timing of the issue(s), including the class of investors to whom the Debt Instruments are to be allotted, number of Debt Instruments to be allotted in each tranche, issue price, redemption, rate of interest, redemption period, allotment of Debt Instruments, appointment of lead managers, arrangers, debenture trustees, Authorised Dealer and other agencies, entering into arrangements for managing the issue, issue placement documents and to sign all deeds, documents and writings and to pay any fees, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any director or Company Secretary of the Company be furnished to such persons as may be deemed necessary.

By the Order of Board of Directors

For Namdev Finvest Limited
(Formerly Known as Namdev Finvest Private Limited)

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

Place: Jaipur
Date: 04/04/2026

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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)

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

The following explanatory statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the special business mentioned in the accompanying notice for convening the EGM of the members of the Company:

Resolution at Item No: 1 The members of the Company at the 27th Annual General Meeting held on 26th September 2023 have appointed M/S B.R. Maheshwari & Co., LLP, Chartered Accountants, as the Statutory Auditors of the Company to hold office, from the conclusion of 27th Annual General Meeting until the conclusion of ensuing 30th Annual General Meeting of the Company.

Further Reserve Bank of India ("RBI") vide its Circular Ref. No. DoS.CO.ARG/SEC.01 /08.91.001/2021-22 dated April 27, 2021, has issued guidelines for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBS), UCBs and NBFCs (including HFCs). Further, as per the said guidelines, the Company require to appoint audit firm for conducting statutory audit and said audit firm can continue to act as the Statutory Auditors ("SA") of the Company for a continuous period of three (3) years and thereafter the audit firm would be eligible for re-appointment in the Company after expire of six (6) years from the cessation of first term.

Further, inform that due to resignation of current Statutory Auditor of the Company M/S B.R. Maheshwari & Co., LLP, to fill the causal vacancy and on the recommendation of the Audit Committee Board appointed M/S. Toshniwal & Associates (Firm Registration No. 000546N), Chartered Accountant as the Statutory Auditor ("Statutory Auditor") of the Company till the conclusion of the next Annual General Meeting of the, subject to the approval of members of the Company, at such annual remuneration as may be agreed, excluding applicable taxes and out of pocket expenses, if any, for the purpose of audit of the company's accounts, limited review report and any other certifications for FY 2025-26, as may be stipulated and required by the RBI and/or any other regulatory authority(ies) from Statutory Auditors, for their consideration and approval.

Further, as per the provisions of Section 139 of the Companies Act, 2013 ("Act"), statutory auditors as appointed in Extra-Ordinary General meeting, shall hold office till the conclusion of ensuing Annual General Meeting.

In view of the above, the Board of Directors ("Board") at their meeting held on 31st March 2026 on the recommendation of the Audit Committee, appointed M/S Toshniwal & Associates, Chartered Accountant (FRN no. 000546N), as the Statutory Auditors of the Company in place of M/S B.R. Maheshwari & Co., LLP, till the conclusion of ensuing Annual General Meeting, but pursuant to the provisions of section 139 of the Act, board can fill up casual vacancy subject to the approval in General meeting up to the conclusion of ensuing Annual General Meeting this meeting board has sought your approval to appoint M/S Toshniwal & Associates, Chartered Accountants, as the Statutory Auditors of the Company.

None of the Director or and Key Managerial Personnel of the Company or their relatives are, directly or indirectly, financially or otherwise, concerned or interested in the Resolution set out at Item No. 1

Resolution at Item No: 2 The members are informed that Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("Members") by means of a

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special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures exceeding the limits prescribed in Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such non-convertible debentures issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

In order to augment the resources of the Company and for general corporate purposes and/or such other purposes as may be determined, the Company may invite subscription for non-convertible debentures including bond by way of External Commercial Borrowings (“ECB”) ((a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, (f) market linked debentures and/or (g) any others (as may be determined) to be issued by the Company (“NCDs” or “Debentures”), in one or more series/tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including any premium or discount) shall be decided by the board of directors of the Company (“Board”) on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

<p>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</p>	<p>Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs (whether secured/unsecured, subordinated/senior, rated/unrated, listed/unlisted, or market linked NCDs) shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p>
<p>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</p>	<p>NCD’s or Debentures (Including ECB by way of Bond).</p> <p>The NCDs will be offered/issued either at par or at a premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.</p>

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BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are NCD's or Debentures which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s). A redemption premium may also be payable on the NCDs, which shall be determined in accordance with the manner prescribed in the transaction documents in relation to the issue of such NCDs.
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Section 42 of the Companies Act, 2013.
MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPAL TERMS OF ASSETS CHARGED AS SECURITIES	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investors(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.

Accordingly, consent of the Members is sought in connection with the issuance of NCD's or Debentures by the Company from time to time and they are requested to authorize the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include Borrowing & Investment Committee ("Committee") of the Board) to issue such NCD's or Debentures during the year on private placement basis up to INR 20,00,00,00,000 (Indian Rupees Two Thousand Crore) as stipulated above, in one or more tranches.

The Board of Directors recommends the resolution set out at Item No. 2 of the accompanying notice, for the approval of the members of the Company by way of a Special Resolution.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

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By the Order of Board of Directors
Namdev Finvest Limited
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Sakshi Sharma
Company Secretary and
Compliance Officer
M. No – 25396

Date: 04/04/2026
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]

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Name of the Member(s):

Registered address :

E-mail id :

Folio No./Clint ID :

DP ID:

I / We, being the member(s) of _____ Equity/Preference 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

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 Wednesday, 29th April, 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
Special Resolution: -			
1.	TO APPROVE THE APPOINTMENT OF M/S TOSHNIWAL & ASSOCIATES, CHARTERED ACCOUNTANT, AS THE STATUTORY AUDITOR OF THE COMPANY.		
2.	APPROVAL FOR PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURES AND/OR OTHER DEBT INSTRUMENTS:		

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

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Folio No: DP ID/Clint ID:

No. of Shares:

I/We hereby record my/our presence at the Extra-Ordinary Meeting of the Company being held on Wednesday, 29th April 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

