

SG FINSERVE LIMITED

Registered Office: 37 Hargobind Enclave, Vikas Marg, Delhi-110092

Corporate Office: 35-36, Kaushambi, Near Anand Vihar Terminal, Ghaziabad, Uttar Pradesh-201010

Corporate Identity Number: L64990DL1994PLC057941

• Tel: 01204041400, • Website: www.sgfinserve.com • email: compliance@sgfinserve.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-Two (32nd) Annual General Meeting of the members of SG Finserve Limited (“the Company”) will be held on Tuesday, June 30, 2026 at 11:00 A.M. IST through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March 2026 and the Reports of the Board of Directors’ and Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

- 2. To appoint a director in place of Mr. Rohan Gupta (DIN: 08598622), who is liable to retire by rotation and being eligible, offers himself for re-appointment**

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rohan Gupta (DIN: 08598622), Non-Executive Director, who retires by rotation at this Meeting, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

- 3. Appointment of Mr. Deepak Kumar (DIN: 03056481) as Non-Executive Non-Independent 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made

thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘LODR Regulations’), Mr. Deepak Kumar (DIN: 03056481), who was appointed by the Board of Directors based on the recommendation of Nomination and Remuneration Committee as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from 16th April, 2026 and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of Section 161 of the Act and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, be and is hereby appointed as a Director (Non-Executive, Non-Independent) liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Chief Executive Officer and/or the Chief Financial Officer and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, including filing of necessary forms and disclosures, as may be deemed necessary, proper or expedient to give effect to this resolution.”

- 4. To approve payment of remuneration to Mr. Deepak Kumar (DIN: 03056481), Non-Executive Non-Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and regulation 17(6)(a) and (ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘LODR Regulations’), and based on the recommendation of Nomination and Remuneration Committee and Board of

Directors of the Company the consent of the members of the Company be and is hereby accorded to the payment of remuneration for FY 2026-27 to Mr. Deepak Kumar, Non-Executive Non-Independent Director of Company as per the details below:

Remuneration in the form of ESOPs	Entitled upto 3,00,000 (Three Lakh) Employee Stock Options under the SG Finserve Employees Stock Option Scheme, 2026, which shall vest in equal annual tranches of maximum of 20% (i.e 60,000 ESOPs) each year over a period of five (5) years, with the first vesting commencing after completion of one (1) year from the date of grant. He will be entitled to equity shares for options granted or to be granted and exercised during the period of his tenure as may be approved by the Nomination and Remuneration Committee/ Authorised Committee from time to time.
Sitting Fees	As may be approved by the Board from time to time within the limits prescribed under applicable laws
Reimbursement	Reimbursement of all expenses incurred in the course of business of the Company, including travel, accommodation and other incidental expenses, in accordance with the Company's policies.

RESOLVED FURTHER THAT the aforesaid remuneration be paid even if it exceeds (i) fifty percent (50%) of the total annual remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2026-27, as per Regulation 17(6)(ca) of the Listing Regulations; and (ii) One percent (1%) of the Net profits computed in the manner laid down in Section 198 of the Act , and such payment of Remuneration shall not exceed the overall limit as stipulated under Section 197 of the Act read with section 198 of the Companies Act 2013.

RESOLVED FURTHER THAT any Director (including any Committee thereof) and/or the Chief Executive Officer and/or the Chief Financial Officer and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, including filing of necessary forms and disclosures, as may be deemed necessary, proper or expedient to give effect to this resolution”.

5. Approval of material related party transactions for factoring arrangements and first loss default guarantee under channel finance programme

To consider and to give assent/dissent for passing the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with the rules made thereunder, Regulations 2(1)(zc) and 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with SEBI Master Circular dated 30th January, 2026 and the Company’s Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions, and the approvals granted by the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded to the Company for Related Party transaction(s) and/or contract(s) and/or arrangement(s), to be entered into, with below mentioned Related Parties from the ensuing 32nd Annual General Meeting till the 33rd Annual General Meeting to be held in calendar year 2027 subject to the said period does not exceed fifteen months, entered into or to be entered into in ordinary course of business and on arm’s length basis, which taken together during a financial year may exceed 10% of the Consolidated Turnover of the Company as per the audited financial statements of the Company for the preceding financial year, provided that aggregate annualised amount of all such transactions taken together during a Financial year shall not exceed the amount as prescribed below.

The details of the proposed transactions are as under:

S. No.	Related Parties	Factoring Exposure	FLDG Exposures
1	APL Apollo Tubes Limited	₹300 Crores	₹ 20 Crores
2	Apollo Metalex Limited	₹50 Crores	₹ 5 Crores
3	APL Apollo Building Products Limited	₹50 Crores	₹ 5 Crores

RESOLVED FURTHER THAT any Director, Chief Executive Officer, Chief Financial Officer, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution”.

Registered Office: 37, Hargobind Enclave, Vikas Marg, Delhi - 110092
By order of the Board of Directors
SG Finserve Limited

Sd/-

Kush Mishra

Date:- June 05, 2026 Company Secretary & Compliance Officer
Place: - Ghaziabad M. No: 62001

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide Circular Nos. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and other applicable circulars including General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (MCA) (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and SEBI Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), AGM shall be convened through video conferencing ("VC") or other audio visual means ("OAVM"). Hence, the 32nd AGM of the Company is being held through VC and Members are requested to attend and participate in the ensuing AGM through VC only.
2. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 32nd AGM of the Company is being conducted through VC. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC and e-voting during the AGM. The procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC is explained at Notes below and is also available on the website of the Company at www.sgfinserve.com.
3. The deemed venue for the 32nd AGM shall be the Registered Office of the Company.
4. Pursuant to the relevant MCA Circulars, the facility for members to appoint Proxy to attend and cast vote is not available for this AGM since physical presence at a common venue is not required. Hence, the Proxy Form, Attendance Slip and Route Map are not Annexed to this Notice.
5. An explanatory Statement pursuant to Section 102 of the Companies Act 2013 (Act), setting out the material facts concerning special businesses set out above is enclosed along with the details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2 in respect of directors retiring by rotation and proposed to be re-appointed at the Annual General Meeting is annexed hereto.
6. Corporate members may refer to "Note for Non – Individual Shareholders and Custodians" appearing at the end of this notice and follow the instructions mentioned for voting and participation at the AGM.
7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be electronically available for inspection by the Members during the AGM upon login at CDSL e-voting system at www.evotingindia.com.
8. Dispatch of Annual Report and Notice of AGM through electronic mode:

In accordance with, the above referred circulars and SEBI Master Circular No. HO/49/14/14(7)2025- CFD-POD2/1/3762/2026 dated January 30, 2026 the Annual Report for 2025-26 and the Notice of this AGM are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s) as on Friday, May 29, 2026.
9. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
10. All the documents referred to in this Notice and Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice up to the date of the AGM through electronic mode. Members seeking inspection can send an email in advance to compliance@sgfinserve.com.
11. Members whose e-mail addresses are not registered are requested to register their e-mail address for receipt of Notice of 32nd AGM, Annual Report and login details for joining the 32nd AGM through VC facility including e-voting, by providing Name, folio number/DPID & ClientID (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), client master or copy of consolidated Account statement (in case of demat holding) or copy of share certificate (in case of physical holding), self-attested scanned copy of Aadhaar Card or any other document as proof of address to Company: compliance@sgfinserve.com or to/RTA at: info@skylinerta.com.
12. The Notice of AGM and Annual Report for the financial year 2025-26, is available on the website of the Company at <https://www.sgfinserve.com/notices> & <https://www.sgfinserve.com/annual-report>, respectively

and also on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. Notice of AGM is also available on the website of CDSL at www.evotingindia.com. However, a member may also demand hard copies of the same via writing us at compliance@sgfinserve.com.

13. In accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2025/97 dated July 02, 2025, and SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, other applicable circulars, a special window, as per mandate of SEBI, is available till February 4, 2027, to facilitate lodgement of transfer requests executed before April 1, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before February 4, 2027 to Company/RTA. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one year lock-in, during which they cannot be transferred, lien-marked, or pledged. Members holding shares in physical form and who wish to avail of this facility may contact the Company's Registrar and Share Transfer Agent (RTA) at info@skylinerta.com for further assistance and details.

General Instructions for Remote e-voting and e-voting during Annual General Meeting

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

who are allowed to attend the AGM without restriction on account of first come first served basis.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. Friday, May 29, 2026 -may follow the same instructions as mentioned above for e-voting.
6. Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
7. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date of Tuesday, June 23, 2026 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.

The instructions of shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:

- (i) The voting period begins on Saturday, June 27, 2026 (10:00 A.M. IST) and ends on Monday, June 29, 2026 (05:00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, June 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SEBI Master Circular No. HO/49/14/14(7)2025-CFD POD2/I/3762/2026 dated January 30, 2026, on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Pursuant to above mentioned SEBI Circulars, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800-21-09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000

(iv) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders/Members” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (v) After entering these details appropriately, click on “**SUBMIT**” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <SG Finserve Limited> on which you choose to vote.
- (ix) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (x) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- (xii) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on **“CLICK HERE TO PRINT”** option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload Board Resolution (BR)/ Power of Attorney (POA) - Board Resolution (BR)/ Power of Attorney (POA) if any uploaded, which will be made available to scrutinizer for verification

(xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the **“CORPORATES”** module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@sgfinserve.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for Shareholders attending the AGM through VC/OAVM & E-voting during meeting are as under:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@sgfinserve.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 (three) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at compliance@sgfinserve.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those Shareholders whose email/mobile no. are not registered with the Company/ Depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to Company/RTA email id.
2. For Demat shareholders, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A

Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

- (xvii) Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. Tuesday, June 23, 2026 may follow the same instructions as mentioned above for e-voting.
- (xviii) Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- (xix) The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date of Tuesday, June 23, 2026 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.
- (xx) The Company has appointed Mr. Jatin Gupta, Practicing Company Secretary (Membership No. : FCS 5651: COP No. 5236) as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of AGM in a fair and transparent manner.
- (xxi) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinise the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and submit, not later than 2 working days of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson of the Company or a person authorized by him in writing who shall countersign the same. The Chairperson or a person authorized by him in writing shall declare the results of the voting forthwith.
- (xxii) The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.sgfinserve.com and on the website of CDSL www.evotingindia.com and shall simultaneously be forwarded to the concerned stock exchanges as well as displayed at the Corporate and Registered Office of the Company.

FOR ATTENTION OF THE MEMBERS

1. Members are requested to refer any change of address among others:
 - a. To the Company's Registrar in respect of their physical share folios.
 - b. To their Depository Participants (DPs) in respect of their electronic demat accounts.
2. Dematerialisation of Shares and Liquidity: SEBI has mandated that securities of listed companies can be transferred/traded only in dematerialized form. Further, SEBI vide its circulars/notifications, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, subdivision/ splitting/ consolidation of certificate, transmission and transposition be also processed in dematerialised form only. On receipt of any such request the Company/RTA will issue a "Letter of Confirmation", in the prescribed format. In view of the same, Members are advised to get their shares dematerialized. Members can contact the Company's Registrar & Share Transfer Agent (RTA): Skyline Financial Services Pvt. Ltd, D-153/A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi, 110020 or may write to the Secretarial Department of the Company at 37, Hargobind Enclave Vikas Marg, Delhi - 110092, for assistance in this regard. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN Nos. is INE618R01015 for equity.
3. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD3/P/CIR/2023/195 dated 28th December 2023, regarding Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The said circular is available on the website of the Company at www.sgfinserve.com.
4. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc. Members holding shares in dematerialized form are requested to intimate all changes to their Depository Participant.

For shares held in physical mode by submitting to Registrar & Share Transfer Agent (RTA): Skyline Financial Services Pvt. Ltd. the forms given below along with requisite supporting documents:

S. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updatation thereof	ISR -1
2.	Confirmation of Signature of member by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

Any service request shall be entertained by RTA only upon registration of the PAN and KYC details.

Members are requested to quote their Folio No./DP ID- Client ID and details of shares held in physical/ demat mode, e-mail ids and Telephone No. for prompt reply to their communications.

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement)
Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2]

Name of Director	Mr. Rohan Gupta	Mr. Deepak Kumar
Age	27 years	48 Years
Director Identification Number (DIN)	08598622	03056481
Nationality	Indian	Indian
Date of first appointment on the Board	July 25, 2022	April 16, 2026
Nature of expertise in specific functional areas	Entrepreneur, Management	Taxation, Finance and Management
Qualification	Graduate	Chartered Accountant
Shareholding in the Company directly or as beneficial holder	1,48,64,999 Equity Shares as on March 31, 2026	-
Terms and conditions of appointment / re-appointment	Reappointment as Non-Executive Director liable to retire by rotation.	Appointment as Non-Executive Director liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn by such person	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committees.	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committees, Employees Stock Options and reimbursement of expenses.
Directorships held in other companies	<ul style="list-style-type: none"> • Apex Fincorp Advisors Private Limited • APL Apollo Building Products Limited • S Gupta Sports & Entertainment Private Limited • SG Green Logistics Private Limited • SG Ornate Solar Solutions Private Limited • SG Air Travel Private Limited • SG Green Buildings Private Limited 	<ul style="list-style-type: none"> • APL Apollo Tubes Limited • Apollo Metalex Limited • APL Apollo Building Products Limited
Membership / Chairpersonship of Committee(s) of other Companies:	NIL	NIL
Relationship with other Directors, Manager and Key Managerial Personnel of the company	No	No
Number of meetings of the Board attended during the year	Four	NIL
Listed entities from which the person has resigned in the past three years	NIL	NIL
Brief Profile	<p>Mr. Rohan Gupta is young and dynamic entrepreneur, aged 27 years with a Bachelor's degree in Business Administration (BBA) and an unwavering commitment to excellence. He is a dynamic and accomplished young director of the Company having two years of experience in Marketing and Branding. Beyond his professional accomplishments, Rohan's engaging personality and strong interpersonal skills have made him a true asset in fostering collaboration and open communication within our organization. He thrives in team environments, consistently bringing out the best in those around him.</p>	<p>Mr. Deepak Kumar is a distinguished member of the Institute of Chartered Accountants of India (ICAI) and has a proven track record and extensive experience of over 2 decades of exemplary career. He has adeptly managed operations, marketing and institutional sales. Additionally, he has been instrumental in formulating corporate strategy, financial planning and overseeing corporate affairs, information technology, human resources and investor relations.</p>

Note: Pursuant to Regulation 26 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“ the Act”) sets out all material facts relating to the Resolutions mentioned in the accompanying Notice:

Item No. 3 & 4

Mr. Deepak Kumar (DIN: 03056481) was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company w.e.f. 16th April, 2026 by the Board of Directors at its meeting held on 16th April, 2026, based on the recommendation of the Nomination and Remuneration Committee, in accordance with the provisions of Section 161 of the Act. He holds office up to the date of the ensuing Annual General Meeting (“AGM”) of the Company.

The Company has received a notice in writing under Section 160 of the Act from a member of the Company proposing his candidature for the office of Director. Mr. Deepak Kumar has submitted a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and consent to act as a Director in prescribed Form DIR-2 and disclosure of interest in other entities in Form MBP-1 in terms of Section 184 of the Act. Mr. Deepak Kumar is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

Considering his experience, expertise and guidance, the Board of Directors as well as Nomination & Remuneration Committee (NRC) is of the opinion that his association would be beneficial to the Company and therefore recommends his appointment as a Non-Executive, Non-Independent Director, liable to retire by rotation.

Further, in order to align his interests with the long-term growth of the Company and to incentivize performance, it is proposed to grant Employee Stock Options (“ESOPs”), in accordance with the applicable provisions of the Act and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Based on the recommendation of the Board of Directors and NRC it is proposed to appoint Mr. Deepak Kumar on payment of remuneration for FY 2026-27 as mentioned below;

Remuneration in the form of ESOPs	Entitled upto 3,00,000 (Three Lakh) Employee Stock Options under SG Finserve Employees Stock Option Scheme, 2026 which shall vest in equal annual tranches of maximum of 20% (i.e 60,000 ESOPs) each year over a period of five (5) years, with the first vesting commencing after completion of one (1) year from the date of grant. He will be entitled to equity shares for options granted or to be granted and exercised during the period of his tenure as may be approved by the Nomination and Remuneration Committee/ Authorised Committee from time to time.
Sitting Fees	As may be approved by the Board from time to time within the limits prescribed under applicable laws
Reimbursement	Reimbursement of all expenses incurred in the course of business of the Company, including travel, accommodation and other incidental expenses, in accordance with the Company’s policies.

The said remuneration may exceed fifty percent (50%) of the total annual remuneration payable to all Non-Executive Directors and one percent (1%) of the net profits of the Company, subject to the overall limits prescribed under Section 197 read with Section 198 of the Act and Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hence consent of the Members is sought for passing a Special Resolution as set out at Item No. 04 of the Notice.

The said grant of options to Mr. Deepak Kumar shall not exceed one per cent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of option. Except Mr. Deepak Kumar and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 03 & 04 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 03 and Special Resolution set out at Item No. 04 of the Notice for approval of the Members.

Item No. 5

The Company, in the ordinary course of its business, undertakes factoring and First Loss Default Guarantee Arrangements transactions. As part of its business strategy and operational requirements, the Company proposes to enter into Factoring and First Loss Default Guarantee Arrangements with related parties, which are expected to exceed the materiality threshold prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), thereby requiring prior approval of the Members.

In accordance with the SEBI Circulars the approval of the Members of the Company shall be valid upto the date of the 33rd AGM subject to maximum period of fifteen months from the date of this 32nd AGM. The Company shall seek fresh approval of the Members before the expiry of this approval in case of need.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on April 16, 2026, , approved the proposed Related Party Transactions, subject to the approval of the Members.

The proposed transactions comprise the following

1. Factoring Arrangements

Under this structure, the Related Parties shall act as "Assignors" (i.e., sellers of receivables), and the Company shall act as the "Assignee", acquiring such receivables. The credit risk shall primarily rest on the underlying debtors and not on the assignors. Accordingly, the exposure of the Company shall be reckoned on the debtors.

2. First Loss Default Guarantee (FLDG) Arrangements under Channel Finance Programme

Under this structure, The Related Parties shall act as "Anchors" and the Company shall provide financing to dealers/vendors of such Anchors; and the Anchors shall provide a First Loss Default Guarantee (FLDG) to the Company to cover a specified portion of the credit risk. The FLDG exposure is in the nature of a credit enhancement/ guarantee provided by the Anchors in favour of the Company.

Details of Related Parties and Transactions

S. No.	Name of Related Parties	Factoring Exposure	FLDG Exposure
1	APL Apollo Tubes Limited	₹300 Crores	₹20 Crores
2	Apollo Metalex Limited	₹50 Crores	₹5Crores
3	APL Apollo Building Products Limited	₹50 Crores	₹5Crores

The above transactions shall be undertaken in the ordinary course of business and on an arm's length basis. The pricing and other commercial terms shall be consistent with those generally applicable to similar transactions with unrelated parties.

Pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), prior approval of the Members is required by way of a resolution for all material related party transactions and any subsequent material modifications thereto, as determined by the Audit Committee. This requirement applies even where such transactions are entered into in the ordinary course of business of the Company and are carried out on an arm's length basis.

The Audit Committee has, on the basis of a thorough scrutiny of relevant details / documents provided by the Management and also of the mandatory disclosure which is required to be made to the Audit Committee in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions", at its Meeting held on April 16, 2026, reviewed and recommended the same to the Board of Directors, subject to approval of the Members.

The Audit Committee also reviewed the certificates provided by the CEO and CFO, confirming compliance with the RPT Industry Standards. The Board, therefore, seeks approval of the Shareholders for the said transactions.

The mandatory disclosure which is required to be made to the Shareholders in accordance with the provisions of the Companies Act, 2013 and the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" is given below:

Except Mr. Rohan Gupta and his relatives, none of the Directors or Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the approval of the Ordinary Resolution set out at item no. 5 of this Notice.

Pursuant to SEBI Master Circular dated November 11, 2024 bearing No. SEBI/HO/CFD/PoD2/CIR/P/0155 read with the SEBI Circular dated June 26, 2025 bearing No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 along with the Industry Standards on “Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions” dated June 26, 2025 (“RPT Industry Standards”) and the same has been annexed herein as Annexure - 1 for your reference.

Minimum Information for the Proposed Related Party Transaction				
S. No.	Particulars of the information	Information provided by the management		
A(1)		Basic details of the related party		
1	Name of the related party	APL Apollo Tubes Limited	Apollo Metalex Limited	APL Apollo Building Products Limited
2	Country of incorporation of the related party	India		
3	Nature of business of the related party	APL Apollo Tubes Limited is a manufacturer of steel pipes and tubes.	Apollo Metalex Limited is a manufacturer of steel pipes and tubes.	APL Apollo Building Products Limited is a manufacturer of steel pipes and tubes.
A(2)		Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	S Gupta Holding Private Limited (Promoter Group Entity of the Company) holds more than 20% of equity share capital of APL Apollo Tubes Limited	Apollo Metalex Limited is a wholly owned subsidiary of APL Apollo Tubes Limited	APL Apollo Building Products Limited is a wholly owned subsidiary of APL Apollo Tubes Limited
2.	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company does not have any shareholding, whether direct or indirect, in the related party(ies).		
3.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not applicable		
4.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary	The Related Party does not have any shareholding, whether direct or indirect, in the Listed Company.		
A(3)		Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	-		
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	-		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	-		

Minimum Information for the Proposed Related Party Transaction

S. No.	Particulars of the information	Information provided by the management		
A(4)	Amount of the proposed transaction			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹320,00,00,000 (Indian Rupees Three hundred Twenty Crore only)	₹55,00,00,000 (Indian Rupees Fifty Five Crore only)	₹55,00,00,000 (Indian Rupees Fifty Five Crore only)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?		Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual standalone turnover for the immediately preceding financial year	95.97*	16.49*	16.49*
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)		Not applicable	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1.38%	1.88%	1.05%
		₹ (in Crores)	₹ (in Crores)	₹ (in Crores)
	Financial performance of the related party for the immediately preceding three financial years			
	Turnover	FY 23-24 - 13,915.48 crore FY 24-25- 14,440.25 crore FY 25-26 - 15,109.94 crore	FY 23-24 - 2910.79 crore FY 24-25- 2,908.34 crore FY 25-26- 2919 crore	FY 23-24 - 3192.86 crore FY 24-25- 4,706.63 crore FY 25-26 - 5240 crore
	Profit after tax	FY 23-24 - 453.71 crore FY 24-25- 335.59 crore FY 25-26- 547.12 crore	FY 23-24 - 245.45 crore FY 24-25- 220.14 crore FY 25-26- 248.5 crore	FY 23-24 - 26.21 crore FY 24-25- 141.57 crore FY 25-26- 324.50 crore
	Net worth	FY 23-24 - 2,889.39 crore FY 24-25- 3,086.82 crore FY 25-26 - 3481.43 crore	FY 23-24 - 842.27 crore FY 24-25- 1,062.39 crore FY 25-26- 1355 crore	FY 23-24 - 829.49 crore FY 24-25- 1,169.46 crore FY 25-26- 1494 crore
A(5)	Basic details of the proposed transaction			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Factoring Arrangement & First Loss Default Guarantee (FLDG) Arrangement as detailed in the Explanatory Statement.		

Minimum Information for the Proposed Related Party Transaction				
S. No.	Particulars of the information	Information provided by the management		
2.	Details of each type of the proposed transaction	Nature of Transactions	Amount (in crores)	Amount (in crores)
		Factoring Arrangement	300	50
		First Loss Default Guarantee (FLDG) Arrangement	20	5
		Total	320	55
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	As explained in the explanatory statement		
4.	Whether omnibus approval is being sought?	Yes		
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	₹320,00,00,000 (Indian Rupees Three hundred Twenty Crore only)	₹55,00,00,000 (Indian Rupees Fifty Five Crore only)	₹55,00,00,000 (Indian Rupees Fifty Five Crore only)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company would undertake these transactions in furtherance of its business activities which will help in generating revenue and enhancing business operations of the Company.		
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.			
	Name of the Director/KMP	NA	NA	NA
	Shareholding of the director / KMP, whether direct or indirect, in the related party	NA	NA	NA
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable		
9.	Other information relevant for decision making	Not Applicable		
B(2)	Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary			
S. No.	Particulars of the information	Information provided by the management		
1	Source of funds in connection with the proposed transaction.	Not applicable to SG Finserve Limited being an NBFC		
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:			
	a) Nature of indebtedness	Not applicable to SG Finserve Limited being an NBFC		
	b) Total cost of borrowing			
	c) Tenure			
	d) Other details			

Minimum Information for the Proposed Related Party Transaction

S. No.	Particulars of the information	Information provided by the management		
3	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: <ul style="list-style-type: none"> • To any party (other than related party). • To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	10% to 12%	10% to 12%	10% to 12%
4	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	8% [#]	8% [#]	8% [#]
5	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	10% to 12% [#]	10% to 12% [#]	10% to 12% [#]
6	Maturity / due date	12 months		
7	Repayment schedule & terms	Working capital limit (Repayment schedule not applicable)		
8	Whether secured or unsecured?	Unsecured		
9	If secured, the nature of security & security coverage ratio	Not Applicable		
10	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working Capital		

Note - [#]The interest rates, due dates and repayment schedule mentioned above is tentative and indicative in nature. The final applicable interest rate at the time of loan disbursement may vary and will be determined based on the prevailing market conditions, the Company's cost of borrowing and the customer's credit profile, credit rating and other requirements.

C1 Disclosure only in case of Material related party transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

1	Latest credit rating of the related party	APL Apollo Tubes Limited Long Term : [ICRA] AA+(Stable)	Apollo Metalex Limited Long Term : [ICRA] AA+(Stable)	APL Apollo Building Products Limited Long Term : [ICRA] AA+(Stable)
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Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any

Minimum Information for the Proposed Related Party Transaction				
S. No.	Particulars of the information	Information provided by the management		
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.			
	Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	Nil	Nil	Nil
	In addition, state the following:			
	Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;			
	Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No	No	No
	Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No (as per CRIF report)	No (as per CRIF report)	No (as per CRIF report)
	Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No	No	No
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.			
	FY 2023-2024	Nil	Nil	Nil
	FY 2024-2025	Nil	Nil	Nil
	FY 2025-2026	Nil	Nil	Nil

(Note: *The revenue of the Company represents only interest income. Accordingly, the value of the proposed transaction, being loan and advances provided against the principal loan amount proposed to be disbursed by the Company, does not represent a fair comparison with the revenue figures of the Company.)