



SHORTER NOTICE

Shorter notice is hereby given that Extraordinary General Meeting (02/2026-27) of the members of Spinny Capital Private Limited will be held at shorter notice on Monday, 21st day of September 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 11:00 A.M., to transact the following businesses:

SPECIAL BUSINESS:

Item No. 1

Special Resolution-

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

To approve the enhancement of the borrowing powers of the Board of Directors section 180 (1) (c) of the Companies Act 2013.

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and Section 180(2) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the applicable directions of the Reserve Bank of India, and the Memorandum and Articles of Association of the Company, and subject to such other approvals as may be required, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow, from time to time, such sums of money as the Board may deem necessary for the purposes of the business of the Company, from any one or more banks, financial institutions, bodies corporate, mutual funds, insurance companies, non-resident lenders, other persons or entities, or from any other source whatsoever, whether in Indian rupees or in foreign currency, whether secured or unsecured, whether in India or outside India and whether by way of term loans, working capital facilities, cash credit, overdraft, external commercial borrowings, non-convertible debentures, bonds, commercial paper, subordinated debt, perpetual debt instruments, securitisation or assignment of receivables, inter-corporate deposits or any other instrument or mode of borrowing permitted to the Company under applicable law, notwithstanding that the money so borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total amount so borrowed by the Board of Directors and outstanding at any point of time shall not exceed Rs. 600,00,00,000/- (Rupees Six Hundred Crores only), excluding interest, additional interest, liquidated damages, costs, charges, expenses and other monies payable in respect of such borrowings."

"RESOLVED FURTHER THAT all monies borrowed by the Company up to the date of this resolution, to the extent such borrowings exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, if any, be and are hereby ratified, confirmed and approved in all

SPINNY CAPITAL PRIVATE LIMITED CIN

No. U65999HR2021PTC099583

Tel: +91-727-727-7275 **Website:** www.spinnycapital.com **Email:** contactus@spinnycapital.com

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respects, and all such borrowings shall be deemed to be valid, binding and effectual as if the consent of the members under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 had been obtained prior to such borrowings being made.

RESOLVED FURTHER THAT all acts, deeds, matters and things done by the Board of Directors, and by any Committee or officer of the Company, in connection with such borrowings and the creation of any security in respect thereof, be and are hereby ratified, confirmed and approved."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred by this resolution to any committee, the Managing Director, any Whole-time Director, The Chief Executive Officer, the Chief Financial Officer or any other principal officer of the Company, in accordance with the proviso to Section 179(3) of the Companies Act, 2013 and Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014, on such terms and conditions as the Board may consider appropriate."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee or person to whom powers are delegated as aforesaid) be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, proper, expedient or incidental to give effect to this resolution, including settling any question, difficulty or doubt that may arise in this regard."

Item No. 2

Special Resolution-

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

To approve the creation of mortgages, charges and other security interests on the assets and undertaking of the Company under section 180 (1) (a) of the Companies Act 2013.

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the applicable directions of the Reserve Bank of India, and the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create, from time to time, such mortgages, charges, hypothecation, pledges, liens, negative liens and other security interests, of whatever nature and howsoever ranking, whether by way of first charge, second charge or subservient charge, and whether exclusive or pari passu, on all or any of the movable and immovable properties, assets, book debts, receivables, loan assets, current assets, investments, bank accounts, intangible assets and other undertakings of the Company, both present and future, and on the whole or substantially the whole of the undertaking(s) of the Company, together with a power to take over the management and substantial assets of the Company in the event of a default, in favour of any bank, financial institution, body corporate, debenture trustee, security trustee, mutual fund, insurance company, lender or other person or entity, and to give guarantees or provide other credit support, in each case for the purpose of securing the borrowings of the Company availed or to be

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availed under Section 180(1)(c) of the Companies Act, 2013, together with interest, additional interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the trustees, costs, charges, expenses and all other monies payable in respect of such borrowings, provided that the aggregate value of the security so created and subsisting at any point of time shall not exceed Rs. 750,00,00,000/- (Rupees Seven Hundred Fifty Crore only)."

"RESOLVED FURTHER THAT the security so created shall rank in such manner as the Board of Directors may, in its absolute discretion, agree with the lenders or the trustees, as the case may be, and the documents evidencing such security may contain such terms, conditions, covenants and stipulations, including as to enforcement, appointment of nominee directors and take-over of management upon default, as may be settled by the Board of Directors with the lenders or the trustees."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred by this resolution to any committee, the Managing Director, any Whole-time Director, the Chief Executive Officer, the Chief Financial Officer or any other principal officer of the Company, and to do all such acts, deeds, matters and things, and to execute all such deeds of hypothecation, debenture trust deeds, security trustee agreements, mortgage deeds, powers of attorney and other documents, and to make all such filings, including Form CHG-1 or Form CHG-9 with the Registrar of Companies and the registration of security interest with the Central Registry of Securitisation Asset Reconstruction and Security Interest of India (CERSAI), as may be necessary, proper, expedient or incidental to give effect to this resolution."

Item No. 3

Special Resolution-

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

To approve for giving loans, giving guarantees or providing security, and making investments, under section 186 of the companies act, 2013

"RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Act (including any amendment or re-enactment of them), the Memorandum and Articles of Association of the Company, the directions of the Reserve Bank of India and subject to such other approvals as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company to —

- (a) give loans to any person or body corporate;
- (b) give guarantees or provide security in connection with any loan made to any person or body corporate; and
- (c) acquire, by way of subscription, purchase or otherwise, the securities of any other body corporate,

for amounts which may exceed the limits set out in Section 186(2) of the Act,

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so however that —

- (i) the aggregate of the loans given and the guarantees and security provided under (a) and (b) above, and outstanding at any point in time on the books of the company i.e. loans coming in the Balance sheet of the company ("ON BOOK"), shall not exceed ₹ 1000 crores (Rupees One Thousand crores only); and
- (ii) the aggregate of the securities acquired under (c) above, and held at any point in time, shall not exceed ₹ 100 crore (Rupees One Hundred crore only),

and that each of the said sums shall be over and above the limits otherwise available to the Company under Section 186(2) of the Act.

RESOLVED FURTHER THAT no investment shall be made by the Company through more than two layers of investment companies, in compliance with Section 186(1) of the Act, and every investment shall be made and held in the Company's own name in accordance with Section 187 of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to decide the terms and conditions of each such loan, guarantee, security and investment, including the amount, the tenor, the rate of interest, the security, the repayment terms, the instruments to be subscribed to or purchased, and the persons or bodies corporate to whom or in which the same is given or made, in accordance with the Board-approved credit policy, interest rate policy, investment and treasury policy and Fair Practices Code of the Company and the applicable directions of the Reserve Bank of India.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred by this resolution to any committee of directors, any director, the Managing Director, the Chief Executive Officer, the Chief Financial Officer, the Company Secretary or any other officer or employee of the Company, and to do all such acts, deeds and things and sign, execute and file all such documents as may be necessary or expedient to give effect to this resolution."

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

Deepika Bhatt
Company Secretary
M.N.- F 11027

DEEPIKA
BHATT

Digitally signed by DEEPIKA
BHATT
Date: 2026.09.15 15:27:31
+05'30'

Place: Gurgaon, Haryana
Date: 15.09.2026

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

CIN: U65999HR2021PTC099583

E-mail: secretarial@spinnycapital.com

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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.

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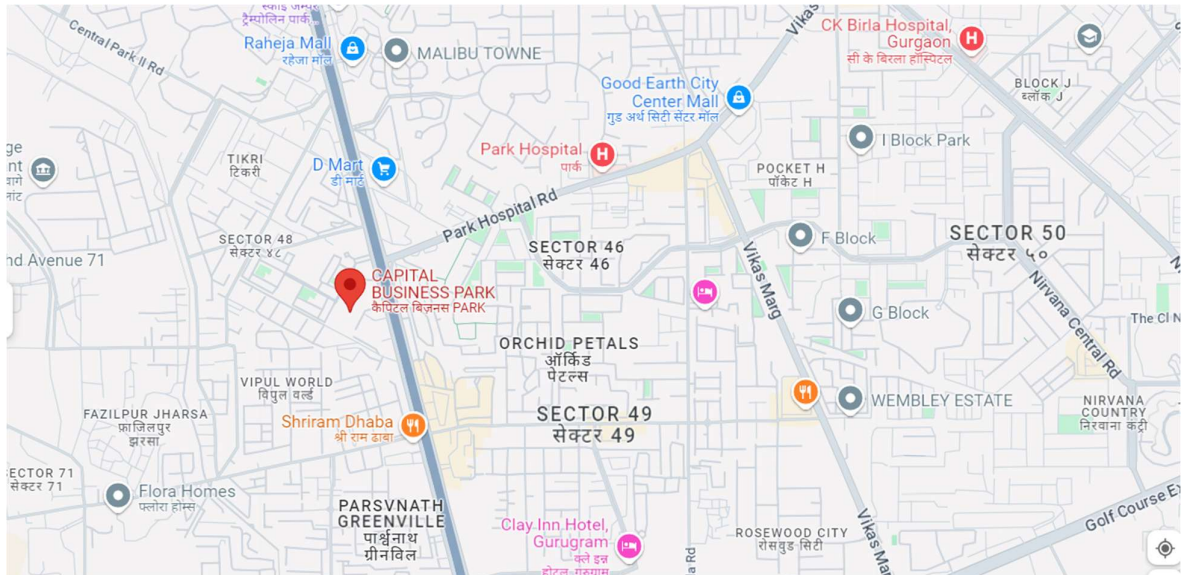
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CAPITAL

- (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.
- (l) 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 numbers annexed hereto.
- (m) The road map is attached herewith.



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EXPLANATORY STATEMENT PASSED WITH RESPECT TO ITEM NO. 1 AND ITEM NO. 2

The Company is a non-banking financial company registered with the Reserve Bank of India and is engaged in the business of lending. The Company's business requires it to raise borrowings on an ongoing basis from banks, financial institutions, debt capital markets and other lenders, and to secure such borrowings by charges over its assets and receivables.

Under Section 180(1)(c) of the Companies Act, 2013, the Board of Directors may borrow money in excess of the aggregate of the Company's paid-up share capital, free reserves and securities premium (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) only with the consent of the members by way of a special resolution. Section 180(2) requires such a special resolution to specify the total amount up to which the Board may borrow.

Having regard to the Company's business plan and projected funding requirements, the Board considers it necessary to fix the overall borrowing limit at Rs. 600 crores. Accordingly, the resolution at Item No. 1 is proposed as a special resolution under Section 180(1)(c) of the Companies Act, 2013.

Borrowings of the nature proposed are ordinarily secured by the creation of charges over the movable and immovable properties, assets and receivables of the Company, present and future, which may extend to the whole or substantially the whole of the undertaking of the Company, and the security documents may confer on the lenders a right to take over the management of the Company in the event of default. As a matter of abundant caution, the approval of the members by way of a special resolution under Section 180(1)(a) of the Companies Act, 2013 is being sought for the creation of such security. A separate and higher limit of Rs. 750 crore is proposed for the creation of security in order to accommodate the security cover and margin requirements ordinarily stipulated by lenders, which exceed the principal amount of the borrowings secured. Accordingly, the resolution at Item No. 2 is proposed as a special resolution under Section 180(1)(a) of the Companies Act, 2013.

The Board also proposes to delegate the exercise of these powers, within the limits approved by the members, to the Asset Liability Committee (ALCO) or any other committee of the Company, in accordance with the proviso to Section 179(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014. The committee is constituted in accordance with the requirements applicable to the Company under the directions of the Reserve Bank of India and/or Companies Act and will exercise the delegated powers within the framework of the Company's Board-approved resolution/Policies and the minutes of the committee will be placed before the Board.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions at Item Nos. 1 and 2, except to the extent of their shareholding, if any, in the Company.

The Board of Directors, at its meeting held on September 14, 2026, accordingly, recommends the resolutions at Item Nos. 1 and 2 for approval of the members as special resolutions.

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EXPLANATORY STATEMENT PASSED WITH RESPECT TO ITEM NO. 3

The Company is a non-banking financial company registered with the Reserve Bank of India under Section 45-IA of the Reserve Bank of India Act, 1934, and its main business is the giving of loans to its borrowers. The Company may also give guarantees and provides security in connection with loans and invest its surplus funds and makes strategic investments in the securities of other bodies corporate.

Section 186(2) of the Companies Act, 2013 restricts a company from giving loans, giving guarantees or providing security, or acquiring the securities of any other body corporate, beyond 60% of its paid-up share capital, free reserves and securities premium account, or 100% of its free reserves and securities premium account, whichever is higher. Section 186(3) requires the prior approval of the members by special resolution where these limits are exceeded.

The approval of the members is therefore required for giving of loans and the giving of guarantees or provision of security, so as to cover any loan, guarantee or security that the Company may give in the ordinary course of its business or otherwise under Section 186 of the Act.

The Board of Directors, at its meeting held on September 14, 2026, has accordingly recommended that the members approve, by special resolution, limits of ₹ 1000 crore for loans, guarantees and security, and ₹ 100 crore for investments, in each case over and above the limits available under Section 186(2) of the Act. The approval is sought as an enabling approval. Each loan, guarantee, security and investment will be given or made in accordance with the Board-approved credit policy, interest rate policy, investment and treasury policy and Fair Practices Code of the Company and the applicable directions of the Reserve Bank of India, and no investment will be made through more than two layers of investment companies.

None of the directors of the Company, the key managerial personnel of the Company or their relatives, is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3, except to the extent of their shareholding in the Company, if any.

The Board recommends the special resolution set out at Item No. 3 for the approval of the members.

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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 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: _____

Address: _____

E-mail Id: _____

Signature: _____.

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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 21st day of September, 2026 at 11:00 A.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 approve the enhancement of the borrowing powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013
2	To approve the creation of mortgages, charges and other security interests on the assets and undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013
3	To approve for giving loans, giving guarantees or providing security, and making investments, under section 186 of the companies act, 2013

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 24 hours before the commencement of the aforesaid meeting.

Folio No.* _____

No. of Shares _____

DP ID _____

Client ID _____

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 Spinny®
CAPITAL
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 21st day of September 2026 at 11:00 A.M. on the 7th floor, Tower-A, Capital Business Park, Sector-48, Sohna Road, Gurgaon, Haryana-122018.

Member's Signature

Proxy's Signature

*Applicable to Members holding shares in Physical form.