

Spinny Capital Private Limited

Registered Office: 8th floor, Tower-A, Capital Business Park, Sector-48, Sohna Road, Gurgaon, Haryana-122001

CIN: U65999HR2021PTC099583; E-mail: secretarial@spinnycapital.com

Website: www.spinnycapital.com

NOTICE

Notice is hereby given that Extraordinary General Meeting (01/2025-26) of the members of Spinny Capital Private Limited will be held at shorter notice on Monday, 5th day of May, 2025 at the Registered Office of the Company situated at 8th floor, Tower-A, Capital Business Park, Sector-48, Sohna Road, Gurgaon, Haryana-122001 at 11:00 A.M., to transact the following businesses:

SPECIAL BUSINESS:

1. **To increase the Authorized Share Capital of the Company from Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) equity shares of Rs. 10/- (Ten) each to Rs. 84,00,00,000/- (Rupees Eighty-Four Crores Only) divided into 8,40,00,000 (Eight Crores and Forty Lakhs) equity shares of Rs. 10/- (Ten) each by creation of additional 3,40,00,000 (Three Crores Forty Lakhs) equity shares of Rs. 10/- (Ten) each.**

The Board, passing a resolution dated May 3, 2025, has decided to enhance the Authorised Capital of the Company to Rs. 84,00,00,000/- (Rupees Eighty-Four Crores Only) divided into 8,40,00,000 (Eight Crores and Forty Lakhs) equity shares of Rs. 10/- (Ten) each by creation of additional 3,40,00,000 (Three Crores Forty Lakhs) equity shares of Rs. 10/- (Ten) each on account of an increase in Equity Capital. Therefore, the following **Ordinary Resolution** is required to be passed by the Shareholder in this Extraordinary General Meeting of the Company.

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a), Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, approval is hereby granted to increase the Authorized Share Capital of the Company from Rs.50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crore) equity shares of Rs. 10/- (Ten) each to Rs. 84,00,00,000/- (Rupees Eight-Four Crores Only) divided into 8,40,00,000 (Eight Crores and Forty Lakhs) equity shares of Rs. 10/- (Ten) each by creation of additional 3,40,00,000 (Three Crores Forty Lakhs) equity shares of Rs. 10/- (Ten) each ranking pari passu in all respects with the existing shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and any other applicable provisions of the Companies Act, 2013, rules framed thereunder, the consent of the members of the Company be and is hereby accorded for altering the Clause V of the Memorandum of Association of the Company be as follows:

V. **The Authorized Share Capital of the Company is Rs. 84,00,00,000 /- (Rupees Eighty-Four Crores only) divided into 8,40,00,000 (Eight Crores and Forty Lakhs) equity shares of Rs. 10/- (Ten) each.**

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RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorized to do all such acts, deeds, things as may be required and sign all documents including signing and filing of the requisite form with ROC, NCT of Delhi and Haryana, on behalf of the Company.”

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

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

Place: Gurgaon, Haryana

Date: 03.05.2025

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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 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 requesting 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 keep 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 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 are available at the Registered Office of the Company and electronically for inspection of the members during business hours between 10 A.M. and 5 P.M. on all working days.
- (j)** No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting.
- (k)** 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.

Spinnycapital Private Limited

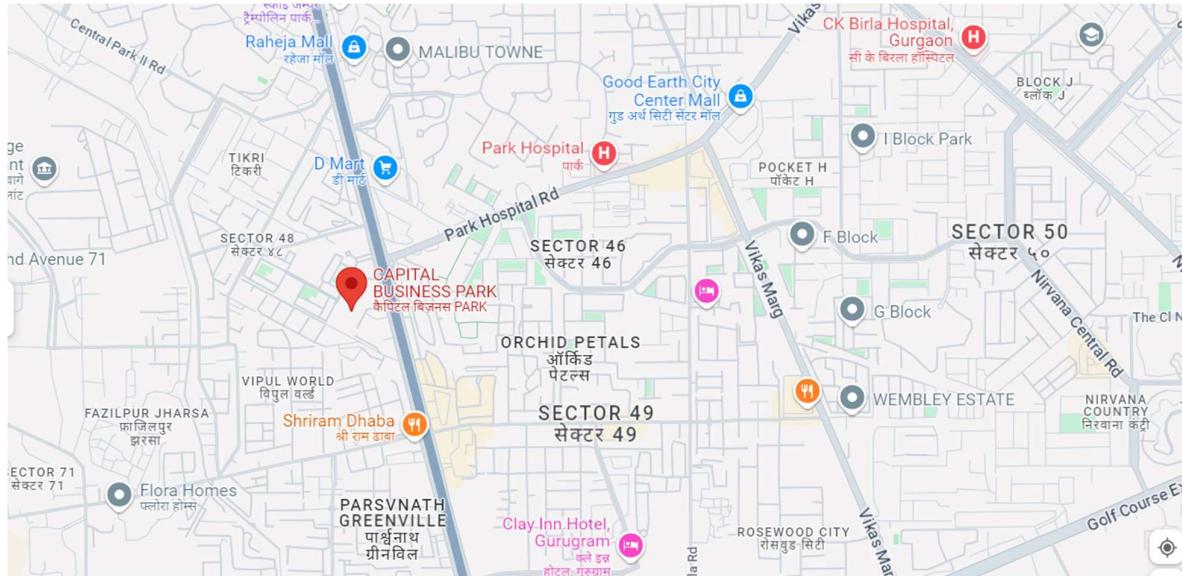
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(I) An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to special business to be transacted at the Meeting under item number 1 is annexed hereto.

(m) The road map is attached herewith.



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EXPLANATORY STATEMENT PASSED WITH RESPECT TO ITEM NO. 1

Pursuant to Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts concerning the special business referred to in the accompanying notice.

In order to meet the working capital requirement of the Company, it was decided to increase the current Paid-Up Equity Share Capital of the Company from Rs. 50,00,00,000/- (Rupees Fifty Crores Only) to Rs. 84,00,00,000/- (Rupees Eighty-Four Crores Only) by way of further issue of capital which would require an increase in the existing Authorised Share Capital of the Company. The Board of Directors via a resolution passed on May 3, 2025, approved the increase in Authorised Share Capital of the Company to Rs. 84,00,00,000/- (Rupees Eighty-Four Crores Only) divided into 8,40,00,000 (Eight Crores and Forty Lakhs) equity shares of Rs. 10/- (Ten) each subject to the approval of the Members.

The Board recommends the resolution set out in item no. 1 for approval of the Members as **an Ordinary Resolution**.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed 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: 8th floor, Tower-A, Capital Business Park, Sector-48, Sohna Road, Gurgaon, Haryana-122001

Name of the Member (s) :

Registered address:

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

I/We are 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:

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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 the Extraordinary General Meeting of the Company scheduled to be held on Monday, the 5th day of May, 2025 at 11:00 A.M. at 8th floor, Tower-A, Capital Business Park, Sector-48, Sohna Road, Gurgaon, Haryana-122001 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
Ordinary Business	
1	To increase in Authorized Share Capital of the Company from Rs.50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) equity shares of Rs. 10/- (Ten) each to Rs. 84,00,00,000/- (Rupees Eighty-Four Crores Only) divided into 8,40,00,000 (Eight Crores and Four Lakhs) equity shares of Rs. 10/- (Ten) each by creation of additional 3,40,00,000 (Three Crores Forty Lakhs) equity shares of Rs. 10/- (Ten) each Ordinary Resolution.

Signed this _____ day of _____ 2025.

Affix Re.
Revenue Stam

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 24 hours before the commencement of the aforesaid meeting.

Folio No.* _____

No. of Shares _____

DP ID. _____

Client ID _____

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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 Extraordinary General Meeting of the Company held on Monday, the 5th day of May 2025 at 11:00 A.M. on the 8th floor, Tower-A, Capital Business Park, Sector-48, Sohna Road, Gurgaon, Haryana-122001.

Member's Signature

Proxy's Signature

*Applicable to Members holding shares in Physical form.