

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF AMBIT FINVEST PRIVATE LIMITED ('THE COMPANY') WILL BE HELD ON WEDNESDAY, MAY 8, 2024 AT 11:00 A.M. (IST) BY VIDEO CONFERENCING (VC) AND/OR OTHER AUDIO VISUAL MEANS (OVAM):

SPECIAL BUSINESS:

- 1. To consider and approve an alteration and restatement of the Articles of Association of the Company and if thought fit, to pass with or without modification the following resolution as an Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, the applicable rules framed thereunder (including any amendment to or re-enactment thereof for the time being in force), the draft of the restated articles of association of the Company, a copy of which was tabled before the members of the Company ("**Restated Articles**") incorporating the relevant terms of the (i) Shareholders' Agreement dated March 26, 2024, executed by and amongst the Company, Ambit Private Limited and Daiwa International Holdings Inc. ("**Daiwa**") ("**SHA**"); and (ii) Investment Agreement dated March 4, 2020 executed *inter alia* by and amongst the Company, Ambit Private Limited, Rising Sun Holdings Private Limited and Jeevadravya Bio-Pharma Private Limited ("**Poonawalla SHA**") as amended by the addendum to the Poonawalla SHA dated March 21, 2024 executed by and amongst the Company, Ambit Private Limited, Rising Sun Holdings Private Limited and Jeevadravya Bio-Pharma Private Limited, be and is hereby approved by the members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, the applicable rules framed thereunder (including any amendment to or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for alteration of the existing articles of association of the Company to be replaced and substituted with the Restated Articles.

RESOLVED FURTHER THAT the aforesaid alterations be carried out in every copy of the existing articles of association of the Company and that no copy of such existing articles of association of the Company shall be issued without carrying out the alterations as aforesaid.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any Director and/or the Company Secretary of the Company, be and is hereby severally authorized to finalize, execute (electronically or otherwise) and do all acts, matters, deeds and things and to take all such steps as may be necessary, expedient or desirable in order to give effect to the above resolution in their absolute discretion and take all steps which are incidental and ancillary in this connection including filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including *inter alia* filing the necessary e-forms including the special resolution in eForm MGT-14 for the adoption of the Restated Articles with the Office of the Registrar of Companies, Mumbai, Ministry of Corporate Affairs, Government of India on behalf of the Company and authorize such person or persons to give effect to the above resolutions and to liaise with concerned authorities with regard to the same.

RESOLVED FURTHER THAT any Director and / or the Company Secretary be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

By the orders of the Board of Directors For Ambit Finvest Private Limited

Sd/-

Neha Gandhi
Company Secretary
Membership No: ACS 55410

Date: April 29, 2024
Place: Mumbai

Registered Office:

Ambit House, 449 Senapati Bapat Marg,
Lower Parel, Mumbai – 400013

Notes:

1. The Ministry of Corporate Affairs (“MCA”) pursuant to the General Circular Nos. 20/2020, 14/2020, 17/2020, 02/2021, 02/2022 and 09/2023 (collectively referred to as “MCA Circulars”), companies are allowed to hold Extra Ordinary General Meeting (“EGM”) through VC or OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC/OAVM and accordingly, the Members can attend and participate in the ensuing EGM through VC/OAVM only.
2. Pursuant to MCA Circulars and since this EGM is being held via VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Corporate Members are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution/ Authority Letter etc. pursuant to the Section 113 of the Companies Act, 2013 authorizing their representative to attend the EGM through VC/OAVM on its behalf and to vote at the meeting. The said Resolution/ Authorization shall be sent through its registered email address to afpl.compliance@ambit.co.
4. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), if any/Notes, setting out material facts concerning the Business to be transacted at the Extraordinary General Meeting (EGM) is annexed hereto.
5. Participation of members through VC will be reckoned for the purpose of the quorum for the EGM as per Section 103 of the Companies Act, 2013.
6. Relevant documents referred to in the Notice are open for inspection by the Members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
7. Members who have not yet registered their email address are requested to register it with the Company.
8. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

By the orders of the Board of Directors For Ambit Finvest Private Limited

Sd/-
Neha Gandhi
Company Secretary
Membership No: ACS 55410

Date: April 29, 2024
Place: Mumbai

Registered Office:
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Lower Parel, Mumbai – 400013

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be able to attend the EGM through VC / OAVM at:
Video call link: <https://zoom.us/j/97442524832?pwd=U2FJTEd3NWFLSy9MY09nbHlOY0tiQT09>
Meeting ID: 974 4252 4832
Passcode: 126964
2. The facility to join the EGM via VC / OAVM shall remain open 15 minutes before and after the scheduled time of the EGM and shall be available to the Members on the first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Auditors etc. who are allowed to attend the EGM without the restriction on account of first come first serve basis.
3. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request in advance from their registered email address mentioning their name, PAN, Folio Number, mobile number at afpl.compliance@ambit.co from April 30, 2024 (8.00 a.m.) to May 7, 2024 (1.00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
4. The Members who do not wish to speak during the EGM but have queries may send their queries in advance till May 7, 2024 (1.00 p.m.) mentioning their name, PAN, folio number mobile number at afpl.compliance@ambit.co.

By the orders of the Board of Directors For Ambit Finvest Private Limited

Sd/-
Neha Gandhi
Company Secretary
Membership No: ACS 55410

Date: April 29, 2024
Place: Mumbai

Registered Office:
Ambit House, 449 Senapati Bapat Marg,
Lower Parel, Mumbai – 400013

Ambit Finvest Private Limited

Corporate Office : A506-A510, 5th Floor, Kanakia Wall Street, Andheri Kurla Road, Chakala, Andheri (E),
Mumbai - 400 093, India • T: +91 22 6841 0001

Registered Office : Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India • T: +91 22 6860 1819
F: +91 22 3982 3020 • www.ambit.co • CIN: U65999MH2006PTC163257

ANNEXURE TO THE NOTICE

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

The following Explanatory Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 1: ALTERATION AND RESTATEMENT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

In accordance with the (i) Shareholders' Agreement dated March 26, 2024 executed between the Company, Ambit Private Limited and Daiwa International Holdings Inc ("Daiwa") ("SHA") and; (ii) Securities Subscription Agreement dated March 26, 2024, executed between the Company, Ambit Private Limited and Daiwa ("SSA"), the Company is required to amend the existing articles of association of the Company ("Existing Articles") so as to incorporate the relevant provisions of the (i) SHA; and (ii) the investment agreement dated March 4, 2020, executed *inter alia* by and amongst the Company, Ambit Private Limited, Rising Sun Holdings Private Limited and Jeevadravya Bio-Pharma Private Limited ("Poonawalla SHA") as amended by the addendum to the Poonawalla SHA dated March 21, 2024 executed by and amongst the Company, Ambit Private Limited, Rising Sun Holdings Private Limited and Jeevadravya Bio-Pharma Private Limited.

The Board of Directors of your Company at their meeting held on April 26, 2024, subject to the approval of the shareholders and other necessary approval(s), had approved the Restated Articles of Association of the Company and recommend passing of the Special Resolution as set out in Item No. 1 of the Notice.

In order to approve the altered Articles of Association of the Company after incorporating the necessary clauses of the SHA and SSA, approval of the Members by way of special resolution is required *inter alia* in terms of Sections 5, 14 and other applicable provisions of the Companies Act, 2013. Therefore, in terms of said sections and rules, the consent of the Members is being sought for the amendment to the AoA. The draft of the amended AoA is annexed herewith.

None of the Directors/Key Managerial Personnel of the Company, or their Relatives are in any way, either directly or indirectly, concerned or interested in the said resolution, except as any other shareholder of the Company.

**By the order of the Board of Directors
For Ambit Finvest Private Limited**

Sd/-

Neha Gandhi
Company Secretary
Membership No: ACS 55410

Date: April 29, 2024

Place: Mumbai

Registered Office:

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