SG FINSERVE LIMITED
CIN: L64990DL1994PLC057941
Registered Office: 37, Hargobind Enclave, Vikas Marg, Delhi -110092
Corporate Office: 35-36, Kaushambi, Near Anand Vihar Terminal, Uttar Pradesh-201010
Email: compliance@sgfinserve.com ; **Website**: www.sgfinserve.com
Phone No.: 0120-4041400

NOTICE OF POSTAL BALLOT THROUGH E-VOTING

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014

To,
The Shareholder(s),

Notice is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), each as amended from time to time, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, interalia, for conducting Postal Ballot process through e-voting vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025, dated September 22, 2025 (collectively referred to as "**MCA Circulars**"), to transact the special business as set out hereunder by passing the following Special Resolution(s), by way of postal ballot only, by voting through electronic means ("**remote e-Voting**").

In compliance with the MCA Circulars, SG Finserve Limited ("the **Company**") is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent **("RTA")**/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited **("CDSL")** for the purpose of providing remote e-Voting facility to its members. The instructions for remote e-Voting are appended to this Notice.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in the 'Notes' section of this Notice and record their assent (FOR) or dissent

(AGAINST) by following the procedure for casting of votes by remote e-Voting not later than 5:00 P.M. (IST) on Thursday December 03, 2026. The remote e-Voting facility will be disabled by CDSL immediately thereafter.

ITEM NO. 1: TO CONSIDER AND APPROVE THE ENHANCEMENT OF BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession of earlier resolution passed by the members of the Company on March 12, 2026 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee or delegation thereof), to borrow any sum(s) of money exceeding the aggregate of the paid-up share capital of the Company, its free reserves and securities premium account, on such terms and conditions as the Board may deem fit from time to time provided that the total amount up to which monies may be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not exceed the sum of ₹10,000 crores (Rupees Ten Thousand Crores only) at any point of time.

RESOLVED FURTHER THAT the aforesaid limit shall include borrowings raised or to be raised through loans, cash credit facilities, overdrafts, term loans, working capital facilities, external commercial borrowings, non-convertible debentures, commercial papers and such other instruments and facilities as may be permissible under applicable laws.

RESOLVED FURTHER THAT any Director, Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things, as they may in their absolute discretion, deem necessary and think fit to give effect to this resolution**".**

ITEM NO. 2: TO CONSIDER AND APPROVE THE ENHANCEMENT OF LIMITS UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in supersession of earlier resolution passed by the members of the Company on March 12, 2026 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, rules made thereunder, relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof) and the Articles of Association of the Company, the

consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company, or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertaking(s), and/or to mortgage, hypothecate, pledge and/or charge, whether existing or to be created hereafter, in such form, manner and ranking including first charge, second charge, subordinate charge or pari-passu charge, and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and/or immovable properties of the Company (both present and future), and/or any other assets or properties, whether tangible or intangible, and/or the whole or any part of any undertaking of the Company, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed or to be availed by the Company, by way of loans, guarantee, debentures or any other securities or otherwise, whether in Indian Rupees or foreign currency, including any change on account of fluctuation in the rate of exchange, from time to time, provided that the aggregate amount of such sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking(s) of the Company, or, where the Company owns more than one undertaking, the whole or substantially the whole of any such undertaking(s), shall not, at any point of time, exceed ₹10,000 Crores (Rupees Ten Thousand Crores only).

RESOLVED FURTHER THAT any Director, Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things, as they may, in their absolute discretion, deem necessary and think fit to give effect to this resolution**".**

By order of the Board of Directors
For SG Finserve Limited

Sd/-
Ankit Sharma
Company Secretary & Compliance Officer
(M.No. A47854)

Place: Ghaziabad
Date: November 03, 2026

NOTES FOR MEMBER'S ATTENTION:

1. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 **("the Act")** setting out all material facts relating to the proposed resolutions is annexed hereto.

2. As per Section 108, 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, cut-off date for the purpose of reckoning the voting rights and sending the Notice is Friday, October 30, 2026 **("Cut-off date")**.

3. MCA vide its relevant circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members shall take place through the process of remote e-voting only.

4. Members may note that this Notice will also be available on the website of the Company .i.e., www.sgfinserve.com, Stock Exchange(s) website: www.bseindia.com and www.nseindia.com and Central Depository Services (India) Limited **("CDSL")** www.evotingindia.com. Any member seeking e-copy of this notice may write to us at compliance@sgfinserve.com

5. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged CDSL to provide e-voting facility for its Members. The procedure for e-voting is given below. The e-Voting facility is available at the link at www.evotingindia.com from 09:00 A.M. on Wednesday, November 04, 2026, up to 5:00 P.M. on Thursday, December 03, 2026. The e-voting module will be blocked by CDSL thereafter and voting shall not be allowed beyond the said date and time.

   Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

6. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., Friday, October 30, 2026.

7. In accordance with the MCA circulars, the Company has made arrangements for the Members to register their email address. Members who have not registered their email address are requested to register the same with the Depository Participants (DPs), if the shares are held in electronic form.

8. The Board has, pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, appointed Mr. Jatin Gupta, Practicing Company Secretary (Membership No.: FCS 5651: COP No.: 5236) as the Scrutinizer for conducting the voting process through Postal Ballot e-Voting in accordance with the law and in a fair and transparent manner.

9. Upon completion of scrutiny of the e-Voting, the Scrutinizer shall submit his report within two working days from the end of the remote e-Voting period, to the Chairman or any other person authorized by him and thereafter the results of the Postal Ballot will be announced by the Chairman or the authorized person at the corporate office of the Company via. placing the same on the noticeboard.

10. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.sgfinserve.com and the website of CDSL immediately after the result is declared. The results shall be simultaneously submitted to the Stock Exchanges where the securities of the Company are listed.

11. The resolution, if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot (i.e. remote e-Voting), shall be deemed to have been passed on the last date specified by the Company for e-Voting, i.e. Thursday, December 03, 2026.

12. Pursuant to the Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and as per Regulation 47 of SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating in the whole or substantially the whole of India and one Hindi (Vernacular) daily newspaper.

13. To support 'Green Initiative' for receiving all communication (including Notice of Postal Ballot) from the Company electronically, members holding shares in dematerialized mode are requested to register/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant.

14. The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-Voting. i.e. Thursday, December 03, 2026. Any member seeking to inspect can send an e-mail to the Company at compliance@sgfinserve.com with subject line "Inspection of Documents", mentioning their name, DP ID and Client ID and documents they wish to inspect.

15. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is M/s Skyline Financial Services Private Limited. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

    M/s Skyline Financial Services Private Limited 1st floor, D-153/A, Pocket D, Okhla Phase I, Okhla Industrial Estate, New Delhi, Delhi 110020
    Email: info@skylinerta.com

16. **Important Communications & Awareness Material for Shareholders:**

    a) SEBI encourages all shareholders to consider the inherent advantages of dematerialization and get their existing physical shareholding converted into demat mode. SEBI has also prohibited transfer of equity shares in physical mode. Therefore, all Members holding their shares in physical form are advised to dematerialize their shareholding at the earliest, by opening a demat account with any Depository Participant (DP) and submit the demat request to their DP.

b) Members may please note that SEBI vide its Circular dated 25 January 2022, has mandated Listed Companies to issue securities in demat form only, while processing service requests such as issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled-in and signed Form ISR-4, along with relevant documents.

c) SEBI has mandated the Company/RTA to obtain copies of PAN Card, KYC Details, Bank Account Details, Nomination Form, etc. from all shareholders holding shares in physical form. Therefore, shareholders holding shares in physical form are requested to provide PAN, KYC and other details at the earliest in Form ISR-1, along with the supporting documents/details such as contact details including mobile number and email, self-attested copy of PAN card and address-proof of all holders, Nomination Form in SH-13 or 'Declaration to Opt-out' in Form ISR-3 and bank details along with original cancelled cheque and banker's attestation of specimen signature in Form ISR- 2.

   Please note that in case you are holding shares in physical form, you will be eligible to get any service request processed by the RTA only when your KYC details are updated. Hence, please download, fill and send the requisite documents to the Company/RTA at the earliest.

d) SEBI vide its circular dated July 31, 2023, has introduced a common Online Dispute Resolution Portal ("ODR Portal"), which harnesses online method for resolution, conciliation and arbitration for disputes arising in the Indian Securities Market. The ODR Portal allows investors with additional mechanism to resolve their grievances, in case they are not satisfied with the resolution provided by the Company/RTA and/or through SCORES Platform of SEBI (scores.sebi.gov.in). Web-link to access the said portal is https://smartodr.in.

e) SEBI has opened a one-time special window from February 5, 2026 to February 4, 2027 for transfer and compulsory dematerialisation of physical securities purchased prior to April 1, 2019, including previously rejected cases. Eligible investors holding original share certificates and executed transfer deeds may apply, subject to prescribed conditions. Securities transferred under this window will be credited only in demat form and will be subject to a one-year lock-in. Investors are advised to refer to the SEBI circular dated January 30, 2026 for details.

17. Instructions for remote e-voting are as below:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

1. The voting period begins on **Wednesday, November 04, 2026, (09:00 A.M. IST)** and ends on **Thursday, December 03, 2026, (05:00 P.M. IST)** (both days inclusive). 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 Friday, October 30, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

   Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

   In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

STEP 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

3. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** 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 abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 evoting is in progress as per the information provided by company. On clicking the evoting 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 is 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 evoting 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**	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.nsdl.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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. 4) For OTP based login you can click on https://eservices.nsdl.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	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

through their **Depository Participants (DP)**	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

4. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

   a. The shareholders should log on to the e-voting website www.evotingindia.com.

   b. Click on **"Shareholders"** module.

   c. 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.

   d. Next enter the Image Verification as displayed and Click on Login.

   e. 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.

   f. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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	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.

OR Date of Birth (DOB)	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.

5. After entering these details appropriately, click on **"SUBMIT"** tab.

6. 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.

7. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

8. Click on the **EVSN** for the relevant **SG Finserve Limited** on which you choose to vote.

9. 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.

10. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

11. 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.

12. Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.

13. You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.

14. 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.

15. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

16. Additional **Facility for Non – Individual Shareholders and Custodians - For Remote Voting only.**

- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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.

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), AADHAR (self-attested scanned copy of Aadhar 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 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 at toll free no. 1800 21 09911

ANNEXURE TO THE NOTICE

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

As required under Section 102 of the Companies Act, 2013 ("the Act") (including any re-enactment(s) made thereunder, if any, for the time being in force), the following explanatory statements sets out all material facts relating to the business mentioned under the accompanying Notice:

SPECIAL BUSINESS:

ITEM NO. 1 & 2

The Members of the Company, by way of Special Resolutions under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013 (the "Act") on March 12, 2026, through postal ballot, had approved:

i. to borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount of such borrowings, together with the amounts already borrowed and outstanding at any point of time, did not exceed ₹5,000 crores (Rupees Five Thousand Crores only); and

ii. to create mortgage, hypothecation, pledge and/or charge on the assets and properties of the Company, present and future, in order to secure such borrowings.

The Members of the Company are hereby apprised that, pursuant to the provisions of the Companies Act, 2013 (the 'Act'), Section 180(1)(c) requires their consent, by way of a Special Resolution, to borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business. Further, Section 180(1)(a) requires the approval of the Members for the Board to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or to create security over such undertaking.

In view of the Company's existing operations and its anticipated future business requirements, the Company requires additional financial resources to support its business activities, including working capital needs, debt refinancing, and onward lending to customers. Accordingly, the Company proposes to raise funds by availing loans and other credit facilities from banks and/or financial institutions and/or other lending institutions, bodies corporate, and/or such other persons or modes as may be permitted by the Reserve Bank of India, on such terms and conditions as may be considered appropriate.

The borrowings of the Company may, from time to time, be required to be secured by way of mortgage, charge, or hypothecation on all or any of the movable and/or immovable properties of the Company, present and/or future, and/or the whole or any part of the undertaking(s) of the Company, in such manner, form, and ranking as may be determined by the Board of Directors or any committee thereof, in consultation with the lender(s).

For the purpose of onward lending to customers, meeting working capital requirements, and managing the Company's debt profile, the Company may raise funds through various sources in the ordinary course of

business, including but not limited to issuance of non-convertible debentures ("NCDs"), bank borrowings, external commercial borrowings (ECB), term loans, cash credit facilities, commercial papers and such other instruments or facilities as may be permitted under applicable laws.

Hence, it is proposed to increase the borrowings over and above the aggregate of paid-up share capital, free reserves and securities premium account of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹10,000 Crores (Rupees Ten Thousand Crores only).

It is therefore, necessary to take the approval of members under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money upto ₹10,000 Crores (Rupees Ten Thousand Crores only) and inter alia, authorize the Board to secure the same by mortgage/charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company, as the case may be.

The Board recommends the approval of Special Resolutions set out in item no. 1 & 2 of this Notice.

None of the Directors, Manager, Key Managerial Personnel of the Company and any relatives of such Director, Manager, Key Managerial Personnel are in any way concerned or interested, financially or otherwise, in these resolutions.

By order of the Board of Directors
For SG Finserve Limited

Sd/-
Ankit Sharma
Company Secretary & Compliance Officer
(M.No. A47854)

Place: Ghaziabad
Date: November 03, 2026