

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the **1/2025-26 Extraordinary General Meeting (“EGM”)** of Girnar Software Private Limited (“**Company**”) will be held at on August 29, 2025, at 04:00 PM (IST) at 5th Floor, Jaipur Textile Market, B-2, Near Model Town, Malviya Nagar, Jaipur, Rajasthan- 302017 to transact the following:

Special Business:

Item No. 1: To approve alteration in the object clause of Memorandum of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members be and is hereby accorded for alteration in Part A of Clause III i.e., the Main Objects Clause of the Memorandum of Association (“MOA”) of the Company by substituting the existing sub-clauses 4,6,& 10 with the following sub-clauses as mentioned below :

4. *To carry on the business in India and abroad of online, offline and to assist in arranging all sorts of Credit facilities related to vehicles, personal loans, housing loans/loan against immovable properties, other forms of mortgage-backed financial products involving immovable property and other goods and to provide all kind of auxiliary services in relation to the aforesaid Credit facilities including but not limited to documentation, research, marketing, providing reports, data processing, brand building, background verification activities, support services, communication, undertaking vehicle valuation, undertaking and supporting in various types of statutory & regulatory formalities for various types of registration, endorsements, licenses, permissions etc.*
6. *To carry on in India or elsewhere the business of manufacturing, buying, selling, re- selling, consulting, marketing, advising, advertising, manufacture representative, DSA (direct sales agent/customer sourcing agents/direct marketing agents/recovery agents) on finance/insurance in respect of automobile, personal loans, housing loans/loan against immovable properties, other forms of mortgage-backed financial products involving immovable property, maintaining and creating automotive websites, maintaining and creating CRM software’s (used in dealerships, OEM etc.), promoting websites, telecalling, sub-contracting, hiring, altering, importing, exporting, improving, assembling, distributing, servicing, repairing, stocking, supplying, leasing, wholeselling, retailing, fabricating, converting, finishing, installing, reconditioning, designing, developing, modifying, processing, cleaning, renovating, jobworking and to deal in all descriptions, specifications, systems, models, shapes, sizes, dimensions, capacities, applications and use of trucks, trawlers, tankers, tractors, motor, lorries, motorcycles, cyclecars, race-cars, scooters, buses, omnibuses, utilities, jeeps, defence vehicles, ambulances, tempoers, vans, locomotives, tanks, mopeds, motorcars, three wheelers and other vehicles for transporting passengers, goods and animals whether propelled or used by any form of power including petrol, oil, gas, petroleum, spirit, steam, gas, vapour, electricity, battery, solar energy, atomic energy, wind energy and sea energy and to carry on the same business through internet and website or any other mode of doing e-business and to do all incidental acts and things necessary for the attainment of above objects.*
10. *To carry on the business of providing outsourcing services including providing Vehicle Inspection & verification/certification/valuation services and other related services, filed force support or runner support services for all processes, sub processes, transactions, activities, and all other work performed by business in various industries within India and across the world. This includes those processes or sub processes that are enabled by information technology. It also includes data, voice*

Girnar Software Private Limited

Registered Office: Girnar 21, Govind Marg, Moti Doongari Road, Dharam Singh Circle, Jaipur - 302004, Rajasthan
Corporate Office (Gurugram): 9th Floor, M3M IFC, Golf Course Extension Road, Sector 66, Gurugram- 122 002, Haryana, India

or video collection and processing, call centre services including in bound and out bound calling services for all kinds, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application service providers.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorized to do all acts, matters, deeds and things as may be necessary including filing of requisite forms with Ministry of Corporate Affairs, submission of documents with any authority, to settle all questions, difficulties or doubts that may arise in this regard at any stage, to do the modifications or changes as may be statutorily required and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 2: To approve amendment in the Articles of Association of the Company to recognize Neo Radiance Fund – Series 1 as minor shareholder.

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

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions of the Companies Act, 2013, if any, of the Companies Act, 2013 and rules made thereunder (including statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded for the alteration in the Articles of Association of the Company to include and recognize the rights of NEO Radiance Fund – Series 1 in the Articles of Association.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to do all acts, deeds and things as such Director(s), may in his absolute discretion, deem necessary, proper, expedient or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to making filings and execute and provide deeds and documents required to be submitted with the jurisdictional Registrar of Companies, by the Company, and give such directions as may be necessary, expedient, or desirable and to comply with all other requirements in connection therewith and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any Director or Company Secretary of the Company, may be furnished to any concerned person(s) and, or, authority(ies) as and when required.”

**For and on behalf of the Board of Directors of
Girnar Software Private Limited**

Sd/-

Gaurav Dutta

Company Secretary

Membership Number: A24445

Date: August 6, 2025

Place: Gurugram

Girnar Software Private Limited

Registered Office: Girnar 21, Govind Marg, Moti Doongari Road, Dharam Singh Circle, Jaipur - 302004, Rajasthan
Corporate Office (Gurugram): 9th Floor, M3M IFC, Golf Course Extension Road, Sector 66, Gurugram- 122 002, Haryana, India

NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Special Business has been attached hereto and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PERSON AS HIS/HER PROXY/IES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY/IES NEED NOT BE A MEMBER/S OF THE COMPANY. MEMBER/S DESIROUS OF APPOINTING PROXY/IES ARE REQUESTED TO DELIVER DULY COMPLETED PROXY FORM/S (IN THE FORM ATTACHED AS ANNEXURE-A TO THIS NOTICE) TO THE COMPANY PRIOR TO THE PROPOSED TIME FOR THE GENERAL MEETING.**
3. Shareholders /Proxies/Authorized Representatives attending the Meeting in person are requested to complete the Attendance Slip (in the form attached as Annexure-B to this Notice) and handover the same at the Meeting.
4. Route Map to attend the Meeting is attached as Annexure-C to this Notice.
5. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
6. The documents referred in the Explanatory Statement are available for inspection at the Registered Office of the Company during normal business hours on any working day upto the date of the Meeting.

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EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: To approve alteration in the object clause of Memorandum of Association of the Company.

It is hereby informed that one of the Company's business verticals, namely Rupyy, is planning to expand its scope by venturing into housing loan facilitation, similar to its existing vehicle loan intermediation services. This expansion will encompass the entire preliminary mortgage loan process, including identifying potential customers, collecting relevant documents, and forwarding the same to financial institutions. In other words, Rupyy will manage the initial stages of the loan application journey, thereby streamlining the process for both customers and lenders.

To carry out the aforesaid business activities, the Object Clause of the Memorandum of Association ("MOA") of the Company is required to be amended to include the same in the MOA. The Board of Directors, in its meeting held on August 5, 2025, has approved the amendment to the MOA of the Company subject to the approval of the shareholders of the Company. Pursuant to Section 13 of the Companies Act 2013, any alteration to the Memorandum of Association requires approval of the shareholders by way of a Special Resolution.

None of the Directors, or their relatives, are in any way concerned or interested in the Resolution at Item No. 1 of the accompanying notice. The Board of Directors recommends the resolution under Item no. 1 of the accompanying notice, for the approval of the members by way of Special Resolution.

Item No. 2: To approve amendment in the Articles of Association of the Company to recognize Neo Radiance Fund – Series 1 as minor shareholder.

It is hereby informed that NEO Radiance Fund - Series 1 ("NEO") has purchased entire 24,270 Series A1 CCCPS of the Company from the existing investor of Company – Peak XV Partners Growth Investment Holdings I and 888 Equity Shares of the Company from Peak XV Partners Growth Investments II. Pursuant to Clause 2 of the Deed of Adherence dated 20 February 2025, executed between NEO and Girnar Software Private Limited, the Company is required to include and recognize the rights of NEO in the Articles of Association.

The Board of Directors at its meeting held on August 5, 2025 has approved the amendment in Articles of Association of the Company, subject to approval of the shareholders of the Company. Pursuant to Section 14 of the Companies Act 2013, any alteration to the Articles of Association requires approval of the shareholders by way of a Special Resolution.

None of the Directors, key managerial person or their respective relatives is/are concerned or interested financially or otherwise in the Resolution at Item No. 2 of the accompanying notice. The Board of Directors recommends the resolution stated at Item No. 2 of the accompanying Notice, for the approval of the Members of the Company by way of Special Resolution.

**By Order of the Board of Directors
For Girnar Software Private Limited**

Sd/-
Gaurav Dutta
Company Secretary
Membership Number: A24445

Date: August 6, 2025
Place: Gurugram

Girnar Software Private Limited

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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: U63121ARJ2006PTC023499

Name of the Company: Girnar Software Private Limited

Registered Office: Girnar-21, Govind Marg, Moti Doongari Road, Dharam Singh Circle, Jaipur- 302004, Rajasthan

Name of the Member:

Registered Address:

E-Mail Id:

Folio No. / Client ID:

DP Id: -

I/We, being the member (s) of _____ shares of the above-mentioned company, hereby appoint:

1. Name:	2. Name:	3. Name:
Address:	Address:	Address:
E-mail Id:	E-mail Id:	E-mail Id:
Signature:.....	Signature:.....	Signature:.....

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company to be held on August 29, 2025 at 4:00 P.M. at 5th Floor, Jaipur Textile Market, B-2, Near Model Town, Malviya Nagar, Jaipur, Rajasthan- 302017 and any adjournment thereof in respect of such resolution set out in the Notice convening the Meeting, as are indicated below:

S. No.	Resolution	For	Against
Special Business			
Item No. 1	To approve alteration in the object clause of Memorandum of Association of the Company.		
Item No. 2	To approve amendment in the Articles of Association of the Company to recognize Neo Radiance Fund – Series 1 as minor shareholder.		

Signed this _____ day of _____ 2025

Signature of Shareholder

Signature of Proxy Holder(s)

Affix revenue stamp

GIRNAR SOFTWARE PRIVATE LIMITED

Regd. Off: 'GIRNAR' 21, Govind Marg,
Moti Doongari Road, Dharam Singh Circle, Jaipur -302 004
CIN: U63121RJ2006PTC023499; website: www.cardekho.com;
e-mail: compliance@girnarsoft.com; Ph.: 01243041400

ATTENDANCE SLIP

(To be presented at the entrance)

**EXTRAORDINARY GENERAL MEETING DATED AUGUST 29, 2025 AT 4:00 P.M. (IST) AT
5TH FLOOR, JAIPUR TEXTILE MARKET, B-2, NEAR MODEL TOWN, MALVIYA NAGAR,
JAIPUR, RAJASTHAN- 302017.**

Folio No. _____

DP ID No. _____ Client ID No. _____

Name of the Member _____

Signature _____

Name of the Proxyholder _____

Signature _____

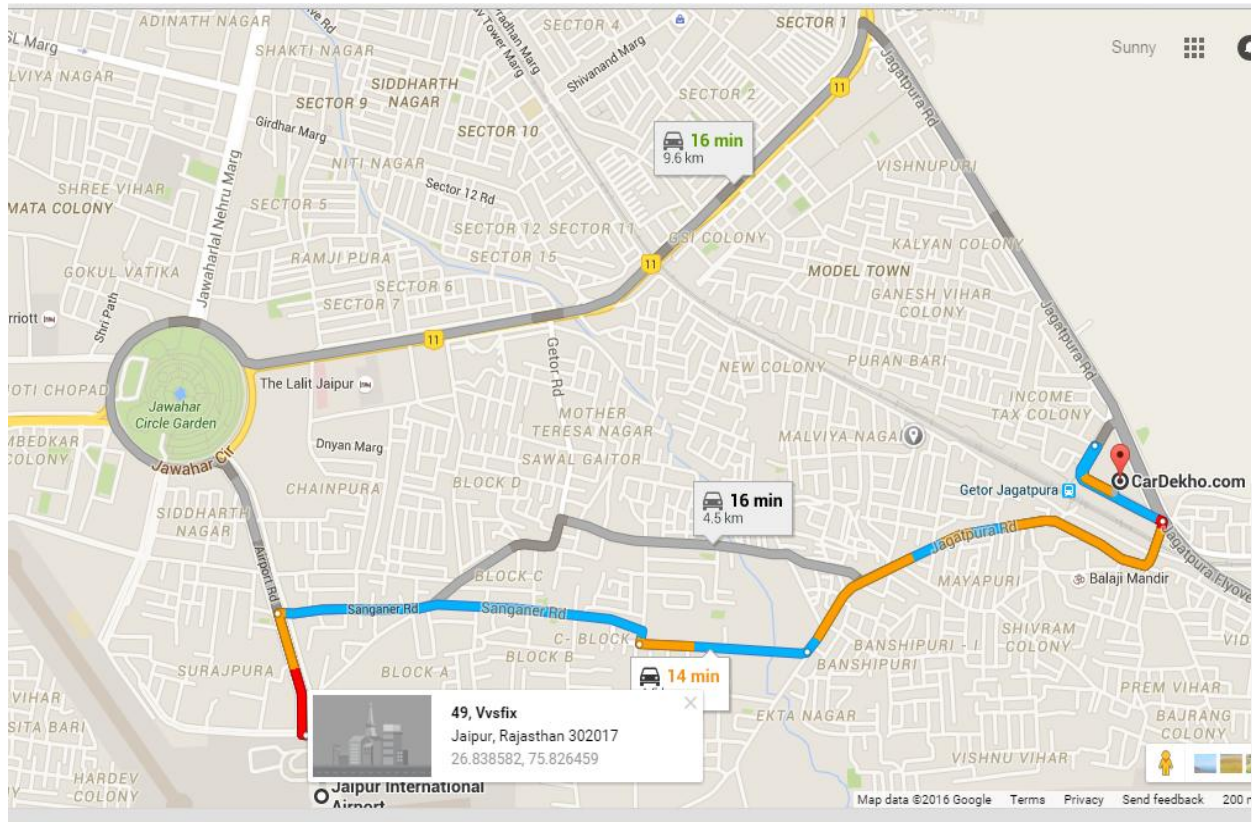
Note: Only Member/Proxy holder can attend the Meeting.

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ROUTE MAP TO REACH THE EGM VENUE

Source - Google Maps:



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