



CAPITAL

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting (FY2025-26/03) of the members of Spinny Capital Private Limited (The “Company”) will be held at shorter notice on Wednesday, 21st day of January, 2026 at the Registered Office of the Company situated at 7th Floor, Tower-A, Capital Business Park, Sector-48, Sohna Road, Gurgaon, Haryana -122018 at 12:30 P.M., to transact the following businesses:

SPECIAL BUSINESS:

1. APPROVAL FOR ALTERATION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The following **Special Resolution** is required to be passed by the Shareholder in an Extra-Ordinary General Meeting of the Company.

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members of the Company be and is hereby accorded, subject to the approval by Registrar of Companies, NCT of Delhi & Haryana, to append following sub clause 8A after sub clause 8 of clause III (A) of the Memorandum of Association of Company:

8A To carry on the business as an Insurance Corporate Agent in accordance with the Insurance Act, 1938, and the regulations, guidelines and directions issued by the Insurance Regulatory and Development Authority of India (IRDAI), to solicit, procure, service and facilitate insurance products for customers, strictly as permitted to a Non-Banking Financial Company under applicable laws.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, company secretary or any director of the Company be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms as may be required with



the Registrar of Companies, NCT of Delhi and Haryana."

**By Order of the Board of Directors
For Spinny Capital Private Limited**

**Amit Kakkar
CEO & Whole-time Director
(DIN: 08254518)**

Place: Gurgaon, Haryana
Date: 20.01.2026

Registered Office: 7th Floor, Tower-A, Capital Business Park,
Sector-48, Sohna Road, Gurgaon, Haryana -122018
CIN: U65999HR2021PTC099583
E-mail: secretarial@spinnycapital.com

**SPINNY CAPITAL PRIVATE LIMITED
CIN No. U65999HR2021PTC099583**

Tel: +91-727-727-7275 Website: www.spinnycapital.com Email: contactus@spinnycapital.com
Regd. Office: 7th floor, Tower-A, Capital Business Park, Sector-48, Sohna Road, Gurgaon, Haryana -122018

NOTES:

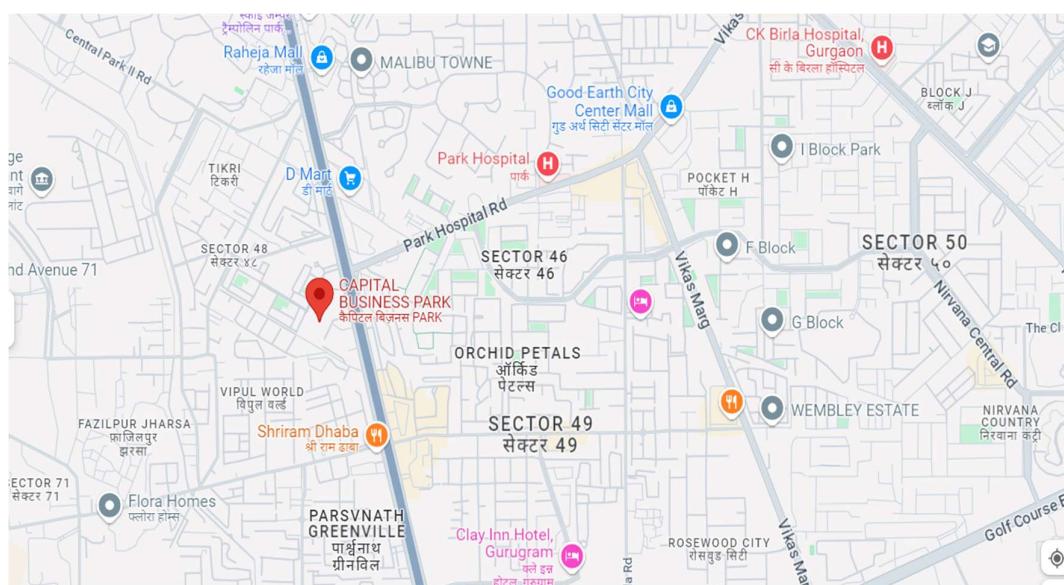
- (a)** A member entitled to attend, and vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote on his/her behalf, and a proxy need not be a member. A blank form of proxy is enclosed and if intended to be used, it should be returned, duly completed, to the registered office of the company not later than forty-eight hours before the commencement of the meeting. proxy holders shall carry valid identity proof at the time of attending the meeting. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (b)** 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 the relevant resolution, passed by its Board of Directors, governing authority, authorizing the representative(s) to attend and vote on their behalf at the meeting together with the specimen signatures of such representatives duly attested.
- (c)** Members/proxies/authorized representatives are requested to submit the attendance slips duly filled in for attending the meeting. Members holding shares in physical form are requested to write their folio number in the attendance slip to attend the meeting.
- (d)** Members desiring any information with regard to accounts/reports are requested to write to the Company at its Registered Office before the meeting so as to enable the Management to have the information ready.
- (e)** Requisitions, if any, for inspection of Proxies shall be received in writing from a Member entitled to vote on any Resolution at least three days before the commencement of the Meeting.
- (f)** Proxies shall be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
- (g)** All documents referred to in the notice and accompanying explanatory statement are open for inspection at the registered office of the Company on all working days between 11:00 A.M. To 01:00 P.M. up to the date of the general meeting and at the venue of the meeting for the duration of the meeting.
- (h)** Members are requested to kindly notify the Company of any changes in their addresses/e-mail address to enable the Company to address future communication to their correct addresses.
- (i)** Copies of the Memorandum and Articles of Association of the Company and other relevant records in respect of the ordinary/special business are available at the Registered Office of the

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Company and electronically for inspection of the members during business hours between 10 A.M. and 5 P.M. on all working days.

No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting.

- (j) No items of business other than those specified in the Notice and those specifically permitted under the Act shall be taken up at the Meeting.
- (k) An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to special business to be transacted at the Meeting under item number 1 is annexed hereto.
- (l) The road map is attached herewith.



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EXPLANATORY STATEMENT PASSED WITH RESPECT TO ITEM NO. 1

ALTERATION IN THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

In order to meet its growth objectives, the Board of Directors of the Company on January 21, 2026, had decided to alter its object clause by inserting a clause to the main object of the Memorandum of Association of the Company.

Therefore, it is proposed to insert sub clause 8A after sub clause 8 of clause III (A) of the Memorandum of Association of Company. The above amendment would be subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana and any other statutory or Regulatory authority, as may be necessary.

To insert sub clause 8A after sub clause 8 of clause III (A) of the Memorandum of Association of Company would require member's approval for Item No. 1 by passing a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.


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**FORM NO. MGT 11
PROXY FORM**

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

CIN: U65999HR2021PTC099583

Name of the Company: **Spinny Capital Private Limited**

Registered Office: 7th Floor, Tower-A, Capital Business Park, Sector-48, Sohna Road, Gurgaon, Haryana -122018

Name of the Member (s) : _____

Registered address: _____

E-mail Id : _____ Folio No. /DP ID No. _____ Client ID No. _____

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

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or falling him / her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or falling him / her

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____.

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at an Extra-Ordinary General Meeting of the Company scheduled to be held on Wednesday, 21st day of January, 2026 at 12:30 P.M. at 7th Floor, Tower-A, Capital Business Park, Sector-48, Sohna Road, Gurgaon, Haryana -122018 or at any adjournment thereof, in respect of such resolution set out in the Notice convening the meeting, as is indicated below:

Resolution No.	Resolutions
Special Business	
1	To Alter the object clause of the Memorandum of Association of the Company- Special Resolution

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Signed this _____ day of _____ 2026.

Affix Re. 1/-
Revenue
Stamp

Signature of Shareholder: _____

Signature of Proxy Holder(s): _____

Note: The Proxy form duly stamped and completed must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the aforesaid meeting.

Folio No.* _____

No. of Shares _____

DP ID _____

Client ID _____

ATTENDANCE SLIP

Members or their proxies are requested to present this slip in accordance with the Specimen Signatures registered with the Company, at the entrance of the meeting Hall, for admission.

Name of the attending Member / Proxy _____
(in block letters)

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Wednesday, 21st day of January 2026 at 12:30 P.M. at 7th Floor, Tower-A, Capital Business Park, Sector-48, Sohna Road, Gurgaon, Haryana -122018.

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Member's Signature

Proxy's Signature

*Applicable for Members holding shares in Physical form.

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