

C2FO Factoring Solutions Private Limited

Reg. Address: D-26, Basement, Jangpura Extn., New Delhi,
110014. Corporate Address: 2nd Floor, Tower A, Smartworks,
Plot No 1 & 2, Sec. 125, Noida, Gautam Buddha Nagar,
Uttar Pradesh - 201301 | CIN - U67100DL2020FTC362201
Website: www.c2treds.com Email: contactus@c2treds.com
Contact No: 0120-5178068

Date: 20.08.2025

Dear Members, Directors and Auditors,

You are cordially invited to attend the (02/2025-26) Extra Ordinary General Meeting (“**EOGM**”) of the members of **C2FO Factoring Solutions Private Limited** (“**the Company**”) to be held at a *shorter notice* on Monday, August 25, 2025 at 04:00 P.M. (IST) at 2nd Floor, Tower A, Smartworks, Plot No. 1 & 2, Sector 125, Noida, Gautam buddha Nagar -201301, Uttar Pradesh, India.

The Notice of the Meeting along with necessary papers, containing the special business to be transacted, is enclosed herewith.

For and on behalf of
C2FO Factoring Solutions Private Limited

Pooja Sharma
Company Secretary
ICSI Membership No.: A58843
Address: C.N 280, Ashok Yadav
House, Panchayat Ghar Road,
Rajokari, New Delhi, India.

Enclosures:

1. Notice of the EOGM
2. Explanatory Statement
3. Shorter Notice Consent (**Annexure-I**)
4. Proxy Form (**Annexure- II**)
5. Attendance Slip (**Annexure-III**)
6. Route Map (**Annexure- IV**)

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NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the (02/2025-26) Extra Ordinary General Meeting (“**EOGM**”) of the members of **C2FO Factoring Solutions Private Limited (“the Company”)** is scheduled to be convened at a *shorter notice* on Monday, August 25, 2025 at 04:00 P.M. (IST) at 2nd Floor, Tower A, Smartworks, Plot No. 1 & 2, Sector 125, Noida, Gautam buddha Nagar -201301, Uttar Pradesh, India to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 01: TO APPROVE THE GRANT OF 13,99,099 OPTIONS TO MS. BASANT KAUR, WHICH IS AN AMOUNT EXCEEDING 1% OF THE ISSUED CAPITAL OF THE COMPANY (EXCLUDING OUTSTANDING WARRANTS AND CONVERSIONS) UNDER THE EMPLOYEE STOCK OPTION SCHEME, OF C2FO FACTORING SOLUTIONS PRIVATE LIMITED.

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and subject to such laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) as may be applicable and enabling provisions of the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, permissions and sanctions, the consent of the Members of the Company be and is hereby accorded to grant 13,99,099 options to Ms. Basant Kaur, which exceeds 1% (one percent) of the issued share capital (excluding outstanding warrants and conversions, if any) of the Company at the time of grant of options under the Employee Stock Option Scheme (“**Scheme**”) of the Company.

RESOLVED THAT, Ms. Neha Shanker Bahadur, Ms. Basant Kaur, the Directors of the Company and Ms. Pooja Sharma, Company Secretary of the Company be and are hereby severally or jointly authorised (wherever required) including but not limited to digitally and/or physically sign and file the necessary forms, returns, documents etc. of the Company with various authorities including but not limited to concerned Registrar of Companies, or to make any correspondence, if any, in this regard with Reserve Bank of India (“RBI”) and to do all such acts, things and deeds that may be required for the purpose of giving effect to this resolution and other matters incidental thereto.

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RESOLVED FURTHER THAT Ms. Neha Shanker Bahadur, Ms. Basant Kaur, the Directors of the Company and Ms. Pooja Sharma, Company Secretary of the Company be and are hereby severally authorized to issue certify a copy of this resolution as and when required.”

For and on behalf of
C2FO Factoring Solutions Private Limited

Pooja Sharma
Company Secretary
Membership No.: A58843
Address: C.N 280, Ashok Yadav
House, Panchayat Ghar Road,
Rajokari, New Delhi, India.

Date: 20.08.2025

Place: Noida

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NOTES:

1. *A member entitled to attend and vote at the Extra Ordinary General Meeting (“EOGM”) is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company pursuant to section 105 of the companies act, 2013 read with the companies (management and administration) rules, 2014.*

A person shall act as proxy for members not exceeding 50 (Fifty) and holding in aggregate not more than 10% (Ten Percent) of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. As the Company comprises only two members, the presence of both members or their authorized representative is necessary to constitute a valid quorum for the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the EOGM as set out above is annexed hereto.
4. Corporate members intending to send their authorized representative to attend the EOGM are requested to send to the Company a certified copy of the Authorisation, authorizing their representative to attend and vote on their behalf at the EOGM.
5. Members are requested to deliver their consent to convene the proposed Meeting at a shorter notice in the form attached as “**Annexure I**” to this notice to the Company prior to the proposed time for the Meeting.
6. Proxy form is attached as “**Annexure-II**” with this notice. The Members are required to fill it out and submit it before the meeting.
7. Members/Authorised Representatives attending the EOGM in person are requested to complete the attendance slip (in the form attached as “**Annexure III**” to this notice) and hand over the same at the EOGM Venue.
8. Route map of the venue of the Meeting is attached herewith as “**Annexure-IV**” for convenience of those attending the Meeting.
9. All the documents referred to in this notice are open for inspection at the registered office of the Company on all working days of the Company during business hours (09:00 AM to 06:00 PM) and also shall be available for inspection at the venue of the EOGM.

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Contact No: 0120-5178068

10. In case of any further query/ information required, please contact by writing at the email id:
pooja.sharma@c2treds.com
11. Members are requested to notify changes (if any, in their address, email id., nominations etc.) in their address if any to the Company.

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EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts relating to item of the accompanying notice, is as follows:

ITEM NO. 01:

The Members of the Company are hereby informed that with an objective of rewarding and motivating employees and to attract and retain the best talent, on the recommendation of the Board of Directors, the shareholders approved the agenda for implementing the Employee Stock Option Scheme, 2025 (“Scheme”) of the Company.

The Board of Directors, at its meeting held on August 19, 2025, has proposed to grant 13,99,099 options to Ms. Basant Kaur, which exceeds 1% (one percent) of the issued share capital (excluding outstanding warrants and conversions, if any) of the Company at the time of grant of options under the scheme of the Company.

Pursuant to the provisions of Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, such grant of Options requires the approval of shareholders by way of a Special Resolution. Therefore, the Board recommends the proposed resolution for your approval.

The relevant documents are available for inspection at the registered office of the Company on all working days of the Company during business hours (09:00 AM to 06:00 PM) and also shall be available for inspection at the venue of the EOGM.

Except Ms. Basant Kaur, none of the Directors, Key Managerial Persons (KMP’s) of the Company or any relatives of such Directors or KMPs, are in any way concerned or interested financially or otherwise in the proposed Special Resolution, except as members of the Company.

For and on behalf of
C2FO Factoring Solutions Private Limited

Pooja Sharma
Company Secretary
ICSI Membership No.: A58843
Address: C.N 280, Ashok Yadav
House, Panchayat Ghar Road,
Rajokari, New Delhi, India.

Date: 20.08.2025

Place: Noida

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Annexure-I

SHORTER NOTICE CONSENT

THE COMPANIES ACT, 2013
Consent of shareholder for shorter notice
[Pursuant to section 101(1)]

To,
The Board of Directors
C2FO Factoring Solutions Private Limited, ("the Company")
D-26 Basement, Jangpura Extn., New Delhi, India, 110014

Subject: Consent to convene the (02/2025-26) Extra Ordinary General Meeting of the Company at a Shorter Notice.

Dear Sir/ Ma'am,

We, _____, shareholders of the Company, holding _____ equity shares of INR 10/- (Indian Rupees Ten only) each, in the Company, hereby give our consent pursuant to Section 101(1) of the Companies Act, 2013, to hold the (02/2025-26) Extra Ordinary General Meeting ("EOGM") of the Company at a *shorter notice* on Day, Date, Time and Place as stipulated in the Notice of EOGM. The effective date of this consent shall be the date of the EOGM of the Company.

(Member)

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ANNEXURE-II

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: U67100DL2020FTC362201

Name of the company: C2FO Factoring Solutions Private Limited

Registered office: D-26 Basement, Jangpura Extn. New Delhi, India, 110014

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

We, _____ being the member (s) of C2FO Factoring Solutions Private Limited,
hereby appoint:

1. Name:

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Contact No: 0120-5178068

Address:

E-mail Id:

Signature..... or failing him

2. Name:

Address:

E-mail Id:

Signature..... or failing him

3. Name:

Address:

E-mail Id:

Signature.....

As our proxy to attend and vote (on a poll) for us and on our behalf at the (02/2025-2026) Extra - Ordinary General Meeting of the members of the Company to be held at a shorter notice on Monday, August 25, 2025 at 04:00 p.m. (IST) at 2nd Floor, Tower A, Smartworks, Plot No. 1 & 2, Sector 125, Noida, Gautam buddha Nagar -201301, Uttar Pradesh, India and at any adjournment thereof, in respect of such resolution, as is indicated below:

Resolution No.	Resolution
Special Business:	
1.	To approve the grant of 13,99,099 options to Ms. Basant Kaur, which is an amount exceeding 1% of the issued capital of the company (excluding outstanding warrants and conversions) under the employee stock option scheme, of C2FO Factoring Solutions Private Limited.

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Contact No: 0120-5178068

Signed on day of2025

Affix

Revenue

Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: Members are required to fill it out and submit it before the meeting.

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Contact No: 0120-5178068

ANNEXURE-III

ATTENDANCE SLIP

Please fill this attendance slip and hand it over at the entrance of the meeting hall.

Folio No/DP ID & Client ID *:	
No. of shares held:	
Name and address of the Member/ proxy:	

I hereby record my presence at the (02/2025-26) EOGM of the members of C2FO Factoring Solutions Private Limited (“the Company”) scheduled to be held at a *shorter notice* on Monday, August 25, 2025 at 04:00 p.m. at 2nd Floor, Tower A, Smartworks, Plot No. 1 & 2, Sector 125, Noida, Gautam buddha Nagar -201301, Uttar Pradesh, India.

* Applicable for members holding shares in electronic form.

Signature of the Member



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ANNEXURE -IV

ROUTE MAP

From: Indira Gandhi International Airport

To: 2nd Floor, Tower A, Smartworks, Plot No. 1 & 2, Sector 125, Noida, Gautam Buddha Nagar -201301, Uttar Pradesh, India

