



**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](mailto:compliance@sgfinserve.com) ; **Website:** [www.sgfinserve.com](http://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,**

**Dear Member(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, inter-alia, 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 Special Resolution and Ordinary resolution, 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, March 12, 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 November 27, 2022 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 ₹5,000 crores (Rupees Five Thousand Crores only) at any point of time.

**RESOLVED FURTHER THAT** any Director and Chief Executive Officer and 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 November 27, 2022 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, debentures or any other securities or otherwise, whether in Indian Rupees or foreign currency, including any charge on account of

fluctuation in the rate of exchange, from time to time, provided that the aggregate amount of such sell, 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 ₹5,000 Crores (Rupees Five Thousand Crores only).

**RESOLVED FURTHER THAT** any Director and Chief Executive Officer and 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. 3: TO CONSIDER AND APPROVE ENHANCEMENT OF CORPORATE GUARANTEE FROM S GUPTA HOLDING PRIVATE LIMITED (MATERIAL RELATED PARTY TRANSACTION)**

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

“**RESOLVED THAT** in supersession of earlier resolution passed by the members of the Company on January 17, 2026 and 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), and pursuant to 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), entered into or to be entered into during the Financial Year 2026-27, with S Gupta Holding Private Limited, beyond the Materiality threshold as provided in Regulation 23(4) of the SEBI Listing Regulations, on such terms and conditions as may mutually be agreed by and between the Company and S Gupta Holding Private Limited, subject to such transaction(s) and/or contract(s) and/or arrangement(s) being based on arm’s length basis and entered into in the ordinary course of the Company’s business, upto an aggregate limit of ₹5,000 Crore (Rupees Five Thousand Crore Only), whether entered into individually or taken together with the previous transactions during the Financial Year 2026-27.

**RESOLVED FURTHER THAT** the Board of Directors (which 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) be and is hereby authorised to agree, make, accept and finalise such terms and conditions as may be deemed fit from time to time, to execute all such agreement(s), document(s), instrument(s) and writing(s) and to do or perform all such act(s), deed(s), matter(s) and thing(s) as may be required or considered necessary, expedient or desirable to give effect to this resolution, including delegation of powers to any Committee, Director(s), Chief Executive Officer, Chief Financial Officer, Company Secretary or other Officer(s)/Authorised Representative(s) of the Company.

**RESOLVED FURTHER THAT** any Director and Chief Executive Officer and 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 or expedient to give effect to this resolution.”

**ITEM NO. 4: TO CONSIDER AND APPROVE SG FINSERVE EMPLOYEE STOCK OPTION SCHEME 2026**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/ or sanction(s), the consent of the members of the Company be and is hereby accorded for approval of SG Finserve Employees Stock Option Scheme 2026 (“the Scheme”) and the Board of Directors (hereinafter referred to as the “Board of Directors” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches, not exceeding 20,00,000 (Twenty Lakhs) Employee Stock Options (“Options”) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of Employees and Director of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws), exercisable into not more than 20,00,000 (Twenty Lakhs only) Equity Shares (“Shares”) of face value of ₹10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the Scheme shall be administered by the Nomination and Remuneration Committee (“the Committee”) of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI SBEB & SE Regulations for the purpose of administration and superintendence of the Scheme.

**RESOLVED FURTHER THAT** the Scheme shall be implemented through direct route wherein fresh Equity Shares shall be allotted to the Employees in terms of the Scheme.

**RESOLVED FURTHER THAT** the Shares to be issued and allotted by the Company under the Scheme shall rank pari passu in all respects with the then existing Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Board of Directors, subject to compliance with the SEBI SBEB & SE Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited

---

to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

**RESOLVED FURTHER THAT** any Director and Chief Executive Officer and 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 or expedient to give effect to this resolution.”

**ITEM NO. 5: TO APPROVE THE EXTENSION OF THE BENEFITS UNDER THE ‘SG FINSERVE EMPLOYEES STOCK OPTION SCHEME 2026’ TO THE EMPLOYEES OF THE SUBSIDIARY AND ASSOCIATE COMPANY(IES) OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(3)(c) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/ or sanction(s), the consent of the members of the Company 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, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to extend the benefits of ‘SG Finserve Employees Stock Option Scheme 2026’ (“the Scheme”) including to create, grant, offer, issue and allot under the Scheme, in one or more tranches, Employee Stock Options (“Options”), to or for the benefit of Employees and Directors of the Subsidiary Company, in India or outside India, and Associate Company of the Company (as defined in the Scheme) and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws from time to time) exercisable into equitable number of equity shares of face value of ₹10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable accounting policies, guidelines or accounting standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

---

**RESOLVED FURTHER THAT** the Board subject to compliance with the SEBI SBEB & SE Regulations, and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** any Director and Chief Executive Officer and 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 or expedient to give effect to this resolution.”

**ITEM NO. 6: TO CONSIDER AND APPROVE ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

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

**“RESOLVED THAT** pursuant to Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents and permissions as may be necessary in this regard, consent of the members be and is hereby accorded to amend Clause III(A) – Main Objects of the Memorandum of Association of the Company by inserting the following new clauses 6 to 10 after the existing clauses, as set out below:

*“6. To carry on the business of purchasing, acquiring, managing, financing, discounting, collecting or otherwise dealing in debts, receivables and claims of all types including, inter alia, bills of exchange, invoices, trade receivables and other instruments; and to undertake factoring, reverse factoring, forfaiting, securitisation, assignment of receivables and all related or incidental services.*

*7. To act as a Settlor, Sponsor, Investment Manager and Beneficiary or in any similar capacity in relation to investment funds or pooled investment vehicles, including without limitation, alternative investment funds, or any other investment structures as permitted under the applicable laws.*

*8. To promote, establish, acquire, invest in, subscribe to, hold, dispose of, or otherwise deal in, whether directly or indirectly, entities engaged in the business of securitisation and/or asset reconstruction, including investment of capital and other moneys of the Company in securities issued by asset reconstruction companies and securitisation companies.*

*9. To promote, establish, acquire, invest in, subscribe to, hold, dispose of, or otherwise deal in, whether directly or indirectly, entities engaged in the business of insurance broking, reinsurance broking, composite insurance broking, and other allied insurance distribution and advisory businesses, in India and/or outside India.*

*10. To promote, establish, acquire, invest in, subscribe to, hold, dispose of, or otherwise deal in, whether directly or indirectly, entities engaged in the business of providing information technology and digital services, including designing, developing, owning, operating, licensing and maintaining software applications, platforms and systems such as Loan Origination Systems (LOS), Loan Management Systems (LMS), and digital marketplaces or technology-enabled platforms for buyers, sellers, partners, lenders and other participants in the financial ecosystem.”*

**RESOLVED FURTHER THAT** any Director and Chief Executive Officer and Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to take necessary steps to obtain confirmation of concerned Registrar of Companies, Ministry of Corporate Affairs in respect of the aforesaid alteration of Clause III of the Memorandum of Association and to agree to

---

such modifications, terms & conditions in the new proposed sub clause as may be directed by the Registrar of Companies and to modify the same accordingly.

**RESOLVED FURTHER THAT** any Director and Chief Executive Officer and 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 or expedient to give effect to this resolution.”

By order of the Board of Directors  
For SG Finserve Limited

Place: Ghaziabad  
Date: February 10, 2026

Sd/-  
Kush Mishra  
Company Secretary

---

**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 February 6, 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 ([www.sgfinserve.com](http://www.sgfinserve.com)), Stock Exchange(s) ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)) and Central Depository Services (India) Limited (**"CDSL"**) ([www.evotingindia.com](http://www.evotingindia.com)). Any member seeking e- copy of this notice may write to us at [compliance@sgfinserve.com](mailto: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 Central Depository Services (India) Limited ('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](http://www.evotingindia.com) from 10:00 A.M. on Wednesday, February 11, 2026, up to 5:00 P.M. on Thursday, March 12, 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. February 6, 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 authorised by him and thereafter the results of the Postal Ballot will be announced by the Chairman or the authorised 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](http://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, March 12, 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, March 12, 2026. Any member seeking to inspect can send an e-mail to the Company at [compliance@sgfinserve.com](mailto: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](mailto: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, subdivision/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:**

- (i) Remote e-voting period shall commence on Wednesday, February 11, 2026 (10:00 A.M. IST) and end on Thursday, March 12, 2026 (5.00 P.M. IST) (both days inclusive) (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. , Friday, February 6, 2026 (may cast their vote electronically).
- (ii) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings 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 <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are or visit <a href="#">www.cDSLindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>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 home page or click on the system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, users 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: 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</li> </ol>

	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.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

(iii) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" 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](http://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 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) <ul style="list-style-type: none"> <li>• 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.</li> </ul>

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"> <li>• 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.</li> </ul>
--	---

(iv) After entering these details appropriately, click on “**SUBMIT**” tab.

(v) 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.

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

(vii) Click on the EVSN of the Company for which you choose to vote.

(viii) 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.

(ix) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.

(x) 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.

(xi) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.

(xii) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.

(xiii) 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.

(xiv) **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](http://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](mailto: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](mailto: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](mailto: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.

**(xv) 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 at [compliance@sgfinserve.com](mailto:compliance@sgfinserve.com) and/or RTA email at [info@skylinerta.com](mailto:info@skylinerta.com).
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](mailto: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 or send as email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911

## **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 November 27, 2022 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 ₹3,000 crores (Rupees Three 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”), pass-through certificates, bank borrowings, external commercial borrowings (ECB), term loans, cash credit facilities, 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 ₹5,000 Crores (Rupees Five 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 ₹5,000 Crores (Rupees Five Thousand Crores only) and inter alia, authorise 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 is in any way concerned or interested, financially or otherwise, in these resolutions

### **ITEM NO. 3**

The Company had, on January 17, 2026, obtained members' approval through postal ballot for availing corporate guarantee from S Gupta Holding Private Limited up to ₹3,000 Crores. In line with the proposed enhancement of the borrowing limits, it is now proposed to enhance the limit of corporate guarantee to an amount not exceeding ₹5,000 Crores (Rupees Five Thousand Crores), on such terms and conditions as may be agreed between the Company, the lenders, and the guarantor, in accordance with applicable laws.

Pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), prior approval of Members is required by means of a resolution for all material related party transactions and subsequent material modifications as determined by the Audit Committee, even if such transactions are in the ordinary course of business of the concerned company and are struck on arm's length basis.

In view of the above, it is necessary to obtain the approval of the members of the Company under Regulation 23 of SEBI Listing Regulations, for entering into and/or enhancing the related party transaction for availing corporate guarantee from S Gupta Holding Private Limited up to ₹5,000 Crores, by way of ordinary resolution.

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 January 23, 2026, reviewed and approved the said material modification, and recommended the same to the Board of Directors, subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

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. 3 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 with S Gupta Holding Private Limited.**

<b>Minimum Information for the Proposed Related Party Transaction</b>				
<b>S. No.</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>		
<b>A(1)</b>	<b>Basic details of the related party</b>			
1.	Name of the related party	S Gupta Holding Private Limited.		
2.	Country of incorporation of the related party	India		
3.	Nature of business of the related party	Financial Services		
<b>A(2)</b>	<b>Relationship and ownership of the related party</b>			
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 is the Promoter Group of the listed entity and directly holds 3.31% of the Company as of December 31, 2025.		
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.		
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	Related Party directly holds 3.31% of paid-up capital as on December 31, 2025		
<b>A(3)</b>	<b>Details of previous transactions with the related party</b>			
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<b>S. No</b>	<b>Nature of Transactions</b>	<b>FY 2024-25 (INR)</b>
		1.	Corporate Guarantee	₹14,65,00,00,000 (Rupees One Thousand Four Hundred and Sixty Five Crores)

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.	Corporate Guarantee of ₹19,26,00,00,000 (Rupee One Thousand Nine Hundred and Twenty Six crore)		
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.	There is no such default		
<b>A(4) Amount of the proposed transaction</b>				
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹50,00,00,00,000 (Indian Rupees Five Thousand 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	2923.46%* <i>(Note: The revenue of the Company represents only interest income. Accordingly, the value of the proposed transaction, being security provided against the principal loan amount proposed to be availed by the Company, does not represent a fair comparison with the revenue figures of the Company.)</i>		
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.	4132.91%		
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;">Particulars</th> <th style="width: 40%;">FY 2024-2025 (INR)</th> </tr> </thead> </table>	Particulars	FY 2024-2025 (INR)
Particulars	FY 2024-2025 (INR)			

Turnover	132.85 Crores
Profit after tax	74.74 crore
Net worth	11,034.08 crore

<b>A(5) Basic details of the proposed transaction</b>					
1. Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Corporate Guarantee				
2. Details of each type of the proposed transaction	To enter into a series of transaction(s)/contract(s)/arrangement(s)/agreement(s) or otherwise with S Gupta Holding Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for a period of one (1) year (i.e., from April 01, 2026 to March 31, 2027) for the projected amount not exceeding ₹5,000 (Rupees Five Thousand Crore) for the financial year 2026-2027.				
3. Tenure of the proposed transaction (tenure in number of years or months to be specified)	One Year				
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	₹50,00,00,00,000 (Rupees Five Thousand Crore only)				
6. Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related party transaction pertains to secure the debts to be raised by the Company for the purpose of financing the Company's onward lending activities.				
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.	<table border="1"> <tr> <td>Name of the Director/KMP</td> <td>Mr. Rohan Gupta</td> </tr> <tr> <td>Shareholding of the director / KMP, whether direct or indirect, in the related party</td> <td>Nil</td> </tr> </table>	Name of the Director/KMP	Mr. Rohan Gupta	Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
Name of the Director/KMP	Mr. Rohan Gupta				
Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil				
8. A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	All such related party transactions entered by the Company are related to the day to day business operations of the Company and essential for its activities and are in the ordinary course of business of the Company. So far as pricing is concerned, all the transactions meets the arm's length criteria.				
9. Other information relevant for decision making	No				

## **ITEM NO. 4 & 5**

Your Company believes that equity-based compensation Scheme are effective tools to attract, retain, motivate and reward the talents working exclusively with the Company, and its group including the Subsidiary Company(ies) and Associate Company(ies). With the objective to motivate key employees for their contribution to the corporate growth on sustained basis, to create an employee ownership culture, to retain the best talent in the competitive environment and to encourage them in aligning individual goals with that of the Company's objectives, your Company intends to implement an employee stock option Scheme namely "SG Finserve Employee Stock Option Scheme 2026" ("the Scheme") seeking to cover eligible employees.

In terms of Regulation 6(1) of SEBI SBEB & SE Regulations, the issue of Equity Shares under an Employee Stock Options Scheme requires approval of the shareholders by way of a Special Resolution. The Special Resolution set out at Item No. 4 is to seek your approval for the said purpose.

The Nomination and Remuneration Committee ("the Committee") and the Board of Directors of the Company at their meetings held on January 23, 2026 had approved the introduction of the Scheme, subject to approval of member of the Company.

Further, as per Regulation 6(3)(c) of SEBI SBEB & SE Regulations, approval of the Shareholders by way of separate Special Resolution is also required for grant of Options to employees of a Subsidiary Company(ies), in India or outside India, and Associate Company(ies) of the Company. The Special Resolution set out at Item No. 5 is to seek your approval of the members for the said purpose.

The main features of the Scheme are as under:

### **a) Brief description of the Scheme:**

This Scheme shall be called the SG Finserve Employee Stock Option Scheme 2026 (hereinafter referred to as "the Scheme")

### **The Purpose of the Scheme includes the following:**

- a. To attract relevant talent into the Company to drive its growth plans.
- b. To motivate the Employees to contribute to the growth and profitability of the Company.
- c. To retain the Employees and reduce the attrition rate of the Company.
- d. To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.
- e. To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and
- f. To provide additional deferred rewards to Employees.

### **b) Total number of Options to be granted:**

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 20,00,000 (Twenty Lakhs only) Options convertible into equal number of Shares.

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be available for further Grant under the Scheme unless otherwise determined by the Board of Directors (hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee).

Further, the maximum number of Options that can be granted and the Equity Shares arise upon exercise of these Options shall stand adjusted in case of corporate action (as defined in the Scheme).

---

**c) Identification of classes of employees entitled to participate in the Scheme**

Following classes of employees and directors (collectively referred to as “**Employees**”) are eligible under the Scheme:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) and (ii) above, of the Subsidiary or Associate company(ies) in India or outside India, of the Company, but does not include:
  - a) an employee who is a Promoter or a person belonging to the Promoter Group; or
  - b) a Director who either by himself /herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

**d) Requirements of vesting and period of vesting**

Vesting period shall commence from the grant date and shall be minimum of 1 (One) year from the grant date and a maximum of 5 (Five) years from the grant date, at the discretion of and in the manner prescribed by the Committee and set out in Grant Letter.

Vesting of Options may differ among Grantees as per the discretion of the Committee whose decision shall be final and binding.

The actual Vesting will be subject to the continued employment of the Grantee and may further be linked with certain performance and other criteria, as determined by the Committee and mentioned in the Grant Letter.

**e) Maximum period within which the Option shall be vested:**

The maximum period within which the Options shall be vested is 5 (Five) years from the date of grant.

**f) Exercise price or pricing formula:**

The Exercise Price of Options Granted will be as below:

Exercise Price shall be as determined by the Nomination and Remuneration Committee, which shall in no case be lesser than the face value of Shares of the Company and not higher than the Market Price as defined in the Scheme.

For the above purpose the “Market price” means the latest available closing price on a Recognized Stock Exchange(s) on which the Shares of the Company are listed on the date immediately prior to the Relevant Date (means the date of the meeting of the Committee on which the Grant is made).

Explanation: The closing price on the stock exchange having higher trading volume shall be considered as the market price.

**g) Exercise period and the process of Exercise:**

After Vesting, Options can be Exercised either wholly or partly, within a maximum period of 1 (One) year from the date of last Vesting, after submitting the Exercise application along with payment of the Exercise Price, applicable taxes and other charges, if any.

The mode and manner of the exercise shall be communicated to the Grantees individually.

**h) Appraisal process for determining the eligibility of employees under the Scheme:**

The Committee may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the Grant of Options under the Scheme, the number of Options to be Granted and the terms and conditions thereof.

- **Longevity of Service:** It will be determined on the basis of tenure of employment of an Employee in the Company/Subsidiary Company(ies)/Associate Company(ies).
- **Performance of Employee:** Employee's performance during the financial year in the Company on the basis of parameters decided by the Committee / Board of Directors from time to time.
- **Performance of Company:** Performance of the Company as per the standards set by the Committee / Board of Directors from time to time.
- Any other criteria as decided by the Committee in consultation with Board of Directors from time to time.

**i) Maximum number of Options to be issued per employee and in aggregate:**

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 20,00,000 (Twenty Lakhs only) Options which shall be convertible into an equal number of Equity Shares.

Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be Granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant. The Committee may decide to Grant such number of Options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

**j) Maximum quantum of benefits to be provided per employee:**

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of the Company's Share on the Recognized Stock Exchange(s) as on the date of exercise of Options and the exercise price paid by the Employee.

**k) Whether the Scheme is to be implemented and administered directly by the Company or through a Trust:**

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment.

The Scheme shall be administered by the Committee which may delegate some or all of its power to any other sub-committee or persons for the proper administration of the Scheme.

**l) Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:**

The Scheme involves new issue of Equity Shares by the Company.

**m) Amount of loan to be provided for implementation of the Scheme by the Company to the**

**Trust, its tenure, utilization, repayment terms etc.:**

Not applicable, since the Scheme is proposed to be implemented by direct route.

**n) Maximum percentage of secondary acquisition (subject to limits specified under the regulation) that can be made by the trust for the purpose of the Scheme:**

Not applicable, since the Scheme is proposed to be implemented by direct route.

**o) Accounting and Disclosure Policies:**

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI SBEB & SE Regulations or as may be prescribed by regulatory authorities from time to time.

**p) Method of Option valuation:**

The Company shall comply with the requirements of valuation as prescribed under law, as applicable, notified by competent authorities from time to time.

**q) Statement with regard to Disclosure in Director's Report:**

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for recognising expenditure of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share (EPS) of the company shall also be disclosed in the Directors' report.

**r) Period of Lock-in:**

The Shares allotted to the Grantees pursuant to Exercise of Options will not be subject to any lock-in period and can be freely sold by the Grantee.

**s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:**

Subject to the provisions of the prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Scheme if to be undertaken at any time by the Company, and the applicable terms and conditions.

In terms as per Regulation 6 of the SEBI SBEB & SE Regulations and pursuant to Section 62(1)(b), the consent of the members is sought by way of Special Resolution for the approval of the Scheme.

A draft copy of the Scheme will be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of conclusion of voting.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent they may be lawfully granted Options under the Scheme.

The Board recommends the approval of the Special Resolutions **set out at item no. 4 & 5** of this Notice.

---

## **ITEM NO. 6**

The proposed amendment to the Objects Clause of the Memorandum of Association is intended to enable the Company to diversify and expand its business activities into allied and complementary areas, including participation in investment funds and pooled vehicles, securitization and asset reconstruction businesses, and insurance broking and related services. These activities are expected to create avenues for fee-based and investment-linked income at the consolidated level, leverage the Company's existing financial services expertise, and support its long-term strategic growth and business diversification objectives.

Further, the members are hereby informed that, the Reserve Bank of India ("RBI") vide its letter dated January 7, 2026, issued a Certificate of Registration to the Company under the provisions of the Factoring Regulation Act, 2011 and the directions issued thereunder, permitting the Company to undertake factoring business subject to the following conditions:

- The Company shall commence the factoring business within six months from the date of grant of the Certificate of Registration.
- The Company shall suitably amend the main clauses of its Memorandum of Association to specifically include factoring business within three months of issuance of the Certificate of Registration and prior to commencement of such business.

In view of the above

It is proposed to amend the Memorandum of Association of the Company by insertion of new Clauses 6 to 10 in the Objects Clause, to, *inter alia*, enable the Company to undertake the business of factoring.

The proposed amendment will also permit the Company to undertake, directly or through its subsidiaries, certain allied activities in the areas of financial services and technology, as may be considered appropriate from time to time.

This amendment is intended to provide the Company with the necessary enabling framework under its constitutional documents to pursue the factoring business at the Company level and to carry out other related and allied activities through its subsidiaries, in accordance with applicable laws and regulatory requirements.

The Board recommends the Special Resolution as set out in the accompanying Notice for approval by the Members.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in this resolution.

By order of the Board of Directors  
For SG Finserve Limited

Sd/-  
Kush Mishra  
Company Secretary

Place: Ghaziabad  
Date: February 10, 2026