

NOTICE

NOTICE is hereby given that the 1st (2022-23) Extraordinary General Meeting of the members of Pragati Finserv Private Limited (the "Company") will be held on **Tuesday, August 02, 2022, at 4.30 PM** at the registered office of the Company at 8-2-624/A/1, 4th Floor, Meena Bazaar Towers, Road No. 10, Avenue 4, Banjara Hills, Hyderabad – 500 034 to transact the following business:

SPECIAL BUSINESS:

1. Approval for grant of Employee's stock options to eligible employees.

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

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 made thereunder (including any amendment, modification, variation or re-enactment thereof), the Articles of Association of the Company and subject to such other rules, regulations and guidelines as may be applicable from time to time and subject to the approval(s), consent(s), permission(s) and / or sanction(s) as may be required, consent of the shareholders of the Company be and is hereby accorded for grant of options upto 42,50,000 to eligible employees of the Company under the Pragati Employee Stock Option Scheme, 2021.

RESOLVED FURTHER THAT approval of the shareholder is also accorded for grant of options to eligible employees in excess of the one percent of the issued Capital of the Company.

RESOLVED FURTHER THAT the equity shares to be issued as stated aforesaid shall rank pari-passu with all the existing equity shares of the Company for all purposes.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary including authority to delegate all or any of the powers conferred herein, to any Committee of the Company, with power to such Committee to further delegate such powers to any executives / officers of the Company to give effect to this resolution."

On behalf of the Board,

For Pragati Finserv Private Limited



Monika Gurung

Company Secretary

Membership No: A50149

Place: Hyderabad

Date: 26.07.2022

PRAGATI FINSERV PRIVATE LIMITED

Registered Office: 8-2-624/A/1, 4th Floor, MB Towers, Road No.10, Avenue 4, Banjara Hills, Hyderabad, Telangana - 500034

☎: 9884277111, ✉: info@pragatifin.com, 🌐: www.pragatifin.com, CIN - U65990TG2021PTC148992



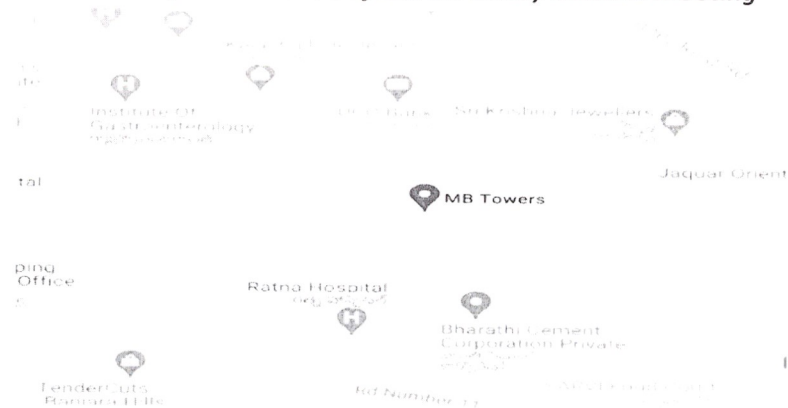
PRAGATI FINSERV SUBSIDIARY OF NORTHERN ARC CAPITAL

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll only instead of himself and the proxy need not be a member.

A proxy form, duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

2. Attendance slips and proxy form are annexed hereto
3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such representative to attend and vote on their behalf at the meeting.
4. All the relevant documents referred in this Notice shall remain open for inspection by the Members of the Company at the Registered Office from 10:00 AM to 4:00 PM on all working days (except Saturday) upto the date of this Extra ordinary General Meeting.
5. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.

Route map to the venue of Extraordinary General Meeting



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PRAGATI

F I N S E R V
SUBSIDIARY OF NORTHERN ARC CAPITAL

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 1 – Approval for grant of Employee’s stock options to eligible employees.

The members of the Company at its Extraordinary General meeting held on May 07, 2021, had approved introduction of the Pragati Employee Stock Option Plan 2021 and Pragati Employee Stock Option Scheme 2021 – Scheme 1 for the benefit of the present and future employees of the Company.

In accordance with the Pragati Employee Options Plan, the Board of Directors at its meeting held on July 26, 2022 approved the grant of options upto 4,25,000 to the eligible employees. Approval of the members is being sought for grant of options to the eligible employees in excess of the one percent of the issued capital of the Company.

The Board recommends the Special Resolution as set out at item no. 1 for approval by the members.

None of the Directors, Manager and/or Key Managerial Personnel of the Company or their relatives is interested or concerned in the above resolution.

On behalf of the Board,

For Pragati Finserv Private Limited

Monika Gurung
Company Secretary

Membership No: A50149

Place: Hyderabad

Date: 26.07.2022

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