

NOTICE OF AGM

Fynx Capital Limited
(formerly known as Rajath Finance Limited)
CIN: L65910MH1984PLC419700

Address of Registered Office:

Office No. 1001, Tenth Floor, K.P. Aurum Building, CTS No. 426A, Marol Maroshi Road, Andheri (e), Mumbai – 400059.

Phone: +91 8655900272 / +91 8655900275

E-Mail Id: compliance@fynxcapital.com

Website: www.fynxcapial.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 40th Annual General Meeting of the Members of the Company will be held on Wednesday, September 24, 2025 at 02:30 p.m. at the Registered Office of the Company situated at Office No. 1001, Tenth Floor, K.P. Aurum Building, CTS No. 426A, Marol Maroshi Road, Andheri (E), Mumbai - 400059, India to transact the following businesses:

❖ Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the yearended March 31, 2025, and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashok Kumar Mittal, Director (DIN: 06796476), who retires by rotation and, being eligible, offers herself for re-appointment.

❖ Special Business:

3. Appointment of M/S. PHD & Associates, Practising Company Secretary as Secretarial Auditor of the Company for a period of five consecutive years commencing from FY 2025-26

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

“RESOLVED THAT pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and as per the recommendations of Board of Directors of the Company, M/s. PHD & Associates, Practising Company Secretary be and are hereby appointed as the Secretarial Auditor of the Company to hold office for a period of 5 (five) consecutive years from commencing from Financial Year 2025-26 upto Financial year 2029-30, at a remuneration as described in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT Mr. Ashok Mittal, Director [DIN: 01332017] and /or Mr. Akash Hirenghai Bheda, Company Secretary of the Company be and are hereby authorized to sign such forms/returns, and various documents as may be required to be submitted to the Registrar of Companies, Mumbai, Maharashtra or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”

NOTICE OF ANNUAL GENERAL MEETING

4. Approval of Related Party Transaction with Mr. Ashok Kumar Nag (Independent Director)

To consider and, if thought fit, to pass with or without modification(s), as an ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), and other applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the recommendation of the Audit Committee and the Board of Directors of the Company, the members of the Company do hereby approve and authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into and/or continuing with Material Related Party Transaction(s)/ contract(s)/ arrangement(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) undertaken / to be undertaken with Mr. Ashok Kumar Nag (Independent Director), within the meaning of 'Related Party' Regulation 2(1)(zb) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for such amount and on such material terms and conditions as detailed in the Explanatory Statement to this Resolution and as may be mutually agreed between both the parties for FY 2024-25, 2025-26 and the said transaction shall not be arm's length basis and in the ordinary course of business of the Company

Sr. No.	Name of the Related Party	Nature of Relationship	Type of Transaction	Value of Transaction
1.	Ashok Kumar Nag	Independent Director	Sitting Fees	Rs. 4,00,000/- only p.a per FY

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to determine the actual amount of sitting fees, within the limits prescribed under applicable laws, and to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution and to settle any question or difficulty that may arise in this regard.

RESOLVED FURTHER THAT all actions taken by the Board/Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

NOTICE OF ANNUAL GENERAL MEETING

5. Approval of Related Party Transaction with Mr. Sarat Kumar Malik (Independent Director)

To consider and, if thought fit, to pass with or without modification(s), as an ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), and other applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the recommendation of the Audit Committee and the Board of Directors of the Company, the members of the Company do hereby approve and authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into and/or continuing with Material Related Party Transaction(s)/ contract(s)/ arrangement(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) undertaken / to be undertaken with Mr. Sarat Kumar Malik (Independent Director), within the meaning of 'Related Party' Regulation 2(1)(zb) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for such amount and on such material terms and conditions as detailed in the Explanatory Statement to this Resolution and as may be mutually agreed between both the parties for FY 2024-25, 2025-26 and the said transaction shall not be arm's length basis and in the ordinary course of business of the Company

Sr. No.	Name of the Related Party	Nature of Relationship	Type of Transaction	Value of Transaction
1.	Sarat Kumar Malik	Independent Director	Sitting Fees	Rs. 4,00,000/- only p.a per FY

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to determine the actual amount of sitting fees, within the limits prescribed under applicable laws, and to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution and to settle any question or difficulty that may arise in this regard.

RESOLVED FURTHER THAT all actions taken by the Board/Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

NOTICE OF ANNUAL GENERAL MEETING

6. Approval of Related Party Transaction with Mrs. Vijaya Gupta (Independent Director)

To consider and, if thought fit, to pass with or without modification(s), as an ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), and other applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the recommendation of the Audit Committee and the Board of Directors of the Company, the members of the Company do hereby approve and authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into and/or continuing with Material Related Party Transaction(s)/ contract(s)/ arrangement(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) undertaken / to be undertaken with Mrs. Vijaya Gupta (Independent Director), within the meaning of 'Related Party' Regulation 2(1)(zb) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for such amount and on such material terms and conditions as detailed in the Explanatory Statement to this Resolution and as may be mutually agreed between both the parties for FY 2024-25, 2025-26 and the said transaction shall not be arm's length basis and in the ordinary course of business of the Company

Sr. No.	Name of the Related Party	Nature of Relationship	Type of Transaction	Value of Transaction
1.	Vijaya Gupta	Independent Director	Sitting Fees	Rs. 4,00,000/- only p.a per FY

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to determine the actual amount of sitting fees, within the limits prescribed under applicable laws, and to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution and to settle any question or difficulty that may arise in this regard.

RESOLVED FURTHER THAT all actions taken by the Board/Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

NOTICE OF ANNUAL GENERAL MEETING

7. Approval of Related Party Transaction with Mrs. Anjali Sharma (Independent Director)

To consider and, if thought fit, to pass with or without modification(s), as an ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), and other applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the recommendation of the Audit Committee and the Board of Directors of the Company, the members of the Company do hereby approve and authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into and/or continuing with Material Related Party Transaction(s)/ contract(s)/ arrangement(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) undertaken / to be undertaken with Mrs. Anjali Sharma (Independent Director), within the meaning of 'Related Party' Regulation 2(1)(zb) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for such amount and on such material terms and conditions as detailed in the Explanatory Statement to this Resolution and as may be mutually agreed between both the parties for FY 2024-25, 2025-26 and the said transaction shall not be arm's length basis and in the ordinary course of business of the Company

Sr. No.	Name of the Related Party	Nature of Relationship	Type of Transaction	Value of Transaction
1.	Anjali Sharma	Independent Director	Sitting Fees	Rs. 4,00,000/- only p.a per FY

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to determine the actual amount of sitting fees, within the limits prescribed under applicable laws, and to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution and to settle any question or difficulty that may arise in this regard.

RESOLVED FURTHER THAT all actions taken by the Board/Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

NOTICE OF ANNUAL GENERAL MEETING

8. Approval of the Remuneration of Mr. Ashok Kumar Mittal (DIN: 01332017) Non-Executive Director of the Company

To consider and, if thought fit, to pass with or without modification(s), as an SPECIAL RESOLUTION

“RESOLVED THAT Pursuant to the provisions of Section 197, 198 read with schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managing Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), applicable clauses of the Articles of Association of the Company and Regulation 17(6)(ca) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on recommendation of the Nomination and Remuneration Committee and Board of Directors, the Consent of the members of the Company be and is hereby accorded to pay remuneration to Mr. Ashok Kumar Mittal (DIN 01332017), Director of the Company. He is entitled for a remuneration of Rs. 24,00,000/- (Rupees Twenty Four Lacs only) per annum with effect from August 26, 2025 which will be valid for a period of 3 years, which is/may likely to exceed 50% (fifty percent) of the aggregate remuneration paid / payable to all Non-Executive Directors of the Company for the said financial year.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded that Mr. Ashok Kumar Mittal, Director of the Company be paid remuneration by way of Salary/ Perquisites / allowances as approved herein above be paid as minimum remuneration for the period of 3 years even in case the Company has no profits or its profit are inadequate and such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

FURTHER RESOLVED THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

FURTHER RESOLVED THAT Mr. Gautam Kirtikumar Shah, Director (DIN: 06379806) and /or Mr. Akash Hirenbbhai Bheda, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.

FURTHER RESOLVED THAT Mr. Gautam Kirtikumar Shah, Director (DIN: 06379806) and /or Mr. Akash Hirenbbhai Bheda, Company Secretary of the Company be and is hereby severally authorised to sign, certify and submit the copy of this Resolution to any authority, if required.”

9. Approval of related party transaction with Mr. Ashok Kumar Mittal (Non-Executive Director)

To consider and, if thought fit, to pass with or without modification(s), as an ORDINARY RESOLUTION

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“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force) and Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Company’s Policy on Materiality Related Party Transactions and on Dealing with Related Party Transactions and basis the recommendation of the Audit Committee and the Board of Directors of the Company, the members of the Company do hereby approve and authorize the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into and/or continuing with Material Related Party Transaction(s)/ contract(s)/ arrangement(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) undertaken / to be undertaken with with Ashok Kumar Mittal (Non-Executive Director) within the meaning of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for such amount and on such material terms and conditions as detailed in the Explanatory Statement to this Resolution and as may be mutually agreed between both the parties for period of 3 years and the said transaction shall be arm’s length basis and in the ordinary course of business of the Company

Sr. No.	Name of the Related Party	Nature of Relationship	Type of Transaction	Value of Transaction
1.	Mr. Ashok Kumar Mittal	Non-Executive Director	Remuneration	Rs. 24,00,000/- only p.a. per FY

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to determine the actual amount of remuneration/perquisites within the limits prescribed under applicable laws, and to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution and to settle any question or difficulty that may arise in this regard.

RESOLVED FURTHER THAT all actions taken by the Board/Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

10. Approval of Related Party Transaction with Mr. Akash Hirenbbhai Bheda, Company Secretary.

To consider and, if thought fit, to pass with or without modification(s), as an ORDINARY RESOLUTION

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“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), and other applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the recommendation of the Audit Committee and the Board of Directors of the Company, the members of the Company do hereby approve and authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into and/or continuing with Material Related Party Transaction(s)/ contract(s)/ arrangement(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) undertaken / to be undertaken with Mr. Akash Hirenbbhai Bheda, Company Secretary, within the meaning of 'Related Party' Regulation 2(1)(zb) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for such amount and on such material terms and conditions as detailed in the Explanatory Statement to this Resolution and as may be mutually agreed between both the parties for FY 2024-25, 2025-26 and the said transaction shall not be arm's length basis and in the ordinary course of business of the Company

Sr. No.	Name of the Related Party	Nature of Relationship	Type of Transaction	Value of Transaction
1.	Mr. Akash Hirenbbhai Bheda	Company Secretary	Salary/Remuneration	Rs. 10,35,000/- only p.a. per FY

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to determine the actual amount of sitting fees, within the limits prescribed under applicable laws, and to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution and to settle any question or difficulty that may arise in this regard.

RESOLVED FURTHER THAT all actions taken by the Board/Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

- 11.Approval of Related Party Transaction with Mrs. Preeti Mhatre, Chief Financial Officer (CFO).

To consider and, if thought fit, to pass with or without modification(s), as an ORDINARY RESOLUTION

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“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), and other applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the recommendation of the Audit Committee and the Board of Directors of the Company, the members of the Company do hereby approve and authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into and/or continuing with Material Related Party Transaction(s)/ contract(s)/ arrangement(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) undertaken / to be undertaken with Mrs. Preeti Mhatre, Chief Financial Officer (CFO), within the meaning of 'Related Party' Regulation 2(1)(zb) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for such amount and on such material terms and conditions as detailed in the Explanatory Statement to this Resolution and as may be mutually agreed between both the parties for FY 2024-25, 2025-26 and the said transaction shall not be arm's length basis and in the ordinary course of business of the Company

Sr. No.	Name of the Related Party	Nature of Relationship	Type of Transaction	Value of Transaction
1.	Mrs. Preeti Mhatre	Chief Financial Officer (CFO)	Salary/Remuneration	Rs. 33,00,000/- only p.a. per FY

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to determine the actual amount of sitting fees, within the limits prescribed under applicable laws, and to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution and to settle any question or difficulty that may arise in this regard.

RESOLVED FURTHER THAT all actions taken by the Board/Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

12.Appointment of Mr. Shanker Raman Siddhanathan as Director of the Company

To consider and, if thought fit, to pass with or without modification(s), as an ORDINARY RESOLUTION the following

“RESOLVED THAT in accordance with the provisions of Section 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force), Mr. Shanker Raman Siddhanathan (DIN: 11092783) who was appointed as an Additional Director and holds office up to the date of this Annual General Meeting of the Company, is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013,

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proposing his candidature for the office of a Director, be and is hereby appointed as a Director.”

13.Appointment of Mr. Shanker Raman Siddhanathan as Managing Director of the Company

To consider and, if thought fit, to pass with or without modification(s), as an ORDINARY RESOLUTION the following:

“RESOLVED THAT pursuant to the provisions of section 196, 197 & 203 read with schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managing Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), subject to such other consents and permission as may be necessary, the approval of members be and is hereby accorded for the appointment of Mr. Shanker Raman Siddhanathan, [DIN: 11092783] as Managing Director of the Company for a period of 5 (Five) years with effect from August 26, 2025 on the remuneration of Rs. 60,00,000/- p.a (Rupees Sixty Lakhs Only) and terms and condition as may be accepted and decided by the board

RESOLVED FURTHER THAT Mr. Ashok Kumar Mittal, Director [DIN: 01332017] of the Company, and / or Mr. Akash Hirenbbhai Bheda, Company Secretary of the Company be and are hereby severally authorized to sign, digitally and/or hard copy of e-form no. DIR-12 and any other e-forms as applicable, along with all other documents, deeds, agreement, declarations, clarifications, papers, etc and to do all such essential things for appointment of Mr. Shanker Raman Siddhanathan, as “Managing Director” (MD) of the Company.

RESOLVED FURTHER THAT Mr. Ashok Kumar Mittal, Director [DIN: 01332017], of the Company and / or Mr. Akash Hirenbbhai Bheda, Company Secretary of the Company be and are hereby authorized to sign, certify and submit the copy of this Resolution to any authority, if required.”

14.Approval of the Remuneration of Mr. Shanker Raman Siddhanathan (DIN: 11092783) as Managing Director of the Company

To consider and, if thought fit, to pass with or without modification(s), as SPECIAL RESOLUTION

“RESOLVED THAT Pursuant to the provisions of Section 196, 197 and 203 read with schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managing Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), applicable clauses of the Articles of Association of the Company and based on recommendation of the Nomination and Remuneration Committee and Board of Directors, the Consent of the members of the Company be and is hereby accorded to pay remuneration to Mr. Shanker Raman Siddhanathan (DIN: 11092783), Managing Director for a period of 5 years with effect from August 26, 2025. He is entitled for a remuneration of Rs. 60,00,000/- (Rupees Sixty Lacs only) per annum with effect from August 26, 2025 which will be valid for a period of 5 years.

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RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded that Mr. Shanker Raman Siddhanathan, Managing Director of the Company be paid remuneration by way of Salary/ Perquisites / allowances as approved herein above be paid as minimum remuneration for the period of 5 years even in case the Company has no profits or its profit are inadequate.

FURTHER RESOLVED THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

FURTHER RESOLVED THAT Mr. Ashok Kumar Mittal, Director [DIN: 01332017], of the Company and / or Mr. Akash Hirenghai Bheda of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.

15. Approval of Related Party Transaction with Mr. Shanker Raman Siddhanathan (Managing Director)

To consider and, if thought fit, to pass with or without modification(s), as an ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force) and Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (‘Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’) read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Company’s Policy on Materiality Related Party Transactions and on Dealing with Related Party Transactions and basis the recommendation of the Audit Committee and the Board of Directors of the Company, the members of the Company do hereby approve and authorize the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into and/or continuing with Material Related Party Transaction(s)/ contract(s)/ arrangement(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) undertaken / to be undertaken with Mr. Shanker Raman Siddhanathan (Managing Director) within the meaning of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for such amount and on such material terms and conditions as detailed in the Explanatory Statement to this Resolution and as may be mutually agreed between both the parties for period of 5 years and the said transaction shall be arm’s length basis and in the ordinary course of business of the Company

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Sr. No.	Name of the Related Party	Nature of Relationship	Type of Transaction	Value of Transaction
1.	Mr. Shanker Raman Siddhanathan	Managing Director	Remuneration	Rs. 60,00,000/- only p.a. per FY

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to determine the actual amount of remuneration/perquisites within the limits prescribed under applicable laws, and to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution and to settle any question or difficulty that may arise in this regard.

RESOLVED FURTHER THAT all actions taken by the Board/Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

16.Approval for increase in borrowing limits of the company as per section 180 (1) (c) of the companies act, 2013:

To consider and, if thought fit, to pass with or without modification(s), as SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof for the time being in force) and RBI Regulations and approval of the shareholders of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to borrow any sum or sums of moneys as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs 100 crores (Rupees Hundred Crores Only for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the permissible limit i.e. aggregate of paid-up capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

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17. Approval of Related Party Transaction with Lord Krishna Financial Services Limited

To consider and, if thought fit, to pass with or without modification(s), as ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force) and Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Company’s Policy on Materiality Related Party Transactions and on Dealing with Related Party Transactions and basis the recommendation of the Audit Committee and the Board of Directors of the Company, the members of the Company do hereby approve and authorize the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into and/or continuing with Material Related Party Transaction(s)/ contract(s)/ arrangement(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) undertaken / to be undertaken with Lord Krishna Financial Services Limited, the company in which Director is interested within the meaning of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for such amount and on such material terms and conditions as detailed in the Explanatory Statement to this Resolution and as may be mutually agreed between both the parties for period of 5 years and the said transaction shall be arm’s length basis and not in the ordinary course of business of the Company

Sr. No.	Name of the Related Party	Nature of Relationship	Type of Transaction	Value of Transaction
1.	Lord Krishna Financial Services Limited	Common Director	Borrow Unsecured/Secured Loan	Rs. 500,00,000/- only

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to determine the actual amount of Loan within the limits prescribed under applicable laws, and to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution and to settle any question or difficulty that may arise in this regard.

NOTICE OF ANNUAL GENERAL MEETING

RESOLVED FURTHER THAT all actions taken by the Board/Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

DATE: 26.08.2025

PLACE: MUMBAI

By Order of the Board of Directors,

FOR, FYNX CAPITAL LIMITED

(Formerly Known as Rajath Finance Limited)

AKASH HIRENBHAI BHEDA

COMPANY SECRETARY & COMPLIANCE OFFICER

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

- A. Member entitled to attend and vote at the Annual General Meeting (“the meeting”) is entitled to appoint a proxy to attend and vote on poll and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
- B. The Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules framed thereunder, setting out all material facts relating to the resolutions mentioned in 40th (fortieth) Annual General Meeting (“AGM”) Notice is annexed hereto. Additional information for appointment of Secretarial Auditor is furnished in Annexure A to 40th (fortieth) Annual General Meeting (“AGM”) Notice. Further the additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), in respect of the Director seeking appointment is furnished in Annexure B to 40th (fortieth) Annual General Meeting (“AGM”) Notice.
- C. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday 18th September, 2025 to Wednesday, 24th September, 2025.
- D. Notice of the AGM along with the Annual Report 2024-2025, process and manner of remote e-voting, Attendance Slip and Proxy form are being sent by e-mail to those Members who have registered their e-mail address with Company's Registrar and Share Transfer Agents viz; MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (“RTA”) or with their respective Depository Participant (“DP”).

A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to shareholders who have not registered their email address with the Company's RTA or DP. For convenience of Members, route map of the venue of the 40th (fortieth) Annual General Meeting (“AGM”) is enclosed in this Annual Report.

Notice and Integrated Annual Report 2024-25 will also be available on the Company's website www.fynxcapital.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com

NOTICE OF ANNUAL GENERAL MEETING

- E. Only Members / Proxies / Representatives / Invitees of the Company are permitted to attend the Meeting at the venue. Attendance of any other individuals, including relatives and acquaintances accompanying Members, is strictly prohibited.
- F. In continuation with the MCA General Circulars No. 20/2020 dated May 5, 2020, SEBI Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated Jan 15, 2021 and in accordance with the General Circular No. 09/2024 dated Sep 19, 2024 SEBI/HO/CFD/ PoD-2 PCIR/2024/133 dated Oct 3, 2024 the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the financial year ended March 31, 2025 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company /RTA/ the Depository Participant(s). A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to shareholders who have not registered their email address with the Company's RTA or DP. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

Members who are desirous of obtaining hard copy of the Annual Report should send a request to the Company's e-mail id viz., compliance@fynxcapital.com clearly mentioning their Folio number / DP ID and Client ID.

A copy of the Notice of this AGM along with integrated Annual Report for the FY 2024-2025 is available on the website of the Company at www.fynxcapital.com, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited at www.bseindia.com.

Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.

- G. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
- H. In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, your company is pleased to provide remote e-Voting facility to its members for the business as may be transacted at the Annual General Meeting of the Company.
- I. The members who have cast their votes by remote e-voting prior to the day of AGM may attend the meeting but shall not be entitled to cast their vote again at the venue of the AGM.

NOTICE OF ANNUAL GENERAL MEETING

- J. E-voting platform for remote e-voting shall be provided by the MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (Instavote), Registrar and Share Transfer Agent of the Company. The detailed instructions for remote e-voting as per the SEBI Circular dated 09th December, 2020 are annexed to this notice.
- K. The remote e-voting period shall commence at 09:00 AM on Saturday, 20th September, 2025 and will end at 05:00 PM on Tuesday, 23rd September, 2025. During this period, the members of the company holding shares as on the cutoff date i.e Wednesday, 17th September, 2025 may cast their vote electronically. E-voting module shall be disabled by the MUFG Intime India Private Limited after 05:00 PM on Tuesday, 23rd September, 2025. During the AGM, voting can be done through ballot/polling paper. Members/proxies/authorised representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting
- L. The person whose name is registered in the register of members of the Company or in the register of beneficial owners as maintained by the depositories as on Friday, 22nd August, 2025 [Cut-off date for receiving Notice and Annual Report], shall be entitled for receiving of the Notice of Annual General Meeting along with Annual Report for the F.Y. 2024-25, through their registered Email-id.
- M. M/s. PHD & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process and Voting through Poll at the venue of the AGM in a fair and transparent manner.
- N. The results shall be declared within two working days after the AGM of the Company. The Results along with the Scrutinizer's Report(s) will be available on the website of the Company (www.fynxcapital.com) and on MUFG Intime India Private Limited website (<https://instavote.linkintime.co.in>), within two (2) days of passing of the resolutions at the AGM and communicated to the BSE Limited, where the shares of the Company are listed.
- O. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9 A.M. to 5 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

DATE: 26.08.2025
PLACE: MUMBAI

By Order of the Board of Directors,
FOR, FYNX CAPITAL LIMITED
(Formerly Known as Rajath Finance Limited)

Akash Hirenghai Bheda
Company Secretary & Compliance Officer

NOTICE OF ANNUAL GENERAL MEETING

❖ **Instructions for e-Voting:**

Please read the instructions given below before exercising the voting right through remote e-voting.

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d)

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services

NOTICE OF ANNUAL GENERAL MEETING

- e. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

METHOD 3 - NSDL OTP based login

- a. Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b. Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP
- c. Enter the OTP received on your registered email ID/ mobile number and click on login
- d. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility

- a. Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab
- b. Enter existing username, Password & click on “Login”.
- c. Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

Shareholders not registered for Easi/ Easiest facility

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

NOTICE OF ANNUAL GENERAL MEETING

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under;

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- Enter details as under:
 - User ID: Enter User ID
 - Password: Enter existing Password
 - Enter Image Verification (CAPTCHA) Code
 - Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:
 - User ID: Enter User ID
 - PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 - Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders holding shares in **NSDL form**, shall provide ‘D’ above
 - Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

NOTICE OF ANNUAL GENERAL MEETING

5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTICE OF ANNUAL GENERAL MEETING

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently)

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.muvg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

NOTICE OF ANNUAL GENERAL MEETING

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

ANNEXURE TO THE NOTICE OF THE 40TH (FORTIETH) ANNUAL GENERAL MEETING (AGM) OF FYNX CAPITAL LIMITED (FORMERLY KNOWN AS RAJATH FINANCE LIMITED)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT"):

The Explanatory Statement in terms of the provisions of Section 102(1) of the Act, sets out all material facts relating to the Ordinary and Special Business mentioned in the accompanying Notice for convening the 40th (fortieth) Annual General Meeting ("AGM") of Fynx Capital Limited (Formerly known as Rajath Finance Limited) on Wednesday, September 24, 2025, at 02.30 p.m. (IST):

Item No. 3

In Terms of recent amendment in Regulation 24A of SEBI Listing Regulations, the Company is required to appoint a Secretarial Auditor for a term of 5 (five) consecutive years with the approval of its shareholders in the AGM.

Taking into accounts eligibility, qualification, independence, experience, competency of the audit team, efficiency in conduct of audit, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, appointed M/s. PHD & Associates, Practising Company Secretary, as the Secretarial Auditor of the Company for a term of five years from the financial year 2025-26 upto the financial year 2029-30.

The Company has received consent cum eligibility certificate from M/s. PHD & Associates, confirming that the appointment, if made, would be within the limits prescribed by Institute of Company Secretaries of India (ICSI) for maximum number of Secretarial Audits and that they are not disqualified to be appointed as the Secretarial Auditor in terms of the provisions of Regulation 24A of SEBI Listing Regulations. M/s. PHD & Associates, has also provided confirmation that they have subjected themselves to the peer review process of the ICSI and hold a valid certificate issued by the 'Peer Review Board' of the ICSI.

Besides the above audit service, the Company would also avail other services from the auditor as may be approved by the Board from time to time. The following are the details as required under Regulation 36(5) of the SEBI Listing Regulations.

i) Proposed fees payable to the Auditor(s): Rs. 60,000/- for FY 2025-26 exclusive of applicable taxes and reimbursement of out-of-pocket expense on actual basis but excluding other services. Annual increment for subsequent years may be considered by the Board in consultation with the Secretarial Auditor.

ii) Term: Five years from FY 2025-26 to FY 2029-30.

iii) In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: No

iv) Basis of recommendation for appointment: Board is of opinion that M/s. PHD & Associates a Practising Company Secretary is holding professional knowledge and experience in the area of compliance, corporate governance, accounts, finance, audit and the competence of their audit team and they also associated with the company from past several years. The firm has demonstrated efficiency in conducting audits and careful review of documentation. Based on these factors and the Audit Committee's recommendation, the Board recommend their appointment.

The brief details of appointment of Secretarial Auditor are provided in the "Annexure A" to the 40th (fortieth) Annual General Meeting ("AGM") Notice.

The documents related to the said resolution are available for inspection electronically until the last date of remote e-voting at the request of the members.

The Board recommends passing of the resolution as an Ordinary Resolution.

None of the Director, Key Managerial Personnel or their relatives, are concerned or interested, in the resolution.

Item No. 4

Mr. Ashok Kumar Nag is a 'Related Party' within the meaning of Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and Section 2(76) of the Companies Act, 2013 ("Act"). Hence, the contracts, agreements, arrangements and transactions with Mr. Ashok Kumar Nag falls under the category of Related Party Transactions ("RPT") in terms of the Regulation 23 of SEBI Listing Regulations, 2015.

The management had provided relevant details to the Audit Committee for the proposed RPTs, including material terms and basis of pricing. The Audit Committee, in its meeting held on August 26, 2025 after reviewing all necessary information, has granted its approval to enter into the said RPTs.

The Audit Committee has further noted that the said transaction(s) will not be at arm's length and shall in the ordinary course of business.

The relevant information pertaining to transactions as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and pursuant to Section III-B of the SEBI Master Circular bearing reference no. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Party: Mr. Ashok Kumar Nag Relationship: Mr. Ashok Kumar Nag is Independent Director of Fynx Capital Limited. Arrangement between Fynx Capital Limited and Mr. Ashok Kumar Nag for rendering Professional services.
Type of transaction	Sitting Fees paid to Independent Director attending Board and Committee Meetings.

Material terms and particulars of the proposed transaction	Sitting Fees paid to Independent Director attending Board and Committee Meetings. The transactions are / will be at arm's length basis
Tenure of the proposed transaction	FY 2025-26 FY 2026-27
Maximum amount per transaction	50,000/- only
Value of the proposed transaction	The Maximum Expected Value of Transaction is Rs.4,00,000/- only p.a
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The estimated transaction value for transaction for FY 2025-26 is 244% of annual turnover of the Company for FY2024-25.
Advance paid or received for the contract or arrangement, if any	No Advance paid or received
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Sitting Fees is determined based on Market prevalent price; however, Sitting Fees is being charged as per the Market Price
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All Material factors are considered
Review, at such intervals for related party transaction pursuant to each of the approval made	Year to year basis
Justification as to why the RPT is in the interest of the Company	The Company requires skilled professional to look into the various aspects of the Company and give their opinion for growth and business expansion. Mr Ashok Kumar Nag has vast experience in the industry and is skilled professional whose opinion and business decisions can boost company's business. The Sitting Fees is determined based on Market prevalent price.
If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	

a) details of the source of funds in connection with the proposed transaction	Not Applicable
b) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments, a. nature of indebtedness; b. cost of funds; and c. tenure	Not Applicable
c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions	Not Applicable
Percentage of the counter party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable
Any other information that may be relevant	Not Applicable

Except Mr. Ashok Kumar Nag, the Director of the Company, being related party, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 4.

It is further clarified that none of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise except for the said RPTs proposed to be entered, in the Resolution mentioned above.

The Board recommends the Ordinary Resolution as set forth in item no.4, for the approval of the Members

Item No. 5

Mr. Sarat Kumar Malik is a 'Related Party' within the meaning of Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and Section 2(76) of the Companies Act, 2013 ("Act"). Hence, the contracts, agreements, arrangements and transactions with Mr. Sarat Kumar Malik falls under the category of Related Party Transactions ("RPT") in terms of the Regulation 23 of SEBI Listing Regulations, 2015.

The management had provided relevant details to the Audit Committee for the proposed RPTs, including material terms and basis of pricing. The Audit Committee, in its meeting held on August 26, 2025 after reviewing all necessary information, has granted its approval to enter into the said RPTs.

The Audit Committee has further noted that the said transaction(s) will not be at arm's length and shall in the ordinary course of business.

The relevant information pertaining to transactions as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and pursuant to Section III-B of the SEBI Master Circular bearing reference no. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Party: Mr. Sarat Malik Relationship: Mr. Sarat Malik Nag is Independent Director of Fynx Capital Limited. Arrangement between Fynx Capital Limited and Mr. Sarat Malik for rendering Professional services.
Type of transaction	Sitting Fees paid to Independent Director attending Board and Committee Meetings.
Material terms and particulars of the proposed transaction	Sitting Fees paid to Independent Director attending Board and Committee Meetings. The transactions are / will be at arm's length basis
Tenure of the proposed transaction	FY 2025-26 FY 2026-27
Maximum amount per transaction	50,000/- only
Value of the proposed transaction	The Maximum Expected Value of Transaction is Rs.4,00,000/- only p.a
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that	The estimated transaction value for transaction for FY 2025-26 is 244% of annual turnover of the Company for FY2024-25.

is represented by the value of the proposed transaction	
Advance paid or received for the contract or arrangement, if any	No Advance paid or received
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Sitting Fees is determined based on Market prevalent price; however, Sitting Fees is being charged as per the Market Price
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All Material factors are considered
Review, at such intervals for related party transaction pursuant to each of the approval made	Year to year basis
Justification as to why the RPT is in the interest of the Company	The Company requires skilled professional to look into the various aspects of the Company and give their opinion for growth and business expansion. Mr Sarat Malik has vast experience in the industry and is skilled professional whose opinion and business decisions can boost company's business. The Sitting Fees is determined based on Market prevalent price.
If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	
details of the source of funds in connection with the proposed transaction	Not Applicable
where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments, a. nature of indebtedness; b. cost of funds; and c. tenure	Not Applicable
applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or	Not Applicable

unsecured; if secured, the nature of security	
the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions	Not Applicable
Percentage of the counter party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable
Any other information that may be relevant	Not Applicable

Except Mr. Sarat Kumar Malik, the Director of the Company, being related party, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 5.

It is further clarified that none of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise except for the said RPTs proposed to be entered, in the Resolution mentioned above.

The Board recommends the Ordinary Resolution as set forth in item no.5, for the approval of the Members

Item No. 6

Mrs. Vijaya Gupta is a 'Related Party' within the meaning of Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and Section 2(76) of the Companies Act, 2013 ("Act"). Hence, the contracts, agreements, arrangements and transactions with Mrs. Vijaya Gupta falls under the category of Related Party Transactions ("RPT") in terms of the Regulation 23 of SEBI Listing Regulations, 2015.

The management had provided relevant details to the Audit Committee for the proposed RPTs, including material terms and basis of pricing. The Audit Committee, in its meeting held on August 26, 2025 after reviewing all necessary information, has granted its approval to enter into the said RPTs.

The Audit Committee has further noted that the said transaction(s) will not be at arm's length and shall in the ordinary course of business.

The relevant information pertaining to transactions as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and pursuant to Section III-B of the SEBI Master Circular bearing reference no. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (“SEBI Master Circular”) are set forth below:

Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Party: Mrs. Vijaya Gupta</p> <p>Relationship: Mrs. Vijaya Gupta is Independent Director of Fynx Capital Limited.</p> <p>Arrangement between Fynx Capital Limited and Mrs. Vijaya Gupta for rendering Professional services.</p>
Type of transaction	Sitting Fees paid to Independent Director attending Board and Committee Meetings.
Material terms and particulars of the proposed transaction	Sitting Fees paid to Independent Director attending Board and Committee Meetings. The transactions are / will be at arm’s length basis
Tenure of the proposed transaction	<p>FY 2025-26</p> <p>FY 2026-27</p>
Maximum amount per transaction	50,000/- only
Value of the proposed transaction	The Maximum Expected Value of Transaction is Rs.4,00,000/- only p.a
The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The estimated transaction value for transaction for FY 2025-26 is 244% of annual turnover of the Company for FY2024-25.
Advance paid or received for the contract or arrangement, if any	No Advance paid or received
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Sitting Fees is determined based on Market prevalent price; however, Sitting Fees is being charged as per the Market Price
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with	All Material factors are considered

the rationale for not considering those factors	
Review, at such intervals for related party transaction pursuant to each of the approval made	Year to year basis
Justification as to why the RPT is in the interest of the Company	The Company requires skilled professional to look into the various aspects of the Company and give their opinion for growth and business expansion. Mrs Vijaya Gupta has vast experience in the industry and is skilled professional whose opinion and business decisions can boost company's business. The Sitting Fees is determined based on Market prevalent price.
If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	
details of the source of funds in connection with the proposed transaction	Not Applicable
where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments, a. nature of indebtedness; b. cost of funds; and c. tenure	Not Applicable
applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions	Not Applicable
Percentage of the counter party's annual consolidated turnover that is represented	Not Applicable

by the value of the proposed RPT on a voluntary basis;	
Any other information that may be relevant	Not Applicable

Except Mrs. Vijaya Gupta, the Director of the Company, being related party, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 6.

It is further clarified that none of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise except for the said RPTs proposed to be entered, in the Resolution mentioned above.

The Board recommends the Ordinary Resolution as set forth in item no.6, for the approval of the Members

Item No. 7

Mrs. Anjali Sharma is a 'Related Party' within the meaning of Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and Section 2(76) of the Companies Act, 2013 ("Act"). Hence, the contracts, agreements, arrangements and transactions with Mrs. Anjali Sharma falls under the category of Related Party Transactions ("RPT") in terms of the Regulation 23 of SEBI Listing Regulations, 2015.

The management had provided relevant details to the Audit Committee for the proposed RPTs, including material terms and basis of pricing. The Audit Committee, in its meeting held on August 26, 2025 after reviewing all necessary information, has granted its approval to enter into the said RPTs.

The Audit Committee has further noted that the said transaction(s) will not be at arm's length and shall in the ordinary course of business.

The relevant information pertaining to transactions as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and pursuant to Section III-B of the SEBI Master Circular bearing reference no. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Party: Mrs. Anjali Sharma Relationship: Mrs. Anjali Sharma is Independent Director of Fynx Capital Limited. Arrangement between Fynx Capital Limited and Mrs. Anjali Sharma for rendering Professional services.
Type of transaction	Sitting Fees paid to Independent Director attending Board and Committee Meetings.

Material terms and particulars of the proposed transaction	Sitting Fees paid to Independent Director attending Board and Committee Meetings. The transactions are / will be at arm's length basis
Tenure of the proposed transaction	FY 2025-26 FY 2026-27
Maximum amount per transaction	50,000/- only
Value of the proposed transaction	The Maximum Expected Value of Transaction is Rs.4,00,000/- only p.a
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The estimated transaction value for transaction for FY 2025-26 is 244% of annual turnover of the Company for FY2024-25.
Advance paid or received for the contract or arrangement, if any	No Advance paid or received
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Sitting Fees is determined based on Market prevalent price; however, Sitting Fees is being charged as per the Market Price
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All Material factors are considered
Review, at such intervals for related party transaction pursuant to each of the approval made	Year to year basis
Justification as to why the RPT is in the interest of the Company	The Company requires skilled professional to look into the various aspects of the Company and give their opinion for growth and business expansion. Mrs Anjali Sharma has vast experience in the industry and is skilled professional whose opinion and business decisions can boost company's business. The Sitting Fees is determined based on Market prevalent price.

If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	
details of the source of funds in connection with the proposed transaction	Not Applicable
where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments, a. nature of indebtedness; b. cost of funds; and c. tenure	Not Applicable
applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions	Not Applicable
Percentage of the counter party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable
Any other information that may be relevant	Not Applicable

Except Mrs. Anjali Sharma, the Director of the Company, being related party, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 7.

It is further clarified that none of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise except for the said RPTs proposed to be entered, in the Resolution mentioned above.

The Board recommends the Ordinary Resolution as set forth in item no.7, for the approval of the Members

ITEM NO. 8

Mr. Ashok Kumar Mittal was appointed as the Additional Director of the Company on January 27, 2025, and he was regularized as director in the Extraordinary General Meeting held on March 10, 2025. The Board of Director in their meeting held on August 26, 2025 has approved payment of remuneration of Mr. Ashok Kumar Mittal.

The Remuneration paid is subject to approval of members in which is in excess of limits prescribed under the Companies Act, 2013 and corresponding Rules. Therefore, prior approval of Members is required as prescribed in schedule V and other applicable provisions, if any of the Companies Act, 2013.

I. General Information

1. **Nature of Industry:** The Company is engaged in Finance Activity.
2. **Date of commencement of commercial production:** The Company is not involving manufacturing one. The operations of the Company commenced after its incorporation.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** NA
4. **Financial performance based on given indicators:** The Company is currently running into Loss, however, is taking all appropriate actions to generate profit.
5. **Foreign investments or collaborations, if any:** Nil

II. Information about the appointee

1. **Background details :** Mr. Ashok Kumar Mittal is an entrepreneur for the last 7+ years, running MSME focused digital NBFC. He has extensive experience in achieving effective collaboration with management, co-workers, vendors, and clients.
2. **Past Remuneration:** No Remuneration is paid in past to Mr. Ashok Kumar Mittal.
3. **Recognition or Awards:** Nil
4. **Job Profile and his suitability:** Expected to perform duties, whether statutory, fiduciary, faithfully, efficiently and diligently to a standard commensurate with the function of his role and knowledge, skills and experience. Mr. Ashok Kumar Mittal is a highly experienced professional having specialized knowledge and skills to guide the Company in respect to NBFC operations and also his expertise will help company in implementing policies and programs to improve business operations. He will assist management in business enhancement.
5. **Terms and Conditions of Remuneration:** The Company will pay remuneration and perquisites to Mr. Ashok Kumar Mittal as approved by Members of the Company which may or may not exceeding the ceiling laid down in terms of provisions of Section II of Part II of Schedule V to the

Companies Act, 2013 for the period as stated in the resolution.

- 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Taking into consideration the size of the Company, the profile of Mr. Ashok Kumar Mittal and the responsibilities shouldered on him, and the industry bench marks, the proposed remuneration adequate in compared to the comparable Companies.
- 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Nil

III. Other Information

a) Reasons of loss or inadequate profits:	The resolution is passed as an abandoned caution under Schedule V.
b) Steps taken or proposed to be taken for improvement	
c) Expected increase in productivity and profits in measurable terms	

However as per Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") approval of shareholders by special resolution is required, in case annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors. The proposed remuneration by way of Salary/remuneration to Mr. Ashok Kumar Mittal is likely to exceed fifty per cent of the total annual remuneration payable to all non-executive directors during the financial year ending 31st March, 2026.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, The Members are requested to grant their approval for remuneration to be paid to Mr. Ashok Kumar Mittal and approve the terms of remuneration. Further, remuneration proposed above shall be valid for a period of three years w.e.f. August 26, 2025 until revised further.

Except Mr. Ashok Kumar Mittal, the Director of the Company, being related party, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 8.

The Board recommends the Special Resolution as set forth in item no.8, for the approval of the Members

Item No. 9

Mr. Ashok Kumar Mittal is a 'Related Party' within the meaning of Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and Section 2(76) of the Companies Act, 2013 ("Act"). Hence, the contracts, agreements, arrangements and transactions with Mr. Ashok Kumar Mittal falls under the category of Related Party Transactions ("RPT") in terms of the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 15

of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force) and Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management had provided relevant details to the Audit Committee for the proposed RPTs, including material terms and basis of pricing. The Audit Committee, in its meeting held on August 26, 2025 after reviewing all necessary information, has granted its approval to enter into the said RPTs.

The Audit Committee has further noted that the said transaction(s) will not be at arm's length and shall in the ordinary course of business.

The relevant information pertaining to transactions as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and pursuant to Section III-B of the SEBI Master Circular bearing reference no. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Party: Mr. Ashok Kumar Mittal Relationship: Mr. Ashok Kumar Mittal is Non-Executive Director of Fynx Capital Limited. Arrangement between Fynx Capital Limited and Mr. Ashok Kumar Mittal for rendering Professional services.
Type of transaction	Remuneration for rendering Professional services.
Material terms and particulars of the proposed transaction	Remuneration to be paid for rendering services in Professional Capacity. The transactions are / will be at arm's length basis
Tenure of the proposed transaction	3 yrs and renewable thereafter
Maximum amount per transaction	2,00,000/- only
Value of the proposed transaction	The Maximum Expected Value of Transaction is Rs.24,00,000/- only p.a
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The estimated transaction value for transaction for FY 2025-26 is 858% of annual turnover of the Company for FY2024-25.
Advance paid or received for the contract or arrangement, if any	No Advance paid or received

The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Remuneration is determined based on Market prevalent price; however, Remuneration is being charged as per the Market Price.
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All Material factors are considered
Review, at such intervals for related party transaction pursuant to each of the approval made	Year to year basis
Justification as to why the RPT is in the interest of the Company	The Company requires skilled professional to look into the various aspects of the Company to generate growth expand business operations. Mr Ashok Kumar Mittal is skilled professional who can look into the various aspects of the Company which indeed help to boost company's business. The Remuneration is determined based on Market prevalent price.
If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	
details of the source of funds in connection with the proposed transaction	Not Applicable
where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments, a. nature of indebtedness; b. cost of funds; and c. tenure	Not Applicable
applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable

A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions	Not Applicable
Percentage of the counter party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable
Any other information that may be relevant	Not Applicable

Except Mr. Ashok Kumar Mittal, the Director of the Company, being related party, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 9.

It is further clarified that none of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise except for the said RPTs proposed to be entered, in the Resolution mentioned above.

The Board recommends the Ordinary Resolution as set forth in item no.9, for the approval of the Members.

Item No. 10

Mr. Akash Hirenbbhai Bheda is serving as the Company Secretary of the Company and is a 'Related Party' within the meaning of Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and Section 2(76) of the Companies Act, 2013 ("Act"). Hence, the contracts, agreements, arrangements and transactions with Mr. Akash Hirenbbhai Bheda falls under the category of Related Party Transactions ("RPT") in terms of the Regulation 23 of SEBI Listing Regulations, 2015.

The management had provided relevant details to the Audit Committee for the proposed RPTs, including material terms and basis of pricing. The Audit Committee, in its meeting held on August 26, 2025 after reviewing all necessary information, has granted its approval to enter into the said RPTs.

The Audit Committee has further noted that the said transaction(s) will not be at arm's length and shall in the ordinary course of business.

The relevant information pertaining to transactions as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and pursuant to Section III-B of the SEBI Master Circular bearing reference no. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

Name of the related party and its relationship with the	Name of Related Party: Mr. Akash Bheda
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listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Relationship: Mr. Akash Bhedda is CS of Fynx Capital Limited.</p> <p>Arrangement between Fynx Capital Limited and Mr. Akash Bhedda for rendering service in capacity of CS</p>
Type of transaction	Remuneration/Salary for paid designation of CS in Employment
Material terms and particulars of the proposed transaction	Remuneration/Salary to be paid for rendering services in Professional Capacity. The transactions are / will be at arm's length basis
Tenure of the proposed transaction	<p>FY 2025-26</p> <p>FY 2026-27</p>
Maximum amount per transaction	86,250/- only
Value of the proposed transaction	The Maximum Expected Value of Transaction is Rs.10,35,000/- only p.a.
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The estimated transaction value for transaction for FY 2025-26 is 631% of annual turnover of the Company for FY2024-25.
Advance paid or received for the contract or arrangement, if any	No Advance paid or received
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Remuneration/Salary is determined based on Market prevalent price; however, Remuneration/Salary is being charged as per the Market Price.
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All Material factors are considered
Review, at such intervals for related party transaction	Year to year basis

pursuant to each of the approval made	
Justification as to why the RPT is in the interest of the Company	The Company requires skilled professionals to look into the Corporate and Secretarial Compliance of the Company. Mr. Akash Bhedda is a skilled professional who can look into the Compliance aspects of the Company. The Remuneration is determined based on Market prevalent price.
If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	
details of the source of funds in connection with the proposed transaction	Not Applicable
where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments, a. nature of indebtedness; b. cost of funds; and c. tenure	Not Applicable
applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions	Not Applicable
Percentage of the counter party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable
Any other information that may be relevant	Not Applicable

Except Mr. Akash Bhedda, the Company Secretary of the Company, being related party, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 10.

It is further clarified that none of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise except for the said RPTs proposed to be entered, in the Resolution mentioned above.

The Board recommends the Ordinary Resolution as set forth in item no. 10, for the approval of the Members

ITEM NO. 11

Mrs. Preeti Mhatre is a CFO of the Company and a 'Related Party' within the meaning of Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and Section 2(76) of the Companies Act, 2013 ("Act"). Hence, the contracts, agreements, arrangements and transactions with Mrs. Preeti Mhatre falls under the category of Related Party Transactions ("RPT") in terms of the Regulation 23 of SEBI Listing Regulations, 2015.

The management had provided relevant details to the Audit Committee for the proposed RPTs, including material terms and basis of pricing. The Audit Committee, in its meeting held on August 26, 2025 after reviewing all necessary information, has granted its approval to enter into the said RPTs.

The Audit Committee has further noted that the said transaction(s) will not be at arm's length and shall in the ordinary course of business.

The relevant information pertaining to transactions as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and pursuant to Section III-B of the SEBI Master Circular bearing reference no. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Party: Mrs. Preeti Mhatre Relationship: Mrs. Preeti Mhatre is CFO of Fynx Capital Limited. Arrangement between Fynx Capital Limited and Mrs. Preeti Mhatre for rendering service in capacity of CFO.
Type of transaction	Remuneration/Salary for towards paid designation of CFO .
Material terms and particulars of the proposed transaction	Remuneration to be paid for rendering services in Professional Capacity. The transactions are / will be at arm's length basis
Tenure of the proposed transaction	FY 2025-26 FY 2026-27

Maximum amount per transaction	2,75,000/- only
Value of the proposed transaction	The Maximum Expected Value of Transaction is Rs. 33,00,000/- only p.a.
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The estimated transaction value for transaction for FY 2025-26 is 2012% of annual turnover of the Company for FY2024-25.
Advance paid or received for the contract or arrangement, if any	No Advance paid or received
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Remuneration/Salary is determined based on Market prevalent price; however, Remuneration/Salary is being charged as per the Market Price
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All Material factors are considered
Review, at such intervals for related party transaction pursuant to each of the approval made	Year to year basis
Justification as to why the RPT is in the interest of the Company	The Company requires skilled professional to look into the financials aspects of the Company. Mrs. Preeti Mhatre is skilled professional who can look into the Finance aspects of the Company. The Remuneration is determined based on Market prevalent price.
If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	
details of the source of funds in connection with the proposed transaction	Not Applicable
where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments, a. nature of	Not Applicable

indebtedness; b. cost of funds; and c. tenure	
applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions	Not Applicable
Percentage of the counter party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable
Any other information that may be relevant	Not Applicable

Except Mrs. Preeti Mhatre, the CFO of the Company, being related party, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 11.

It is further clarified that none of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise except for the said RPTs proposed to be entered, in the Resolution mentioned above.

The Board recommends the Ordinary Resolution as set forth in item no.11 for the approval of the Members

Item No. 12

The Board of Directors of the company, through resolution passed in their meeting held on Tuesday August 26, 2025 has appointed Mr. Shanker Raman Siddhanathan (DIN: 11092783) as Additional Director of the company till the date of the next Annual General Meeting. Accordingly, in terms of the provisions of the Companies Act, 2013 approval of the members of the company is required for the regularization of Mr. Shanker Raman Siddhanathan as Director of the company.

None of the Directors of the company is concerned or interested in the resolution.

The Board recommends the Ordinary resolution as set forth in item no. 12 for the approval of the members.

Item No. 13

The Board of Directors appointed Mr. Shanker Raman Siddhanathan as Additional Director and further Managing Director of the Company on August 26, 2025 the said appointment was effective from August 26, 2025 for period of 5 years.

The requisite details of Mr. Mr Shanker Raman Siddhanathan pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure B" to the 40th (fortieth) Annual General Meeting ("AGM") Notice.

The terms of remuneration are briefly stated in Item No. 14. of explanatory statement.

Mr. Shanker Raman Siddhanathan satisfies all the applicable conditions for being appointed as the MD of the Company, as set out in sub-section (3) of Section 196 of the Act and Part-I of Schedule V thereto. The Members may note that the Company has received the requisite consent/declarations from Mr. Shanker Raman Siddhanathan for his appointment under the Act.

Mr. Shanker Raman Siddhanathan is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel

Except Mr. Mr. Shanker Raman Siddhanathan, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends Ordinary Resolution as set out at Item No. 13 of this Notice, for approval of members of the Company.

Item No. 14

The Board of Directors appointed Mr. Shanker Raman Siddhanathan as Additional Director and further Managing Director of the Company on August 26, 2025 the said appointment was effective from August 26, 2025 for period of 5 years. The Board of Director in their meeting held on August 26, 2025 has approved payment of remuneration of Mr. Shanker Raman Siddhanathan.

The Remuneration paid is subject to approval of members in which is in excess of limits prescribed under the Companies Act, 2013 and corresponding Rules. Therefore, prior approval of Members is required as prescribed in schedule V and other applicable provisions, if any of the Companies Act, 2013.

I. General Information

- 1. Nature of Industry:** The Company is engaged in Finance Activity.
- 2. Date of commencement of commercial production:** The Company is not involving manufacturing one. The operations of the Company commenced after its incorporation.
- 3. In case of new companies, expected date of commencement of**

activities as per project approved by financial institutions appearing in the prospectus: NA

4. Financial performance based on given indicators: The Company is currently running into Loss, however, is taking all appropriate actions to generate profit.

5. Foreign investments or collaborations, if any: Nil

II. Information about the appointee

1. Background details : Mr. Shanker Raman Siddhanathan is a Finance Professional having 25+ years of Experience as Operational head, Managing Lending Operations, Heading Customer Excellence. He has extensive experience in Finance Sector.

2. Past Remuneration: No Remuneration is paid in past to Mr. Shanker Raman Siddhanathan.

3. Recognition or Awards: Nil

4. Job Profile and his suitability: Mr. Shanker Raman Siddhanathan is responsible for all day-to-day activities and would be responsible for the implementing policies and programs to improve business operations. He will look after the over working of the Company. He will assist management in business enhancement.

5. Terms and Conditions of Remuneration: The Company will pay remuneration and perquisites to Mr. Shanker Raman Siddhanathan as approved by Members of the Company which may or may not exceeding the ceiling laid down in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 for the period as stated in the resolution.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Taking into consideration the size of the Company, the profile of Mr. Shanker Raman Siddhanathan and the responsibilities shouldered on him, and the industry bench marks, the proposed remuneration adequate in compared to the comparable Companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Nil

III. Other Information

d) Reasons of loss or inadequate profits:	The resolution is passed as an abandoned caution under Schedule V.
e) Steps taken or proposed to be taken for improvement	
f) Expected increase in productivity and profits in measurable terms	

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act and SEBI (Listing

Obligations and Disclosure Requirement) Regulations, 2015, as amended, The Members are requested to grant their approval for remuneration to be paid to Mr. Shanker Raman Siddhanathan and approve the terms of remuneration. Further, remuneration proposed above shall be valid for a period of three years w.e.f. August 26, 2025 until revised further.

The Board of Directors is of the view that the change in designation of Mr. Shanker Raman Siddhanathan as Managing Director will be beneficial to the operations of the Company.

Except Mr. Shanker Raman Siddhanathan, the Managing Director of the Company, being related party, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 14.

The Board recommends the Special Resolution as set forth in item no.14, for the approval of the Members.

ITEM NO.15

Mr. Shanker Raman Siddhanathan is a 'Related Party' within the meaning of Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and Section 2(76) of the Companies Act, 2013 ("Act"). Hence, the contracts, agreements, arrangements and transactions with Mr. Shanker Raman Siddhanathan falls under the category of Related Party Transactions ("RPT") in terms of the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force) and Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management had provided relevant details to the Audit Committee for the proposed RPTs, including material terms and basis of pricing. The Audit Committee, in its meeting held on August 26, 2025 after reviewing all necessary information, has granted its approval to enter into the said RPTs.

The Audit Committee has further noted that the said transaction(s) will not be at arm's length and shall in the ordinary course of business.

The relevant information pertaining to transactions as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and pursuant to Section III-B of the SEBI Master Circular bearing reference no. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Party: Mr. Shanker Raman Siddhanathan Relationship: Mr. Shanker Raman Siddhanathan is Executive Director of Fynx Capital Limited.
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	Arrangement between Fynx Capital Limited and Mr. Shanker Raman Siddhanathan for rendering Day to Day services as Director.
Type of transaction	Remuneration for rendering Professional services / Looking after Day-to-day operations of the Company .
Material terms and particulars of the proposed transaction	Remuneration to be paid for rendering services in Professional Capacity and looking after day-to day operations of the Company. The transactions are / will be at arm's length basis
Tenure of the proposed transaction	5 yrs and renewable thereafter
Maximum amount per transaction	5,00,000/- only
Value of the proposed transaction	The Maximum Expected Value of Transaction is Rs.60,00,000/- only p.a
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The estimated transaction value for transaction for FY 2025-26 is 2144% of annual turnover of the Company for FY2024-25.
Advance paid or received for the contract or arrangement, if any	No Advance paid or received
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Remuneration is determined based on Market prevalent price; however, Remuneration is being charged as per the Market Price.
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All Material factors are considered
Review, at such intervals for related party transaction pursuant to each of the approval made	Year to year basis
Justification as to why the RPT is in the interest of the Company	The Company requires skilled professional to look into the various aspects of the Company to generate growth expand business operations. Mr

	Shanker Raman Siddhanathan is skilled professional who can look into the various aspects of the Company which indeed help to boost company's business. The Remuneration is determined based on Market prevalent price.
If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	
details of the source of funds in connection with the proposed transaction	Not Applicable
where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments, a. nature of indebtedness; b. cost of funds; and c. tenure	Not Applicable
applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions	Not Applicable
Percentage of the counter party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable
Any other information that may be relevant	Not Applicable

Except Mr. Shanker Raman Siddhanathan, the Director of the Company, being related party, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 15.

It is further clarified that none of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise except for the said RPTs proposed to be entered, in the Resolution mentioned above.

The Board recommends the Ordinary Resolution as set forth in item no.15, for the approval of the Members.

ITEM NO. 16

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company can borrow money (apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of business) only up to the aggregate of the paid-up share capital, free reserves, and securities premium of the company. To borrow beyond this limit, prior approval of the shareholders by way of a special resolution is required.

Considering the current and future business expansion and operational requirements, the Board of Directors of the Company proposes to enhance the overall borrowing limit to ₹100 crores (Rupees One Hundred Crores only). This limit includes borrowings in Indian and/or foreign currencies from banks, financial institutions, corporate bodies, or other eligible lenders, and may exceed the existing limits under the Act.

This resolution will provide the Company flexibility in raising funds for ongoing and future financial needs, including working capital, capital expenditure, or strategic investments.

The approval sought is enabling in nature and would empower the Board to act as necessary in the best interest of the Company.

The Board recommends passing the resolution set out in Item No. 16 as a Special Resolution.

None of the Directors, Key Managerial Personnel, or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 17

Mr. Ashok Kumar Mittal is common director in Fynx Capital Limited and Lord Krishna Financial Services Limited, due to which Lord Krishna Financial Services Limited is a 'Related Party' within the meaning of Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and Section 2(76) of the Companies Act, 2013 ("Act"). Hence, the contracts, agreements, arrangements and transactions with Lord Krishna Financial Services Limited falls under the category of Related Party Transactions ("RPT") in terms of the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force) and Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management had provided relevant details to the Audit Committee for the proposed RPTs, including material terms and basis of pricing. The Audit Committee, in its meeting held on August 26, 2025 after reviewing all necessary information, has granted its approval to enter into the said RPTs.

The Audit Committee has further noted that the said transaction(s) will be at arm's length and shall not in the ordinary course of business.

The relevant information pertaining to transactions as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and pursuant to Section III-B of the SEBI Master Circular bearing reference no. SEBI/ HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Party: Mr. Lord Krishna Financial Services Limited.</p> <p>Relationship: Lord Krishna Financial Services Limited and Fynx Capital Limited have common director Mr. Ashok Kumar Mittal.</p> <p>Arrangement between Fynx Capital Limited and Lord Krishna Financial Services Limited to borrow unsecured/secured Loan. The Fynx Capital Limited will borrow unsecured/secured loan from Lord Krishna Financial Services Limited.</p>
Type of transaction	To Borrow Unsecured/Secured Loan up to Rs. 5,00,00,000/- (Rupees Five Crores only)
Material terms and particulars of the proposed transaction	Unsecured/Secured Loan to be borrowed at market interest rate. The transaction are / will be at arm's length basis
Tenure of the proposed transaction	<p>5 yrs and renewable thereafter.</p> <p>Period commencing from 24th September, 2025.</p>
Maximum amount per transaction	Rs.5,00,00,000/- only
Value of the proposed transaction	The Maximum Expected Value of Transaction is Rs.5,00,00,000/- only
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The estimated transaction value for transaction for FY 2025-26 is 30488% of annual turnover of the Company for FY2024-25.
Advance paid or received for the contract or arrangement, if any	No Advance paid or received

The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Interest rate and all factors of Loan is determined based on Market prevalent rate; however, Loan is being borrowed as per the Market prevalent rate.
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All Material factors are considered
Review, at such intervals for related party transaction pursuant to each of the approval made	Year to year basis
Justification as to why the RPT is in the interest of the Company	The Company require funds for granting of Loans and to run the business operations. M/s. Lord Krishna Financial Services Limited is Public Company whose main business is to grant Loans. The Loan is being borrowed as per the Market prevalent rate.
If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	
details of the source of funds in connection with the proposed transaction	Not Applicable
where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments, a. nature of indebtedness; b. cost of funds; and c. tenure	Not Applicable
applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
A statement that the valuation or other external	Not Applicable

report, if any, relied upon by the listed entity in relation to the proposed transactions	
Percentage of the counter party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable
Any other information that may be relevant	Not Applicable

Except Mr. Ashok Kumar Mittal, the Director of the Company, being related party, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 17.

It is further clarified that none of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise except for the said RPTs proposed to be entered, in the Resolution mentioned above.

The Board recommends the Ordinary Resolution as set forth in item no.17, for the approval of the Members.

DATE: 26.08.2025
PLACE: MUMBAI

**By Order of the Board of Directors,
FOR, FYNX CAPITAL LIMITED
(Formerly Known as Rajath Finance Limited)**

Akash Hirenghai Bheda
Company Secretary & Compliance Officer

Annexure A to the 40th (fortieth) Annual General Meeting (“AGM”) Notice.

Particulars	Details
Name	PHD & Associates
Reason for Change viz. appointment,	Appointment to comply with the provisions of the Companies Act, 2013 and the requirements under SEBI (LODR) Amendment Regulations, 2015
Date of Appointment	23 rd May, 2025
Term of Appointment	Appointment of Secretarial Auditor for 5 consecutive years commencing from FY 2025-26 subject to approval to the approval of shareholders at the 40th Annual General Meeting.
Qualifications & Brief Profile (in case of appointment)	Name of Auditor: PHD & Associates. Field of Experience: M/s. PHD & Associates, a firm of Company Secretaries is specialized in providing services in Secretarial & Legal fields. The firm provide knowledge-based services to various clients in the fields of Corporate Laws & Compliances.
Relationship with other directors of the Company	Not Applicable

Annexure B to the 40th (fortieth) Annual General Meeting (“AGM”) Notice.

Particulars	Details
Name	Shanker Raman Siddhanathan
Date of Birth	12/05/1978
Age	47
Qualification	M.B.A (Banking & Finance)
Experience	Finance Professional having 25+ years of Experience as Operational head, Managing Lending Operations, Heading Customer Excellence. Previously worked in Adani Capital Private Limited, Lendingkart Finance Limited, U Gro Capital Private Limited, Religare Finvest Limited
Terms and Conditions of appointment	Appointed as Managing Director of the Company with from August 26, 2025 for a period of 5 years
Remuneration sought to be paid	Rs.60,00,000/- pa.
Remuneration last drawn	NA
Date of first appointment on the Board	August 26, 2025
Details of shareholding in the Company	Nil

Details of relationship with other Directors, manager and Key Managerial Personnel	None
Number of Board meetings attended during the year 2024-25	Nil
Details of Directorship in other Companies (Past)	Nil
Membership / Chairmanship of committee of other Boards	Nil
Listed entities from which the Director has resigned in the past three years	Nil

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]

Name of the Member(s)	:	
Registered Address	:	
E-mail	:	
Registered Folio Number	:	
DP Id.	:	

I/We, being member(s) of ___shares of the Fynx Capital Limited (Formerly known as Rajath Finance Limited), hereby appoint

Name	:	
E-mail	:	
Address	:	
Signature	:	
or failing him/her		
Name	:	
E-mail	:	
Address	:	
Signature	:	
or failing him/her		
Name	:	
E-mail	:	
Address	:	
Signature	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company, to be held on the Wednesday, 24th September, 2025 at 2.30 P.M. at the registered office of the Company situated at Office No. 1001, Tenth floor, K. P. Aurum Building, CTS No. 426A, Marol Maroshi Road, Andheri (E), Mumbai, Maharashtra-400059, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars of Resolutions
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the yearended March 31, 2025, and the reports of the Board of Directors and Auditors thereon
2	To appoint a director in place of Mr. Ashok Kumar Mittal, Director (DIN: 06796476), who retires by rotation and, being eligible, offers herself for re-appointment
3	Appointment of M/S. PHD & Associates, Practising Company Secretary as Secretarial Auditor of the Company for a period of five consecutive years commencing from FY 2025-26
4	Approval of Related Party Transaction with Mr. Ashok Kumar Nag (Independent Director)
5	Approval of Related Party Transaction with Mr. Sarat Kumar Malik (Independent Director]

6	Approval of Related Party Transaction with Mrs. Vijaya Gupta (Independent Director)
7	Approval of Related Party Transaction with Mrs. Anjali Sharma (Independent Director)
8	Approval of the Remuneration of Mr. Ashok Kumar Mittal (DIN: 01332017) Non-Executive Director of the Company
9	Approval of related party transaction with Mr. Ashok Kumar Mittal (Non-Executive Director)
10	Approval of Related Party Transaction with Mr. Akash Hirenghai Bheda, Company Secretary
11	Approval of Related Party Transaction with Mrs. Preeti Mhatre, Chief Financial Officer (CFO).
12	Appointment of Mr. Shanker Raman Siddhanathan as Director of the Company
13	Appointment of Mr. Shanker Raman Siddhanathan as Managing Director of the Company
14	Approval of the Remuneration of Mr. Shanker Raman Siddhanathan (DIN: 11092783) as Managing Director of the Company
15	Approval of Related Party Transaction with Mr. Shanker Raman Siddhanathan (Managing Director)
16	Approval for increase in borrowing limits of the company as per section 180 (1) (c) of the companies act, 2013
17	Approval of Related Party Transaction with Lord Krishna Financial Services Limited

Signed this _____ day of _____ 2025

Affix revenue
stamp

Name of the Member/ Proxy:

Signature of the Member/ Proxy:

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Proxy shall prove his identity at the time of attending the Meeting.
3. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company/Depository Participant.
4. Proxy need not be a member of the Company. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
5. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or In If be shareholder.
6. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
7. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will treated as invalid.
8. Undated proxy form will not be considered valid.
9. Please complete all details including details of member(s) in above box before submission.

Form No. MGT-12**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

FYNX CAPITAL LIMITED

(Formerly known as Rajath Finance Limited

[CIN: L65910MH1984PLC419700]

Registered Office: Office No.1001, Tenth Floor, K.P. Aurum Building, CTS No.426A, Marol Maroshi Road, Andheri (E), Marol Bazar, Mumbai - 400059, Maharashtra, India **Phone:** +91 8655900272 / +91 8655900275 **Website:**

www.fynxcapital.com

Email: compliance@fynxcapital.com

BALLOT PAPER

Sr. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal Address	
3	Registered folio No./ *Client Id No. (*Applicable to investor holding shares in dematerialized form)	
4	Class of Shares	Equity Shares

I hereby exercise my vote in respect of Ordinary and Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No.	Particulars of Resolutions	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the yearended March 31, 2025, and the reports of the Board of Directors and Auditors thereon			
2	To appoint a director in place of Mr. Ashok Kumar Mittal, Director (DIN: 06796476), who retires by rotation and, being eligible, offers herself for re-appointment			
3	Appointment of M/S. PHD & Associates, Practising Company Secretary as Secretarial Auditor of the Company for a period of five consecutive years commencing from FY 2025-26			
4	Approval of Related Party Transaction with Mr. Ashok Kumar Nag (Independent Director)			
5	Approval of Related Party Transaction			

	with Mr. Sarat Kumar Malik (Independent Director)			
6	Approval of Related Party Transaction with Mrs. Vijaya Gupta (Independent Director)			
7	Approval of Related Party Transaction with Mrs. Anjali Sharma (Independent Director)			
8	Approval of the Remuneration of Mr. Ashok Kumar Mittal (DIN: 01332017) Non-Executive Director of the Company			
9	Approval of related party transaction with Mr. Ashok Kumar Mittal (Non-Executive Director)			
10	Approval of Related Party Transaction with Mr. Akash Hirenbbhai Bheda, Company Secretary			
11	Approval of Related Party Transaction with Mrs. Preeti Mhatre, Chief Financial Officer (CFO).			
12	Appointment of Mr. Shanker Raman Siddhanathan as Director of the Company			
13	Appointment of Mr. Shanker Raman Siddhanathan as Managing Director of the Company			
14	Approval of the Remuneration of Mr. Shanker Raman Siddhanathan (DIN: 11092783) as Managing Director of the Company			
15	Approval of Related Party Transaction with Mr. Shanker Raman Siddhanathan (Managing Director)			
16	Approval for increase in borrowing limits of the company as per section 180 (1) (c) of the companies act, 2013			
17	Approval of Related Party Transaction with Lord Krishna Financial Services Limited			

Place:

Date:

(Signature of the shareholder)

FYNX CAPITAL LIMITED
(Formerly known as Rajath Finance
Limited)

CIN:

L65910MH1984PLC419700

**Registered Office: 1001, 10th floor, K. P. Aurum, Marol Maroshi
Road, Andheri (E), Mumbai, Maharashtra-400059**

ATTENDANCE SLIP
40TH ANNUAL GENERAL MEETING

Registered Folio No./DP ID	
Name of the Member	
Name of Authorized Representative	
Address of the Member	
Number of Shares Held	

I hereby record my presence at the 40th Annual General Meeting of the Members of Fynx Capital Limited (Formerly known as Rajath Finance Limited) held on Wednesday, September 24, 2025 at 2.30 P.M. at the registered office of the company situated at Office No. 1001, Tenth floor, K. P. Aurum Building, CTS No. 426A, Marol Maroshi Road, Andheri (E), Mumbai, Maharashtra-400059.

Name of the Member/ Proxy:

Signature of the Member/ Proxy:

**Strike out whichever is not applicable.*

Date:

Place:

(To be signed at the time of handing over the slip)

Note:

- (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting Hall.
- (2) Copies will be distributed at the meeting
- (3) Member/Proxyholder should also bring a valid photo identity (i.e. PAN/AADHAR etc.) for identification purposes

Route Map to the Venue of the 40th Annual General Meeting

(Venue: Office No. 1001, Tenth floor, K. P. Aurum Building, CTS No. 426A, Marol Maroshi Road, Andheri (E), Mumbai, Maharashtra-400059)

