

NOTICE

NOTICE is hereby given that the 4th Annual General Meeting ["AGM"] of the Members of RXIL Global IFSC Limited (hereafter referred to as "Company"), will be held in person and through Video Conferencing (VC) facility/ other Audio-Visual Means (OAVM) on Friday, 25th September 2026 at 12.45 p.m. to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at 701-702, 7th Floor, Supremus, E-wing, I Think Techno Campus, Kanjurmarg East, Mumbai 400042, which to be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To appoint Mr. Ajit Nath Jha (DIN: 07336889) as Non-Executive Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, Mr. Ajit Nath Jha (DIN: 07336889), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18th September 2026 and who holds office up to the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013, be and is hereby appointed as Non-Executive Director of the Company."

3. To appoint Mr. Ashish Krishna (DIN: 10132733) as Non-Executive Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, Mr. Ashish Krishna (DIN: 10132733), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18th September 2026 and who holds office up to the date of

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this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013, be and is hereby appointed as Non-Executive Director of the Company.”

**By order of the Board of Directors
For RXIL Global IFSC Limited**

SD/-

**Ketan Gaikwad
(Director)
DIN: 08359705**

Registered Office: Unit No. 419/Cabin No.5, 4th Flr,
PRAGYA Bldg No. 15A, Road 11, Zone 1, Gift City- 382355
CIN: U67190GJ2022PLC134241
Website: www.rxilglobal.com
Tel. No: 022 6903 3000

Place: Mumbai

Date: 22nd September 2026

RXIL Global IFSC Limited

Regd. Office: Unit 419/Cabin 5, 4th Floor, Savvy Pragya, Zone 1, IFSC SEZ, GIFT City, Gandhinagar, Gujarat – 382355, INDIA
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NOTES:

1. Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or any other Audio-Visual Means (“OAVM”):

In view of the guidelines provided by the Ministry of Corporate Affairs (“MCA”) vide its General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02 & 03/2022 dated May 5, 2022 and General Circular No. 10 & 11/ 2022 dated December 28, 2022 (collectively referred to as ‘MCA Circulars’) has permitted holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue.

The MCA has clarified that for Companies that are not required to provide E-voting facility under the Companies Act, 2013 (“the Act”) while they are transacting any business(es) by voting at the General Meeting, the requirements provided in the Companies (Management and Administration) Rules, 2014, as amended up to date as well as the framework provided in the MCA Circulars will be applicable.

With reference to the above, the General meeting of the Company is being held through VC / OAVM in compliance with the provisions of the Act read with Rules made thereunder and aforementioned MCA Circulars and the proceedings of the Meeting shall be deemed to be held at the venue as mentioned in the Notice of Annual General Meeting (“AGM”).

2. Attendance Slip and Proxy Form:

Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy(ies) to attend and vote on his/her behalf and the proxy need not be a Member of the Company.

Since this AGM will be held through VC / OAVM, physical attendance of Members has been dispensed with in terms of the MCA circulars. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Corporate Representations:

Corporate Members are encouraged to attend the AGM through their Authorised Representatives and vote thereat.

Pursuant to the provisions of Section 113 of the Act, body corporates/ company/ institutional members who intend to authorise their representatives to attend the AGM through VC Facility and vote on their behalf are requested to send certified copy of the relevant Board Resolution/Authority letter with details and proof of authorised representative(s) to the Company by e-mail at cs@rxil.in (“Designated email ID”) with cc to kk.varodia@rxil.in.

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Members are requested to accord their consent pursuant to section 101 of the Companies Act, 2013, for holding this Annual General Meeting at shorter notice.

4. **Quorum:**

Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Physical attendance of Members is not required at the AGM.

5. **Dispatch of Notice and Annual Report through electronic means:**

The Annual Report 2025-26 comprising of the Financial Statements, Report of the Board of Directors, the Auditor's report or other documents required to be attached therewith including the Notice of the 4th AGM of the Company is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or the Depository Participant(s) pursuant to Sections 101 and 136 of the Companies Act, 2013 ("Act") read with rules framed thereunder, and in compliance with the MCA Circulars.

6. **Weblink to access Notice of AGM and Annual Report 2025-26:**

Members may note that the Notice of the AGM along with the Annual Report 2025-26 is uploaded and available electronically on the Company's website at: <https://www.rxilglobal.com>

7. **Instructions for Members for attending the AGM through VC / OAVM:**

- a) The Company is providing facility for attending the AGM through VC / OAVM through Microsoft Teams platform. Members may join the AGM through VC Facility by following the procedure as mentioned below.
- b) The video streaming link of the AGM will be kept open for the Members to join 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC / OAVM facility 15 minutes after the scheduled time to start the AGM.
- c) Members may note that the VC/OAVM Facility, provided by the Company, allows participation of all the Members of the Company.
- d) Members are encouraged to join the AGM through laptops/desktops with front camera and internet with a good speed to avoid any disturbance during the AGM and seamless experience.
- e) Please note that Members connecting from their mobile devices or tablets or through laptop/desktops via. mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- f) Members can express their views and submit questions/queries in advance at kk.varodia@rxil.in with regard to the Financial Statements or any other agenda

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item to be placed at the AGM and the Members will also be allowed to pose questions during the course of the Meeting.

- g) To attend the AGM of the Company through VC / OAVM facility, Members shall log-on to the link provided in the e-mail by which this notice is being sent and follow the procedure below:
- i. The AGM meeting link will appear as a Calendar Invite on your registered e-mail Id. Click and select - **Join Teams Meeting** to join the AGM. Members can join through any web browser or through Microsoft Team Application
 - ii. You have two choices: (a) Download the Windows app: Download the Teams app (b) Join on the web instead: Join a Teams meeting on the web
 - iii. Type in your name and turn-on the Camera and Microphone before joining the AGM. You can choose the audio and video settings you want and can also Turn on background blur to keep the focus on you instead of what's behind you.
 - iv. Select **Join now**
 - v. You will not enter the meeting, through the lobby admission.

Members who need any technical or other assistance before or during the AGM, can connect with the technical team at itsupport@rxil.in or can also e-mail to Mr. Kailashkumar Varodia, Authorised Person vide e-mail at kk.varodia@rxil.in.

8. Manner of Voting at AGM:

Members are requested to communicate their assent/ dissent on the agenda items of this AGM by show of hands / sending an email to Designated email ID with cc to kk.varodia@rxil.in and cs@rxil.in through their registered e-mail ID at the time of meeting quoting their folio no., name of joint shareholders, if any, number of shares and scanned copy of self-attested PAN card. Corporate Members shall also send to the Company scanned copy of the relevant Board Resolution/ Authority letter etc. in PDF/JPG format with details and proofs of authorized signatory(ies) who shall attend and vote on their behalf.

In case Poll is demanded at the AGM:

If during the VC / OAVM AGM, a poll on any matter proposed to be transacted at the AGM is required or demanded under section 109 and other applicable provisions of the Act read with rules framed thereunder the same shall be conducted in compliance with the said provisions of the Act and the said MCA circulars. Members shall cast their votes on resolutions on poll only through their email address registered with the Company by sending e-mail to designated email ID with cc to kk.varodia@rxil.in and cs@rxil.in ID quoting their folio no., name of joint shareholders, if any, number of shares and scanned copy of self-attested PAN card. Corporate Members shall also send to the Company scanned copy of the relevant Board Resolution/Authority letter etc. in PDF/JPG format with details and proofs of authorized signatory(ies) who shall vote on their behalf.

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9. Unpaid and Unclaimed Dividend of previous years:

The Company has not declared dividend since incorporation, hence the provisions relating to Investor Education and Protection Fund ("IEPF") is not applicable to your Company.

10. Request for updating contact and other details:

Members are requested to update their change in contact details including email address and Bank details, if any.

11. Inspection of Relevant Documents/Registers:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to the designated email ID with cc to kk.varodia@rxil.in and cs@rxil.in.

12. Queries:

Members can express their views and submit questions/ queries in advance with regard to the Financial Statements or any other agenda item to be placed at the AGM, from their registered e-mail address, mentioning their name, folio number and mobile number, at the designated email ID.

13. Route Map:

Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

14. Transcript of AGM:

The recorded transcript of the AGM shall be made available on the website of the Company at <https://www.rxilglobal.com>

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement and annexure thereto setting out all material facts relating to the Special Business from Item No. 2 & 3 and mentioned in the accompanying Notice, should be taken as forming part of this Notice.

ITEM NO. 2

To appoint Mr. Ajit Nath Jha (DIN: 07336889) as Non-Executive Director of the Company:

Mr. Ajit Nath Jha was appointed as an Additional Director on the Board of the Company pursuant to the provisions of Section 149, 152, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 w.e.f. 18th September 2026.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder and the Articles of Association of the Company, Mr. Ajit Nath Jha, holds office up to the date of the ensuing Annual General Meeting ("AGM"). The Company has received notice in writing from Members of the Company under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Mr. Ajit Nath Jha is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director by virtue of any order of the authority in India, as on the date of this Notice, he does not hold directorship positions in more than twenty (20) companies (including ten (10) public limited companies). They do not have any material pecuniary relationships or transactions with the Company, its subsidiaries, or any of the Directors, which would have any potential conflict with the interests of the Company at large.

The following are the additional information in respect of Mr. Ajit Nath Jha as required under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India:

Name	Mr. Ajit Nath Jha
Age	55 Years
Qualifications	Mr. Ajit Nath Jha holds a Post Graduate Diploma in Business Management from IIM Calcutta and Bachelor of Engineering (Electronics and Communications) from Bhavnagar University.
Experience	Mr. Ajit Nath Jha is the Chief General Manager (CGM) at the Small Industries Development Bank of India (SIDBI), heading the Treasury & Resource Management Vertical. He brings years of rich experience in treasury operations, resource mobilisation, SME financing as also rating of MSMEs and financial strategy, supported by a strong academic foundation

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	and decades of leadership in development finance. Over past 30 years, he has held roles contributing significantly to SIDBI's institutional strength and MSME development mandate. Mr. Ajit Nath Jha has extensive experience in MSME equity financing, including SME IPOs and pre-IPO investments. As the Head of SIDBI's MSME Equity Vertical, he has led initiatives to promote equity funding, facilitate SME IPOs, and support MSMEs in accessing capital markets for growth and expansion.
Terms & conditions of appointment / re-appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Appointed as Additional Director (Non-Executive) on the Board of Directors of the Company w.e.f. 18th September 2026 Remuneration – NIL
Date of first appointment on the Board	18 th September 2026
Tenure of Appointment	Liable to retire by rotation
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Not related to any of the Directors or Manager or KMP of the Company.
The number of Meetings of the Board attended during the year	N.A.
Other Directorships, Membership/ Chairmanship of other Boards	Details of other Directorships – 1. Receivables Exchange of India Limited 2. RXIL Financial Technologies Services Limited Details of other Memberships of Committees: 1. Member of the Nomination & Remuneration Committee of Receivables Exchange of India Limited

Except for Mr. Ajit Nath Jha and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 respectively of the Notice.

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The Board is of the view that Mr. Ajit Nath Jha's knowledge, skills, expertise, and experience will be of immense benefit and value to the Company and recommended his appointment as Director (Non-Executive) of the Company as set out in the Ordinary Resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

All relevant documents and papers relating to Item No. 2 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request an inspection of such documents by sending an e-mail to the email id mentioned in the notice.

ITEM NO. 3

To appoint Mr. Ashish Krishna (DIN: 10132733) as Non-Executive Director of the Company:

Mr. Ashish Krishna was appointed as an Additional Director on the Board of the Company pursuant to the provisions of Section 149, 152, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 w.e.f. 18th September 2026.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder and the Articles of Association of the Company, Mr. Ashish Krishna, holds office up to the date of the ensuing Annual General Meeting ("AGM"). The Company has received notice in writing from Members of the Company under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Mr. Ashish Krishna is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director by virtue of any order of the authority in India, as on the date of this Notice, he does not hold directorship positions in more than twenty (20) companies (including ten (10) public limited companies). They do not have any material pecuniary relationships or transactions with the Company, its subsidiaries, or any of the Directors, which would have any potential conflict with the interests of the Company at large.

The following are the additional information in respect of Ashish Krishna as required under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India:

Name	Mr. Ashish Krishna
Age	49 Years
Qualifications	Mr. Ashish Krishna did his graduation in commerce from Symbiosis College of Arts & Commerce and post-graduation in Management (Finance) from University Department of Management Science, Pune University.

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Experience	Mr. Ashish Krishna has over 26 years of experience in Corporate Strategy, Mergers & Acquisitions & Fund raising, Business Transformation and portfolio management. His experience in the Indian market includes working across industry clusters specifically in the areas of Capital Markets, Technology, Analytics, Fin-Tech, Edu-Tech, Payments and E-commerce. Mr. Ashish Krishna joined National Stock Exchange of India (NSE) as Vice President & Head of Strategic investments in 2018 and since 2023 is Managing Director at the NSE Investments Ltd., a wholly owned subsidiary of NSE. He is also responsible for managing strategic initiatives at NSE including all M&A, Fund infusion, investments/divestments, etc. Mr. Ashish Krishna also represents NSE on the board of BFSI Skill Sector Council as nominee Director. As head of NSE Investments, which holds equity in various assets, he is also responsible for overseeing overall growth of the portfolio entities. In his stint at NSE, Mr. Ashish Krishna has overseen many strategic initiatives including acquisitions/divestments of Aujas Networks, Cloud exchange, Talent Sprint, Cogencis, CAMS etc. He has also been actively involved in growth journey of exchange platforms like PXIL, RXIL and IGX. Prior to his current role, he has led strategy and consulting teams at various leading global and Indian enterprises including PwC, Axis Bank, ICICI Bank, and Deloitte beside others where he advised numerous corporates on planning and executing growth strategy, strategic transactions and optimal transaction structures.
Terms & conditions of appointment / re-appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Appointed as Director (Non-Executive) on the Board of Directors of the Company w.e.f. 18th September 2026 Remuneration – NIL
Date of first appointment on the Board	18 th September 2026
Tenure of Appointment	Liable to retire by rotation
Shareholding in the company	NIL

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Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company	Not related to any of the Directors or Manager or KMP of the Company.
The number of Meetings of the Board attended during the year	N.A.
Other Directorships, Membership/ Chairmanship of other Boards	Details of other Directorships – 1. Receivables Exchange of India Limited 2. RXIL Financial Technologies Services Limited Details of other Memberships of Committees: 1. Member of the Audit Committee and Nomination & Remuneration Committee of Receivables Exchange of India Limited

Except for Mr. Ashish Krishna and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 respectively of the Notice.

The Board is of the view that Mr. Ashish Krishna's knowledge, skills, expertise, and experience will be of immense benefit and value to the Company and recommended his appointment as Director (Non-Executive) of the Company as set out in the Ordinary Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

All relevant documents and papers relating to Item No. 3 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request an inspection of such documents by sending an e-mail to the email id mentioned in the notice.

**By order of the Board of Directors
For RXIL Global IFSC Limited**

SD/-

**Ketan Gaikwad
(Director)
DIN: 08359705**

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Tel. No: 022 6903 3000

Place: Mumbai

Date: 22nd September 2026

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