

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: 26th May, 2025

Dear Members, Directors and Auditors,

You are cordially invited to attend the (01/2025-26) Extra Ordinary General Meeting (“**EOGM**”) of the members of **C2FO Factoring Solutions Private Limited** (“**the Company**”) to be held on *shorter notice* on Thursday, 29th May, 2025 at 12:00 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 businesses to be transacted, is enclosed herewith.

For and on behalf of
C2FO Factoring Solutions Private Limited

Sanya Chandela
Company Secretary
ICSI Membership No.: A62768
Address: FA – 310, First Floor,
Mansarover Garden, PO, Ramesh Nagar,
West Delhi, Delhi-110015, 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**)
7. Draft ESOP Scheme (**Annexure-V**)

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NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the (01/2025-26) Extra Ordinary General Meeting (“**EOGM**”) of the members of **C2FO Factoring Solutions Private Limited** (“**the Company**”) is scheduled to be convened on *shorter notice* on Thursday, 29th May, 2025 at 12:00 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 businesses:

SPECIAL BUSINESSES:**ITEM NO. 01: TO APPROVE 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 other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof, for the time being in force, if any) and subject to the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary, and on the recommendation of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to approve and the Employee Stock Option Scheme 2025 (“**Scheme**”) of C2FO Factoring Solutions Private Limited, to create, offer, issue and allot, in one or more tranches, at any time or to the benefit of such person(s) who are in the employment of the Company or such person(s) as prescribed in this regard under the provisions of the Companies Act, 2013 read with rules made thereunder, to an extent of 27,98,198 (Twenty Seven Lakh Ninety-Eight Thousand One Hundred and Ninety-Eight) Employee Stock Options (“**Options**”) which shall be exercisable into not more than 27,98,198 (Twenty Seven Lakh Ninety-Eight Thousand One Hundred and Ninety-Eight) Equity Shares having face value of INR 10 /- (Indian Rupees Ten only) each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organization of the capital structure of the Company as may be applicable from time to time), at such price and on such terms and conditions as defined under the Scheme and as may be decided or determined by the Board of Directors (“**Board**”) from time to time in accordance with the applicable provisions of law or regulations issued by the relevant authority.

RESOLVED FURTHER THAT the Board be and is hereby authorized to grant Options and to issue and allot Equity Shares upon exercise of vested Options (in accordance with the vesting period prescribed in this regard or as stipulated in the Grant letter) from time to time in accordance with the Scheme and such Equity Shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to: -

- i. administer, implement and superintend the Scheme;
- ii. determine the terms and conditions of grant, issue, re-issue, forfeit, cancel and withdrawal of Options from time to time; and
- iii. formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw or revive any sub-scheme or plan for the purpose of grant of Options to the employees and to make any modifications, changes, variations, alterations or revisions in such scheme or plan from time to time subject to members approval vide Special Resolution.

RESOLVED FURTHER THAT the draft Scheme as placed before the members be and is hereby taken into consideration and, the same is hereby reviewed, approved and adopted by the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose and to settle all questions, difficulties, doubts that may arise in regarding the terms of the Scheme at any stage without being required to seek any further consent or approval of members of the Company, unless required by any applicable law.

RESOLVED FURTHER THAT the Company Secretary and/ or Directors of the Company, be and are hereby severally authorized (including the authorisation to delegate the power as conferred in this resolution to any other employee/person) including but not limited to making any correspondence in this regard with the Reserve Bank of India ("RBI") or any other authority or to sign, digitally and/or physically, and file all the necessary returns, forms/e-forms and/or other necessary documents with the concerned Registrar of Companies and/or other statutory authorities 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.

RESOLVED FURTHER THAT the Company Secretary and/ or Directors of the Company, be and are hereby severally authorised to certify a copy of this resolution and issue the same, as and when required."

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ITEM NO. 02: TO APPROVE GRANT UNDER EMPLOYEE STOCK OPTIONS SCHEME OF C2FO FACTORING SOLUTIONS PRIVATE LIMITED TO THE EMPLOYEES/DIRECTORS OF THE HOLDING COMPANY

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 other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof, for the time being in force, if any) and subject to the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary and on the recommendation of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to extend the Employee Stock Option Scheme, 2025 (**“Scheme ”**) of C2FO Factoring Solutions Private Limited, comprising of 27,98,198 (Twenty Seven Lakh Ninety-Eight Thousand One Hundred and Ninety-Eight) which shall be exercisable into not more than 27,98,198 (Twenty Seven Lakh Ninety-Eight Thousand One Hundred and Ninety-Eight) Equity Shares having face value of INR 10/- (Indian Rupees Ten only) each or (such other adjusted figure for any bonus, stock splits or consolidations or other re-organization of the capital structure of the Company as may be applicable from time to time), to the Employees/ Directors of the Holding Company (as defined in the Scheme) at such price and on such terms and conditions as defined under the Scheme and

as may be decided or determined by the Board of Directors of C2FO Factoring Solutions Private Limited (**“Board”**) from time to time in accordance with the applicable provisions of law or regulations issued by the relevant authority.

RESOLVED FURTHER THAT the Board be and is hereby authorized to grant Options and to issue and allot Equity Shares upon exercise of vested Options (in accordance with the vesting period prescribed in this regard or as stipulated in the Grant letter) from time to time in accordance with the Scheme and such Equity Shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to: -

- i. administer, implement and superintend the Scheme;
- ii. determine the terms and conditions of grant, issue, re-issue, forfeit, cancel and withdrawal of Options from time to time; and
- iii. formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw or revive any sub-scheme or plan for the purpose of grant of Options to the employees and to make any modifications, changes, variations, alterations or revisions in such scheme or plan from time to time subject to members approval vide Special Resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose and to settle all questions, difficulties, doubts that may arise in regarding the terms of the Scheme at any stage without being required to seek any further consent or approval of members of the Company, unless required by any applicable law.

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RESOLVED FURTHER THAT the Company Secretary and/ or Directors of the Company, be and are hereby severally authorized (including the authorisation to delegate the power as conferred in this resolution to any other employee/person) including but not limited to making any correspondence in this regard with the Reserve Bank of India (“RBI”) or any other authority or to sign, digitally and/or physically, and file all the necessary returns, forms/e-forms and/or other necessary documents with the concerned Registrar of Companies and/or other statutory authorities 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.

RESOLVED FURTHER THAT the Company Secretary and/ or Directors of the Company, be and are hereby severally authorised to certify a copy of this resolution and issue the same, as and when required.”

ITEM NO. 03: TO APPROVE THE APPOINTMENT OF M/S GURU & JANA CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NUMBER - 006826S) AS THE STATUTORY AUDITORS OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 or any other law for the time being in force (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation made by the Board of Directors, and pursuant to the consent given by M/s Guru & Jana, Chartered Accountants, having Firm Registration Number - 006826S, to be appointed as Statutory Auditor of the Company, the consent of the members be and is hereby accorded to appoint by M/s Guru & Jana, Chartered Accountants, having Firm Registration Number - 006826S, as the Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of the existing Statutory Auditors, M/s Meeti Shah & Associates Chartered Accountants having Firm Registration Number - 149302W.

RESOLVED FURTHER THAT M/s Guru & Jana, Chartered Accountants, shall conduct the Statutory Audit of the Company, for the financial year 2024-2025, at such remuneration as may be mutually decided by the Board and Statutory Auditors.

RESOLVED FURTHER THAT M/s Guru & Jana, Chartered Accountants, shall hold office as the Statutory Auditors of the Company till the conclusion of the ensuing Annual General Meeting of the Company to be held in financial year 2025-2026.

RESOLVED FURTHER THAT the Company Secretary and/ or Directors of the Company, be and are hereby severally authorized (including the authorisation to delegate the power as conferred in this resolution to any other employee/person) including but not limited to making any correspondence in this regard with the Reserve Bank of India (“RBI”) or any other authority or to sign, digitally and/or physically, and file all the necessary returns, forms/e-forms and/or other necessary documents with the concerned Registrar of Companies and/or other statutory authorities 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 the Company Secretary and/ or Directors of the Company, be and are hereby severally authorised to certify a copy of this resolution and issue the same, as and when required.”

For and on behalf of
C2FO Factoring Solutions Private Limited

Sanya Chandela
Company Secretary
ICSI Membership No.: A62768
Address: FA – 310, First Floor,
Mansarovar Garden, PO, Ramesh Nagar,
West Delhi, Delhi-110015, India.

Date: 26th May, 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 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 Extra Ordinary General Meeting of the Company (the ‘EOGM’ or ‘Meeting’) 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 shorter notice in the form attached as “**Annexure I**” to this notice to the Company prior to the proposed time for the Meeting.
6. A blank 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.
10. In case of any further query/ information required, please contact by writing at the email id: sanya.chandela@c2treds.com

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11. A draft of the ESOP Scheme is annexed as **“Annexure-V”**.
12. 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 BUSINESSES 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 & 02:

Members may note that the Board of Directors (“**Board**”) proposes to introduce, approve, and implement an Employee Stock Option Scheme of the C2FO Factoring Solutions Private Limited Employee Stock Option Scheme, 2025 (“**Scheme**”). The scheme will enable the Company to attract and retain the Eligible Employees of the Company and the Holding Company. The scheme shall be subject to and in conformity with the guidelines issued in this regard from time to time, or any other rules, regulations, guidelines as prescribed under the Companies Act, 2013 including any amendment(s) or re-enactment(s) thereof.

Stock options are an effective instrument to align the interests of employees of the Company with the long-term interests of the Company and provide an opportunity to employees to participate in the growth and profitability of the Company, besides creating long-term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in a competitive environment.

THE BROAD FEATURES OF THE SCHEME ARE AS UNDER:

The capitalized term used herein shall have the meaning ascribed to it under the Scheme.

1. Total number of Options to be granted:

The total number of Options that can be grant under the Scheme shall be 27,98,198 (Twenty-Seven Lakh Ninety-Eight Thousand One Hundred and Ninety-Eight) Options (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organization of the capital structure of the Company as may be applicable from time to time).

2. Identification of classes of employees entitled to participate in the Employee Stock Option Scheme:

The class of Employees entitled to participate in the Scheme shall be the Employee as defined in the Scheme and as identified by the Board from time to time in accordance with Article IX of the Scheme. It is hereby clarified that, for the purpose of grant of options, the expression Employee shall be as defined in the Scheme and as per the definition, criteria as defined under the provisions of the Companies Act, 2013.

3. The appraisal process for determining the eligibility of the Employees to the Employee Stock Options:

The specific Employees to whom the Options would be granted and their eligibility criteria would be determined from time to time by the Board through a structured appraisal process which shall inter alia consider performance

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evaluation based on key performance indicators, relevant educational background and experience in the current role, the tenure etc. and such other parameters as the Board may consider deem fit.

4. The requirements of vesting, period of vesting and maximum period within which the options shall be vested:

- a. Unless otherwise specified in the Employee Stock Option Agreement, 25% of the Options Granted to any Eligible Employee shall Vest immediately on the completion of one (1) year from the date of Grant (the “**Cliff Period**”). After the Cliff Period, the remaining 75% of the Options granted to the Eligible Employee will Vest on a proportionate basis in equal monthly instalments over the subsequent three (3) years commencing from the end of the Cliff Period.
- b. The Options shall vest with Grantee over a period set out in the Employee Stock Option Agreement, which period will be at least one (1) year from the date of Grant of the Options (the “**Vesting Period**”); provided, however, that this minimum one (1) year period shall not apply in case of death or Permanent Incapacity of the Eligible Employee.

5. The exercise price or the formula for arriving at the same:

The Exercise Price shall be such price as determined by the Board in conformity with the applicable accounting policies and as set forth in the Employee Stock Option Agreement.

6. The Exercise Period and the process of Exercise:

- a. The Vested Options must be Exercised prior to the expiry of ten (10) years from the date of Grant unless otherwise extended or reduced by the Board, else the same shall lapse.
- b. The Eligible Employee may, at any time during the Exercise Period, and subject to fulfilment of conditions of the Grant, Exercise the Vested Options by submitting an application to the Board in such form, mode, and manner as may be prescribed in this regard by the Board from time-to-time accompanied by payment of the required amount that is (exercise price, tax amount etc). In the event of Exercise of Vested Options resulting in fractional ESOP Shares, the Board shall be entitled to round off the number of ESOP Shares to be issued to the adjusted nearest whole number, and Exercise Price shall be correspondingly adjusted.
- c. In the event of Termination of employment due to Cause or voluntary resignation by Grantee then then the Options, only to the extent previously Vested but not previously Exercised, shall lapse ninety (90) days after such employment terminates. Any Unvested Options shall lapse immediately on the happening of foregoing events; provided, however, that the Board shall be entitled to, at its discretion, accelerate the Vesting Period and/ or the Exercise Period so that the Options can be Exercised by the Grantee on the date of such termination of employment of such Grantee. The decision of the Board will be final and binding.
- d. In the event of termination of employment due to superannuation, resignation with the consent of the Employer Entity or termination by the Employer Entity without cause then the Options then the Options, only to the extent

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previously Vested, shall remain Vested with the person and shall remain exercisable for a period of twelve (12) months after such termination. Any Unvested Options shall lapse immediately on the happening of foregoing

events; provided, however, that the Board shall be entitled to, at its discretion, accelerate the Vesting Period and/or the Exercise Period so that the Options can be Exercised by the Grantee on the date of such termination of employment of such Grantee. The decision of the Board will be final and binding.

- e. If a Grantee's employment with the Employer Entity terminates due to death or permanent Incapacity, then the Options, to the extent previously Vested, shall remain Vested with the Person or the Nominee designated, and all Options granted up to the date of such event shall Vest immediately in the Eligible Employee or his/her legal heirs/Nominee. These Options shall be Exercised within a period of twelve (12) months following such event, or such extended time as provided by the Board. The Options may be Exercised by the Employee or in his/her absence by the legal heir/ Nominee, or in the absence of a legal heir, or if no Nominee is designated, by the executor or administrator of the Employee's estate.

7. Lock-in after exercise of option:

The Shares issued upon Exercise of the Vested Options shall be subject to a lock-in period, if any, as specifically set forth in the Employee Stock Option Agreement.

8. Maximum number of options to be granted per employee and in aggregate:

The maximum number of Options that can be granted to a single employee including the maximum Grant in a specified period shall be determined by the Board. The approval of shareholders by way of resolution shall be obtained by the Company in case of Grant of Option to employees, during any one year, equal to or exceeding 1% (One percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Option.

9. The method which the Company shall use to Value its Options:

The Exercise Price shall be such price as determined by the Board in conformity with the applicable accounting policies and as set forth in the Employee Stock Option Agreement.

10. The Conditions under which options vested in the employees may lapse:

The conditions under which options vested in the employees may lapse shall be determined in accordance with the provisions provided and elaborated in the Scheme inter alia covering the below events.

- a. The Vested Options are not Exercised prior to the expiry of ten (10) years from the date of Grant unless otherwise extended or reduced by the Board, else the same shall lapse.

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- b. In the event of Termination of employment due to Cause or voluntary resignation by Grantee then then the Options, only to the extent previously Vested but not previously Exercised, shall lapse ninety (90) days after such employment terminates. Any Unvested Options shall lapse immediately on the happening of foregoing events; provided, however, that the Board shall be entitled to, at its discretion, accelerate the Vesting Period and/ or the Exercise Period so that the Options can be Exercised by the Grantee on the date of such termination of employment of such Grantee. The decision of the Board will be final and binding.
- c. In the event of termination of employment due to superannuation, resignation with the consent of the Employer Entity or termination by the Employer Entity without cause then the Options then the Options, only to the extent previously Vested, shall remain Vested with the person and shall remain exercisable for a period of twelve (12) months after such termination. Any Unvested Options shall lapse immediately on the happening of foregoing events; provided, however, that the Board shall be entitled to, at its discretion, accelerate the Vesting Period and/ or the Exercise Period so that the Options can be Exercised by the Grantee on the date of such termination of employment of such Grantee. The decision of the Board will be final and binding.
- d. If a Grantee's employment with the Employer Entity terminates due to death or permanent Incapacity, then the Options, to the extent previously Vested, shall remain Vested with the Person or the Nominee designated, and all Options granted up to the date of such event shall Vest immediately in the Eligible Employee or his/her legal heirs/Nominee. These Options shall be Exercised within a period of twelve (12) months following such event, or such extended time as provided by the Board. The Options may be Exercised by the Employee or in his/her absence by the legal heir/ Nominee, or in the absence of a legal heir, or if no Nominee is designated, by the executor or administrator of the Employee's estate.

11. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employments or resignation of employee:

The time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee shall be determined in accordance with the provisions provided and elaborated in the Scheme inter alia covering the below events:

- a. In the event of Termination of employment due to Cause or voluntary resignation by Grantee, the Vested Options shall be exercised within ninety (90) days after such employment terminates.
- b. In the event of termination of employment due to superannuation, resignation with the consent of the Employer Entity or termination by the Employer Entity without cause, the Vested Options shall be exercised within twelve (12) months after such termination.
- c. In the event of Death or Permanent Disability the Vested options shall remain Vested with the Person or the Nominee designated, and all Options granted up to the date of such event shall Vest immediately in the Eligible Employee or his/her legal heirs/Nominee. These Options shall be Exercised within a period of twelve (12) months following such event, or such extended time as provided by the Board.

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12. A statement to the effect that the company shall comply with applicable accounting Standards:

The Company shall comply with the disclosures, the accounting policies and other requirements as may be prescribed under the Companies Act, 2013 and other Applicable Laws from time to time.

Any disclosures, and words not expressly provided/defined herein shall be governed in accordance with the provisions/definition/meaning as elaborated in the Scheme and pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder.

Accordingly, Board of Directors recommends the resolutions set out as Item nos. 1 and 2 for the approval of members.

In view of the above and pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the approval of the Scheme requires the approval of the members by way of Special Resolution. The Board, therefore, recommends the above resolution for your approval.

A copy of the draft ESOP Scheme, 2025 shall be available for inspection at the registered office of the Company on all working days of the Company during business hours (09:00 A.M to 06:00 P.M) and also shall be available for inspection at the venue of the EOGM.

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.

C2FO Factoring Solutions Private Limited

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Uttar Pradesh - 201301 | CIN - U67100DL2020FTC362201
Website: www.c2treds.com Email: contactus@c2treds.com
Contact No: 0120-5178068

ITEM NO. 03:

The members are hereby apprised that M/s Meeti Shah & Associates Chartered Accountants having Firm Registration Number - 149302W, has, vide resignation letter dated April 14, 2025, resigned from the position of Statutory Auditors of the Company due to preoccupation and other existing commitments. This has led to a casual vacancy in the office of Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Further, as per the provisions of Section 139 (8) of the Companies Act, 2013, Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors have, at their meeting held on April 24, 2025, have recommended the appointment of M/s Guru & Jana, Chartered Accountants having Firm Registration Number - 006826S, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Meeti Shah & Associates, Chartered Accountants, having Firm Registration Number - 149302W.

As per the provisions of the Companies Act, 2013, M/s Guru & Jana shall hold office as Statutory Auditors of the Company till the conclusion of the ensuing Annual General Meeting to be conducted in the financial year 2025-26 and conduct the statutory audit for the financial year 2024-25.

The members are further informed that the Company has received a consent cum eligibility letter from M/s Guru & Jana, to act as Statutory Auditors of the Company in casual vacancy.

The provisions of Section 139 of the Companies Act, 2013, require the Company to seek the approval of the shareholders by way of Ordinary Resolution for the appointment of Statutory Auditors to fill the casual vacancy.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Directors or KMPs, are in any way concerned or interested financially or otherwise in the proposed Ordinary Resolution, except as members of the Company.

For and on behalf of
C2FO Factoring Solutions Private Limited

Sanya Chandela
Company Secretary
ICSI Membership No.: A62768
Address: FA – 310, First Floor,
Mansarover Garden, PO, Ramesh Nagar,
West Delhi, Delhi-110015, India.

Date: 26th May, 2025

Place: Noida

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Contact No: 0120-5178068

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 (01/25-26) 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 (01/2025-26) 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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Contact No: 0120-5178068

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:

C2FO Factoring Solutions Private Limited

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Uttar Pradesh - 201301 | CIN - U67100DL2020FTC362201
Website: www.c2treds.com Email: contactus@c2treds.com
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 (01/2025-2026) Extra - Ordinary General Meeting of the members of the Company to be held on shorter notice on Thursday, May 29, 2025 at 12:00 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 employee stock option scheme of C2FO Factoring Solutions Private Limited;
2.	To approve grant under employee stock options scheme of C2FO Factoring Solutions Private Limited to the employees/directors of the Holding Company;
3.	To approve the appointment of M/S Guru & Jana, Chartered Accountants, (firm registration number – 006826S) as the Statutory Auditors of the Company.

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Website: www.c2treds.com Email: contactus@c2treds.com
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 (01/25-26) EOGM of the members of C2FO Factoring Solutions Private Limited (“the Company”) scheduled to be held on *shorter notice* on Thursday, May 29, 2025 at 12:00 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



C2FO Factoring Solutions Private Limited

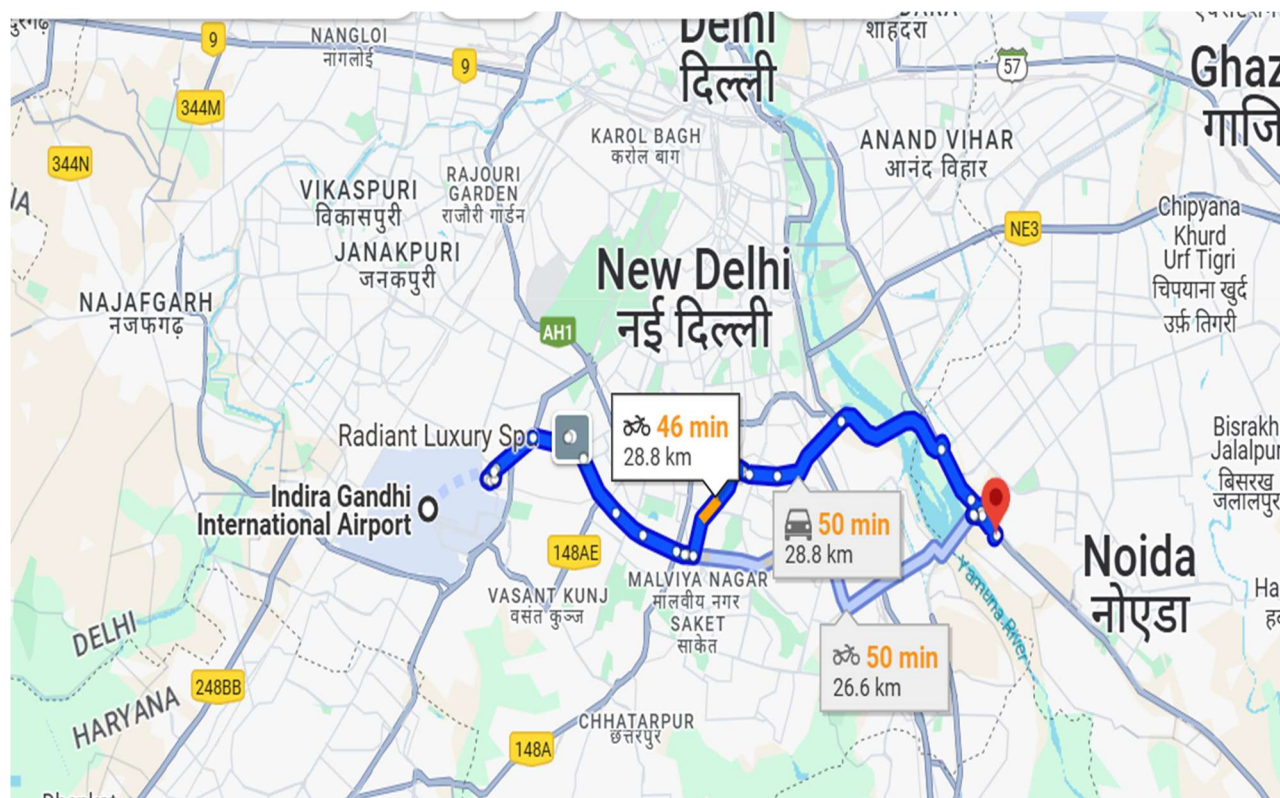
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Contact No: 0120-5178068

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



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ANNEXURE V

Draft ESOP Scheme

[Note: Attached separately]