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Notice of the 8th Annual General Meeting

Dear Members,

NOTICE is hereby given the 8th (Eighth) Annual General Meeting ("**AGM**") of Billionbrains Garage Ventures Limited (Formerly known as Billionbrains Garage Ventures Private Limited) ("**Company**") will be held on Monday, August 24, 2026 at 02:00 P.M. (IST) through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**") to transact the following business(es):

ORDINARY BUSINESS:

Item No. 1: To consider and adopt:

(A) 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 Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the audited standalone financial statements 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."

(B) Consolidated audited financial statements of the Company for the financial year ended March 31, 2026 together with the Report of Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon as circulated to the members be and are hereby considered and adopted."

Item No. 2: Appointment of Mr. Neeraj Singh (DIN: 07701992), who retires by rotation and being eligible offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, Mr. Neeraj Singh (DIN: 07701992), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

Item No. 3: Appointment of M/s. Nilesh Shah & Associates as the Secretarial Auditors of the Company for a period of five (5) years and in this regard, 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 Regulation 24A and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**"), Section 204 of the Companies Act, 2013 and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the 'Board'), M/s Nilesh Shah & Associates, Practicing Company Secretary Firm (FRN: P2003MH008800) be and are hereby appointed as the Secretarial Auditors of the Company for the five consecutive years commencing from FY 2026-27 until FY 2030-31 on such remuneration as may be mutually agreed upon between the Board and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

Item No. 4: Reclassification of Authorised Share Capital and amendment of Capital Clause of Memorandum of Association and in this regard, 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 13, 61 and 64 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any amendment to or re-enactment thereof), the rules and regulations made there under, and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association and other consents, permissions, approvals and sanctions from any authority, if any, as may be necessary and subject to such conditions, if any, as may be laid down by any such authority, regulatory or otherwise, the consent of the Shareholders be and is hereby accorded to re-classify the Authorised Share Capital of the Company from ₹ 5000,00,00,000 (Rupees Five Thousand Crores Only) divided into 2332,50,00,000 (Two Thousand Three Hundred and Thirty-Two Crores and Fifty Lakhs) Equity Shares of ₹ 2/- (Rupees Two Only) each, and 33,50,00,000 (Thirty-Three Crores Fifty Lakhs) Preference Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 5000,00,00,000 (Rupees Five Thousand Crores Only) divided into 2500,00,00,000 (Two Thousand Five Hundred Crores) Equity Shares of ₹ 2/- (Rupees Two Only) each.

RESOLVED FURTHER THAT existing Clause 5th of the Memorandum of Association of the Company be and is hereby altered and replaced by the following clause:

The Authorized Share Capital of the Company is ₹ 5000,00,00,000 (Rupees Five Thousand Crores Only) divided into 2500,00,00,000 (Two Thousand Five Hundred Crores) Equity Shares of ₹ 2/- (Rupees Two Only) each.

The Company has power from time to time to increase or reduce its capital and to divide the Shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being permitted by the Articles of Association of the Company or the Board of Directors of the Company or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution."

For **Billionbrains Garage Ventures Limited**
(Formerly known as Billionbrains Garage Ventures Private Limited)

Roshan Dave
Company Secretary and Compliance Officer
Membership no. A26472

Registered office: Vaishnavi Tech Park, South Tower, 3rd Floor, Survey No.16/1 and 17/2, Ambalipura Village, Varthur Hobli, Bellandur, Bengaluru South, Karnataka, India, 560103

E-mail Id: corp.secretarial@groww.in
Date: July 15, 2026
Place: Bengaluru

NOTES:

1. In compliance with General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA") and Circular issued by Securities Exchange Board of India ("SEBI") from time to time, other applicable circulars and notifications issued (including any statutory modifications or reenactment thereof) for the time being in force and as amended from time to time and the provisions of the Companies Act, 2013 , SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 8th Annual General Meeting ("AGM") of the Company is being held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"),without the physical presence of Members at a common venue. The deemed venue for the 8th AGM will be the Registered Office of the Company.

2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 read with the applicable rules made thereunder, setting out the material facts in respect of the business proposed at item no(s). 03 and 04 is annexed hereto and forms part of this Notice. Further, relevant information pursuant to Regulation 36 and other relevant provisions of the SEBI Listing Regulations and disclosure requirements in terms of Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at this AGM is furnished as Annexure to this Notice.

3. Pursuant to the provisions of the Companies Act, 2013, 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. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice. In this notice, the terms member(s) or shareholder(s) are used interchangeably.

4. Institutional shareholders/Corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board Resolution/ Power of Attorney/Authority Letter etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting pursuant to Section 113 of the Companies Act, 2013. The said Resolution/ Authorisation shall be sent to the Scrutinizer by email from their registered email address at ngshah.cs@gmail.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at corp.secretarial@groww.in.

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5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Members can join the AGM in VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the website of MUFG Intime India Private Limited at https://instameet.in.mpms.mufg.com.

7. In case of joint holders, the member whose name appears as the first holder in the order of the names as per the register of members of the Company, as of the cut-off date i.e., Monday, August 17, 2026, will be entitled to vote at the Meeting.

8. A person who is not a member as on the cut-off date should treat this Notice for informational purpose only.

9. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participants (DPs) in case the shares are held in electronic form and to the Registrar and Transfer Agent ("RTA") i.e. MUFG Intime India Private Limited in case the shares are held in physical form, in prescribed Form ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document(s).

10. In compliance with Regulation 36 of SEBI Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company or MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Registrar & Share Transfer Agent ("RTA") or National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL"), collectively ("Depositories") and/or with Depository Participants (DPs). In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2025-26 of the 8th AGM of the Company, he/she may send a request to the Company by writing at corp.secretarial@groww.in or MUFG Intime India Private Limited ("MUFG") at enotices@in.mpms.mufg.com.

    Notice and the Annual Report for the financial year 2025-26 will also be available on the Company's website at:

    (a) Company - https://groww.in/investor-relations/performance/company

    (b) BSE Limited - https://www.bseindia.com

    (c) National Stock Exchange of India Limited - https://www.nseindia.com and

    (d) RTA - https://instavote.linkintime.co.in.

11. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.

12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, and relevant documents referred to in this Notice will be available electronically for inspection by the Members before as well as during the AGM. Members seeking inspection of such documents can send an email to corp.secretarial@groww.in.

13. Members desirous of seeking information with regard to the financial statements or any other matter with regard to the resolutions to be placed at the AGM are requested to write to the Company Secretary at corp.secretarial@groww.in. latest by Monday, August 17, 2026 from their registered email address, mentioning their name, DP ID and Client ID/ Folio No. The same will be replied by the Company suitably.

14. SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts.

15. The facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form SH-13 with the RTA. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, the Members may submit the same in Form ISR-3 or SH-14 as the case may be. The said Forms can be downloaded from the website of the Company at https://groww.in/investor-relations or website of the RTA at https://web.in.mpms.mufg.com/KYC-downloads.html. Members holding shares in dematerialized form are requested to register their nomination details with their DPs.

16. **Process for registration of email address:**

A. Permanent registration of email address with Company/RTA or DPs:

i. For Shares held in dematerialized form:

Members are requested to register their email address with the concerned DPs.

ii. For Shares held in physical form: Members are requested to submit Form ISR-1, duly filled and signed by the holders, to the Company/RTA.

B. Temporary registration to receive AGM Notice along with the Annual Report for FY 2026:

Members whose email address is not registered with the Company/RTA or DPs may register the same on or before Monday, August 17, 2026, by 05:00 p.m. (IST), to receive Notice of the AGM along with the Annual Report for FY 2026:

a) Click the link and select 'Billionbrains Garage Ventures Limited' from the drop down.

b) Enter DP ID and Client ID (for shares held in electronic dematerialized form)/Folio No. and Certificate No. (for shares held in physical form), Shareholder name, PAN, Mobile No. and Email address. Then click on 'Continue' button.

c) Enter the system generated One Time Password ("OTP") received on Mobile No. and Email address, then click on "Submit" button.

The request ID will be generated. Email address registered through the above process is for limited purpose of sending Notice of the AGM along with Annual Report for FY 2026.

17. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at corp.secretarial@groww.in from Tuesday, August 18, 2026 (9:00 A.M. IST) to Thursday, August 20, 2026 (5:00 P.M. IST). Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

18. **REMOTE EVOTING INSTRUCTIONS:**

The remote e-voting period begins on Thursday, August 20, 2026 at 9:00 A.M. and ends on Sunday, August 23, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by RTA for voting thereafter. Members whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Monday, August 17, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - 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.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) 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.

d) 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:

a) 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

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speed" facility by scanning the QR code mentioned below for seamless voting experience

App Store | Google Play

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/ Member' section.

c) 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 & 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 holding securities in demat mode with CDSL

METHOD 1 - 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.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

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/Home/EasiRegistration or https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) 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 on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab

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 Event No + Folio no. registered with the Company

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

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

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "**Sign Up**" under 'SHARE HOLDER' tab & register with details as under:

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 Event No + Folio no. registered with the Company

1. User ID: Enter User ID
2. 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.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - o Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
   - o Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
   - o Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
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.

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

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at ngshah.cs@gmail.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at corp.secretarial@groww.in.

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.

      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).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at ngshah.cs@gmail.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at corp.secretarial@groww.in.

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.mufg.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.

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:

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

Individual 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

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 Event No + Folio no. registered with the Company

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Further Click on "**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
- Further Click on "**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".

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated September 09, 2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

b) Select the "Billionbrains Garage Ventures Limited" and register with your following details:

c) Select Check Box - **Demat Account No. / Folio No. / PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting"
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company at corp.secretarial@groww.in.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on link "Cast your vote".

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

19. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

20. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.

21. **Other Instructions**

    1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing. The results will be announced within the time stipulated under the applicable laws.

    2. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.groww.in and on the website of RTA https://instavote.linkintime.co.in/. immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS(ES) SETTING OUT ALL MATERIAL FACTS:

Item No. 3

The Board at its meeting held on April 20, 2026, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Nilesh Shah & Associates, Practising Company Secretaries, (Firm Registration Number: P2003MH008800) as Secretarial Auditors of the Company for a one term of five consecutive financial years commencing from Financial Year 2026-27 till Financial Year 2030-31, subject to approval of the Members of the Company.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A (1) of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024, and provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Brief Profile of M/s Nilesh Shah & Associates:

M/s. Nilesh Shah & Associates is a well-known Practising Company Secretaries firm founded in 1996-97, by Mr. Nilesh Shah (Peer Review No. 7810/2026). The firm specializes in corporate law, SEBI and RBI regulations, corporate governance, and compliance.

Enriched with experience over two and half decades the firm expanded its practise by introducing dynamic and experienced resources as Partners and Associates. During these many years of gruelling, penetrating and successful experience in the secretarial and legal fields, the firm has earned enviable reputation of providing knowledge-based services to various clients in the fields of corporate laws and compliances.

M/s. Nilesh Shah & Associates have provided their consent and confirmed their eligibility for appointment under SEBI Listing Regulations and Section 204 of the Companies Act, 2013 and rules made thereunder.

Proposed Remuneration:

The remuneration proposed for conducting the Secretarial Audit for the financial year 2026-27 is ₹ 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses, conveyances or incidental expenses as may be incurred during the audit process. Besides the secretarial audit services, the Company may also obtain certifications from them under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms.

The Board of Directors based on recommendation of Audit Committee, shall consider approval of revisions to the remuneration of the Secretarial Auditors for the remaining part of the tenure. The Board of Directors may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

Therefore, the Board of Directors recommends the Ordinary Resolution set out in Item No. 3 for approval by the Members of the Company.

None of the Directors, Manager, Key Managerial Personnel of the Company, and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out in Item No. 3 of this Notice

Item No. 4

Members are hereby informed that the Compulsorily Convertible Preference Shares ("CCPS"), issued by the Company prior to its listing, have been fully converted into equity shares in accordance with their terms of issue. Pursuant to this conversion and the consequent allotment of equity shares, the classification relating to CCPS is no longer required in the Company's existing capital structure.

Accordingly, in order to align the Capital Clause (Clause 5th) of the Memorandum of Association ("MOA") with the existing capital structure of the Company, it is proposed to reclassify the Authorised Share Capital by removing the component of preference share capital and reclassifying the same into equity share capital.

The present Authorised Share Capital of the Company is ₹5000,00,00,000 (Rupees Five Thousand Crores only) divided into:

(i) 2332,50,00,000 (Two Thousand Three Hundred Thirty-Two Crores and Fifty Lakhs) Equity Shares of ₹2/- each; and

(ii) 33,50,00,000 (Thirty-Three Crores and Fifty Lakhs) Preference Shares of ₹10/- each.

Pursuant to the proposed reclassification, the Authorised Share Capital of the Company will be ₹5000,00,00,000 (Rupees Five Thousand Crores only) divided into 2500,00,00,000 (Two Thousand Five Hundred Crores) Equity Shares of ₹2/- each.

The proposed reclassification will not result in any change in the total Authorised Share Capital of the Company. Further, there will be no change in the issued, subscribed and paid-up share capital of the Company.

Consequent to the above, Clause 5th of the MOA of the Company will be altered to reflect the revised capital structure, subject to approval of the Members.

A copy of the amended MOA will be available for inspection by the Members in accordance with the applicable provisions of the Companies Act, 2013 and shall also be made available on the website of the Company in terms of applicable provisions of the SEBI Listing Regulations.

Therefore, the Board of Directors recommends the Ordinary Resolution set out in Item No. 4 for approval by the Members of the Company.

None of the Directors, Manager, Key Managerial Personnel of the Company, and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out in Item No. 4 of this Notice.

By Order of the Board of Directors
For **Billionbrains Garage Ventures Limited**
(Formerly known as Billionbrains Garage Ventures Private Limited)

Roshan Dave
Company Secretary and Compliance Officer
Membership no. A26472

Registered office: Vaishnavi Tech Park, South Tower, 3rd Floor, Survey No.16/1 and 17/2, Ambalipura Village, Varthur Hobli, Bellandur, Bengaluru South, Karnataka, India, 560103

E-mail Id: corp.secretarial@groww.in
Date: July 15, 2026
Place: Bengaluru

Annexure to the Notice

Details of the Director seeking re-appointment at this Annual General Meeting

[Pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2)]

Particulars	Mr. Neeraj Singh
Date of Birth (Age)	March 06, 1983 (43 years)
Nationality	Indian
Date of first appointment on Company's Board	March 27, 2023
DIN	07701992
Shareholding in the Company as on March 31, 2026	36,31,99,310 Equity shares of ₹ 2 each
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner.	N.A.
Qualifications, Experience and Nature of expertise in specific functional areas	Neeraj Singh is a Whole-time Director and Chief Technology Officer of our Company. He has been associated since our inception. Prior to this, he was associated with Flipkart Internet Private Limited. He holds a bachelor's degree in information technology from the Institute of Technology and Management, Gwalior, and a postgraduate diploma in advanced computing. He has over 18 years of experience in technology development and engineering across the consumer internet and financial sectors. For further details, please refer to Corporate Governance Report.
Terms and conditions of appointment or re-appointment	In terms of Section 152(6) of the Companies Act, 2013 and relevant clause of Articles of Association, the Whole Time Director is liable to retire by rotation at the Annual General Meeting and eligible for re-appointment.
*Details of remuneration sought to be paid in FY 2026-27	₹ 98.19 Mn (includes LTIC approved in FY 2025-26)
Remuneration last drawn	₹ 85.69 Mn p.a. (includes LTIC approved in FY 2025-26)
List of other Companies in which he holds Directorship	Groww Pay Services Private Limited
Number of meetings of Board attended during the FY 2025-26, and from April 1, 2026, till the date of this notice	For FY 2025-26 – Please refer to Corporate Governance Report For FY 2026-27 – 2 of 3 Meetings
Chairman/ Member of the Committee(s) of the Board in which he is a director.	None
Relationship, if any, with other Directors, Managers and Key Managerial Personnel	None
Listed Entities from which the Director has resigned in the past three years.	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	N.A.

*As per the Nomination and Remuneration Policy, he shall be eligible for Long Term Incentive Compensation (LTIC) for the FY 2026-27, subject to the approval of Nomination and Remuneration Committee.