*i*Pro Capital Limited
CIN : U51491WB1947PLC061685

N O T I C E

TO THE SHAREHOLDERS

NOTICE is hereby given that an Extra-Ordinary General Meeting of the shareholders of **iPro Capital Limited** will be held on Monday, June 15, 2026 at 10.00 a.m. at 9/1, R.N. Mukherjee Road, Kolkata 700 001, India to transact the following business :

Special Business:

To consider and if thought fit, pass with or without modification, the following resolutions as **Special Resolutions :**

ITEM NO. 1:

ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:

"**RESOLVED THAT** pursuant to the provisions of Sections 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the Member by way of special resolution be and is hereby accorded for adoption of the new set of Memorandum of Association of the Company by replacing the existing set of Memorandum of Association with no change in existing Clause 3A containing the Main Objects of the Company.

RESOLVED FURTHER THAT the existing Clause 3B containing the "Objects Incidental or Ancillary to the attainment of Main Objects" be and is hereby stands deleted and replaced by New Clause III (B) "Matters which are necessary for furtherance of the Objects specified in Clause III (A)."

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause 3A, 3B and Clause 4 of the Memorandum of Association of the Company, be **renamed and read** as under:

Clause III (A) – The objects to be pursued by the Company on its incorporation are :

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are :

Clause IV - The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT the words "Companies Act, 1956" be substituted with the words "Companies Act, 2013" whenever appears in the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Director of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be required for the purpose giving effect to this resolution including the filing of necessary e-Forms with the Registrar of Companies (ROC) and to settle all questions, difficulties or doubts that may arise in this regard

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised severally to sign copy of the resolution as a certified true copy thereof and furnish the same to the concerned authorities."

ITEM NO. 2:

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER THE COMPANIES ACT, 2013

"**RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members by way of special resolution be and is hereby accorded for adoption of the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F of the Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Director of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be required for the purpose giving effect to this resolution including the filing of necessary e-Forms with the Registrar of Companies (ROC) and to settle all questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised severally to sign copy of the resolution as a certified true copy thereof and furnish the same to the concerned authorities."

ITEM NO. 3:

ENHANCEMENT OF AUTHORISED SHARE CAPITAL, RE-CLASSIFICATION OF SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

"**RESOLVED THAT** pursuant to the provisions of section 13 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act (including any statutory amendment(s), modification(s) or reenactment(s) thereof for the time being in force), and the rules framed thereunder and in accordance with the applicable clauses of the Articles of Association of the Company, consent of the Members of the Company by way of special resolution be and is hereby accorded to increase the Authorized Share Capital of the company and subsequently re-classify the existing share capital from Rs 10,00,00,000/- (Rupees Ten Crores only) divided into 37,50,000 (Thirty Seven Lakhs Fifty Thousand) Equity Shares of Rs.10/- each and 6,25,000 (Six Lacs Twenty Five Thousand) Preference shares of Rs 100/-

each to Rs. 16,25,00,000/- (Rupees Sixteen Crores Twenty Five Lacs only) divided into 1,57,50,000 (One Crore Fifty Seven Lacs Fifty Thousand) Equity Shares of Rs.10/- each and 50,000 (Fifty Thousand) Preference shares of Rs.100/- each and to consequently alter the existing Capital Clause of the Memorandum of Association of the Company by substituting Clause 5 of the Memorandum of Association of the Company with the following renamed new Clause V :

"The Authorised Share Capital of the Company is Rs. 16,25,00,000/- (Rupees Sixteen Crores Twenty Five Lacs only) divided into 1,57,50,000 (One Crore Fifty Seven Lacs Fifty Thousand) Equity Shares Rs.10/- each and 50,000 (Fifty Thousand) Preference Shares of Rs.100/- each and with such rights, privileges and conditios attached thereto as may be determined by the Board of Directors of the Company at the time of issue. The Company has and shall always have power to increase and reduce the capital of the Company and to divide the Share Capital, for the time being, into several classes and to vary, modify or abrogate any rights, privileges or conditions attached to any class of shares in such manner as may for the time being provided by the regulations of the Company and on the said shares."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Director of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be required for the purpose giving effect to this resolution including the filing of necessary e-Forms with the Registrar of Companies (ROC) and to settle all questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised severally to sign copy of the resolution as a certified true copy thereof and furnish the same to the concerned authorities."

Registered Office :

9/1, R.N. Mukherjee Road
Kolkata 700 001

By Order of the Board of Directors
For iPro Capital Limited

(P.K. Chhawchharia)
Director
DIN : 00200547

Dated, the 11th day of May, 2026

Notes :

1. A member entitled to attend and vote at the Extraordinary General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the company. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company, carrying voting rights. A member holding more than ten percent 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 shareholder.

2. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting is annexed hereto and forms part of the Notice.

4. All documents referred to in the accompanying Notice and Explanatory Statement (including the Memorandum and Articles of Association of the Company) are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. and 1.00 PM up to the date of the Extraordinary General Meeting.

5. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Extra-Ordinary General Meeting.

6. Members/Proxies should bring the attendance slip duly filled in for attending the Meeting.

EXPLANATORY STATEMENT under Section 102 of the Companies Act, 2013 in respect of the above

Special resolutions is given below :

Item No.1 & 2 :

The existing Memorandum and Articles of Association (' MOA & AOA") were based on the Companies Act 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force. The Existing regulations of the Articles of Association proposed to be replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard. The shareholders of the Company can also obtain a copy of the same from the registered office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Item No.3

In order to strengthen the Capital Structure and to meet the funding requirements of the Company as well as to enable the Company to issue further shares in future, the Board of Directors has proposed to increase the Authorised Share Capital from Rs 10,00,00,000/- (Rupees Ten Crores only) divided into 37,50,000 (Thirty Seven Lakhs Fifty Thousand) Equity Shares of Rs.10/- each and 6,25,000 (Six Lacs Twenty Five Thousand) Preference shares of Rs 100/- each to Rs. 16,25,00,000/- (Rupees Sixteen Crores Twenty Five Lacs only) divided into 1,57,50,000 (One Crore Fifty Seven Lacs Fifty Thousand) Equity Shares of Rs.10/- each and 50,000 (Fifty Thousand) Preference shares of Rs.100/- each.

The change in Authorised Share Capital of the Company requires alteration in Clause V of Memorandum of Association of the Company.

Accordingly, the Board recommends the resolution set out in Item No. 3 seeking approval of the members for increase in authorized share capital of the Company and consequential amendment to the Capital Clause of the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 3 of the Notice.

Registered Office :

9/1, R.N. Mukherjee Road
Kolkata 700 001

By Order of the Board of Directors
For iPro Capital Limited

(P.K. Chhawchharia)
Director
DIN : 00200547

Dated, the 11th day of May, 2026