NOTICE TO MEMBERS

NOTICE IS HEREBY GIVEN THAT EIGHTH ANNUAL GENERAL MEETING OF THE MEMBER OF MARCELLUS INVESTMENT MANAGERS PRIVATE LIMITED TO BE HELD ON MONDAY, 7TH SEPTEMBER 2026 AT 10:00 A.M AT BOSTON HOUSE, 102 FIRST FLOOR, SUREN ROAD, NEAR WEH METRO STATION, ANDHERI EAST, CHAKALA MIDC, MUMBAI, MAHARASHTRA, INDIA, 400093

ORDINARY BUSINESS:

1. **To receive, consider and adopt:**

a. **The Standalone Audited Financial Statements of the Company for the Financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and**

b. **The Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2026, together with the Report of the Auditors thereon.**

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

"RESOLVED THAT the Standalone Audited Financial Statement of the Company for the Financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon as circulated to the members, be and are hereby considered and adopted."

"RESOLVED THAT the Audited Consolidated Financial Statement of the Company for the Financial year ended March 31, 2026, and report of Auditors thereon as circulated to the members, be and are hereby considered and adopted."

2. **To consider and appoint Statutory Auditors of the Company for a period of 1 year i.e. for FY 2026-27**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. Pipara & Co LLP, Chartered Accountants, (Firm Registration No. 107929W) be and is hereby appointed as the Statutory Auditors of the Company to hold office for 1 year (i.e. FY 2026-27).

SPECIAL BUSINESS:

3. **To approve regularization of Ms. Sujal Patwardhan (DIN: 07295071) as Director of the Company.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 152 and 161(1) of the Companies Act, 2013 and other applicable provisions, if any, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and in accordance with the Articles of Association of the Company, the appointment of Ms. Sujal Patwardhan (DIN: 07295071), who was appointed as an Additional Director by the Board of Directors and holds office up to the date of this Annual General Meeting, be and is hereby regularized and confirmed as a Director of the Company.**"**

4. **To approve regularization of Mr. Subodh Hungund (DIN: 10005880) as Director of the Company.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 152 and 161(1) of the Companies Act, 2013 and other applicable provisions, if any, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and in accordance with the Articles of Association of the Company, the appointment of Mr. Subodh Hungund (DIN: 10005880), who was appointed as an Additional Director by the Board of Directors and holds office up to the date of this Annual General Meeting, be and is hereby regularized and confirmed as a Director of the Company.**"**

By and on behalf of
Marcellus Investment Managers Private Limited

Rakshit Ranjan
Director
DIN: 08346587
Place: Mumbai
Date: 11th August 2026

NOTES:

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company.

2. The instrument appointing a proxy must be deposited at the Registered Office of the Company not later than forty-eight hours prior to the time of commencement of the meeting

3. In terms of Section 105 of the Companies Act, 2013, read with rule 19 of the Companies (Management and Administration) Rules 2014, 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. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time between 09 A.M. and 06 P.M. during such period, provided that not less than three days of notice in writing is given to the Company. Members/Proxies are requested to bring their attendance slip dully filled in.

4. Corporate members intending to send their authorized representative to attend the Annual General Meeting are requested to forward in advance a letter authorizing their representative to attend and vote at the Annual General Meeting.

5. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 are available for inspection.

6. All other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business working hours 09:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection to the members during the AGM.

8. Members are requested to intimate to the Company if any change in their address, e-mail Id or other contact details to ensure proper communications.

9. Explanatory Statement, pursuant to Sections 102 of the Companies Act, 2013, in respect of the resolutions set out in item 3 and 4 above is annexed.

10. The Road Map of the venue of the AGM is Annexed below.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO- 03 & 04:

The Board, at its meeting held on 19th December 2025 approved the appointment of Ms. Sujal Patwardhan (DIN: 07295071) & Mr. Subodh Hungund (DIN: 10005880) as Additional Directors of the Company in accordance with the provisions of Section 161 (1) of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and the provisions of Articles of Association of the Company.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 "save as otherwise provided in this Act, every Director shall be appointed by the Company in the General Meeting of the company."

In view of the stated provisions, Ms. Sujal Patwardhan (DIN: 07295071) & Mr. Subodh Hungund (DIN: 10005880), who were appointed as Additional Directors by the Board of the Directors of the Company effective 19th December 2025 are proposed for regularization as Directors of the Company at this Annual General Meeting of the company.

Ms. Sujal Patwardhan and Mr. Subodh Hungund possesses relevant experience in the field in which Company operates and is hopeful that their appointments as Director will be immense beneficial to the Company.

These Directors do not hold any shares in the Company.

Details of Independent Directors:

Particulars	**Sujal Patwardhan**	**Subodh Dinkar Hungund**
Age	47	58
Qualification	Master's in Business Administration in Human Resource	Bachelor of Engineering in Electronics
Relationship with other Directors	Not related to any of the Directors of the Company	Not related to any of the Directors of the Company
Number of meetings attended	1	1
Other Directorship	2 Companies 1 Striked off	0
Membership/ Chairmanship of Committees of other Boards	-	-

Extent of shareholding in the Company	Nil	Nil
Remuneration sought to be paid	50,000 per day per meeting (Sitting fees)	50,000 per day per meeting (Sitting fees)

Relevant documents forming part of this proposal is available for inspection at the registered office of the Company during working hours of the Company.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the proposed resolution, except to their equity holdings and Directorships in the Company, if any.

The Board recommend Ordinary resolutions as listed at item No. 3 and 4 for the appointments of the above individuals as Directors of the Company.

By and on behalf of
Marcellus Investment Managers Private Limited

Rakshit Ranjan

Rakshit Ranjan
Director
DIN: 08346587

Place: Mumbai
Date: 11th August 2026

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U66301MH2018PTC312571
Name of the company : Marcellus Investment Managers Private Limited
Registered office : Boston House, 102 First Floor, Suren Road, Near WEH Metro Station, Andheri East, Chakala Midc,Mumbai, Mumbai, Maharashtra, India, 400093

Name of the member (s).	
Registered Address	
E-mail ID	

I, being the member (s) of ……….. share of above-named company, hereby appoint:

Name	
Address	
E-mail ID	

Signature of Member:

as my proxy to attend and vote (on a poll) for me and on my behalf at the Annual General Meeting of the company, to be held on Monday, September 7, 2026 at 10.00 A.M. at Boston House, 102 First Floor, Suren Road, Near WEH Metro Station, Andheri East, Chakala Midc,Mumbai, Mumbai, Maharashtra, India, 400093 and at any adjournment thereof in respect of such resolutions as are indicated in the notice.

Signed this ………………………………

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: 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.

ROUTE MAP FOR VENUE OF AGM: