



## SG Finserve Limited

Date: December 18, 2025

To,  
Secretary  
Listing Department  
BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

National Stock Exchange of India Ltd  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra – Kurla Complex,  
Bandra (E),  
Mumbai – 400 051

**BSE Scrip Code: 539199**

**NSE Symbol: SGFIN**

**Subject : Postal Ballot Notice**

Dear Sir/Ma'am,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed herewith a copy of Notice of Postal Ballot dated 18<sup>th</sup> December, 2025. We request you to kindly take the above information on your record.

Thanking You,

For **SG Finserve Limited**

**Kush Mishra**  
**Company Secretary and Compliance officer**

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**SG Finserve Limited (Formerly known as Moongipa Securities Limited)**

(CIN: L64990DL1994PLC057941)

Regd. Office: 37, Hargobind Enclave, Vikas Marg, East Delhi, Delhi-110092, Ph.: 011-41450121

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

E-mail: [info@sgfinserve.com](mailto:info@sgfinserve.com), Website: [www.sgfinserve.com](http://www.sgfinserve.com)



**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 Saturday, January 17, 2026. The remote e-Voting facility will be disabled by CDSL immediately thereafter.

## **SPECIAL BUSINESSES**

### **ITEM NO. 1: APPROVAL FOR RE-APPOINTMENT OF MR. DUKHABANDHU RATH (DIN: 08965826) AS NON-EXECUTIVE INDEPENDENT DIRECTOR 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 Sections 149, 150, 152 of the Companies Act, 2013 (“the Act”) read with relevant rules made thereunder, and Schedule IV of the Act and Regulation 16, 17 and 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors for re-appointment, Mr. Dukhabandhu Rath (DIN: 08965826), Non-Executive Independent Director of the Company, whose term of office is expiring on January 24, 2026, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment for a second term under the provisions of the Act and rules made thereunder and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years, with effect from January 25, 2026, and his office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or 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: APPROVAL FOR RE-APPOINTMENT OF MR. H.S.U KAMATH (DIN: 02648119) AS NON-EXECUTIVE, INDEPENDENT DIRECTOR 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 Sections 149, 150, 152 of the Companies Act, 2013 (“the Act”) read with relevant rules made thereunder and Schedule IV of the Act and Regulation 16, 17 and 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors for re-appointment, Mr. H.S.U Kamath (DIN: 02648119), Non-Executive Independent Director of the Company, whose term of office is expiring on February 12, 2026, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment for a second term under the provisions of the Act and rules made thereunder and SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act be and is hereby re-appointed as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from February 13, 2026, and his office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI Listing Regulations, (including any statutory modification(s) or reenactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded, for continuation of office of directorship of Mr. H.S.U Kamath, (DIN: 02648119) Non-Executive Independent Director of the Company, beyond 75 years of age after December 14, 2028, during the second term of office.

**RESOLVED FURTHER THAT** any Director or 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 & APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH S GUPTA HOLDING PRIVATE LIMITED**

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

**“RESOLVED THAT** pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and Regulations 2(1)(zc) and 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and other applicable provisions, if any [including any re-enactment(s), modification(s) and/or amendment(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 resolutions passed by the Audit Committee and the Board of Directors, approval of the Shareholders 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 **Rs.3000 Crore (Rupees Three 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 and/or the Audit Committee be and is hereby authorized to agree, make, accept and finalize 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), to do / perform all such act(s), deed(s), matter(s) and thing(s) as may be required or deemed fit, necessary, expedient or desirable, to delegate all or any of its powers herein conferred to give effect to the aforesaid resolution to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company and to settle any question(s) or doubt(s) that may arise in relation thereto, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** any Director or 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**

**Place: Ghaziabad  
Date: December 18, 2025**

**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 December 16, 2025 ("**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 Friday, December 19, 2025, up to 5:00 P.M. on Saturday, January 17, 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. December 16, 2025
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. Saturday, January 17, 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. Saturday, January 17, 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, 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>.

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

- (i) e-voting period shall commence on Friday, December 19, 2025 (10:00 A.M. IST) and end on Saturday, January 17, 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. Tuesday, December 16, 2025 (may cast their vote electronically). The e-voting module shall be disabled by CDSL for voting thereafter.
- (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. 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

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>	<p>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 and click on Login icon and select New System Myeasi.</p> <p>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</p>

	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi 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.</p> <p>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.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>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 re-directed 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.</p> <p>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></p> <p>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 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.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



**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 022- 23058738 and 022-23058542/43.

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.

#### **DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT**

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2]

<b>Name of Director</b>	<b>Shri Dukhabandhu Rath</b>	<b>Shri H.S.U. Kamath</b>
<b>Date of Birth</b>	27/11/1960	14/12/1953
<b>Director Identification Number (DIN)</b>	08965826	02648119
<b>Nationality</b>	Indian	Indian
<b>Date of first appointment on the Board</b>	25/01/2023	13/02/2023
<b>Nature of expertise in specific functional areas</b>	Banking, Cost Management, Strategic planning, Corporate Governance, Operations, Industrial & Corporate Relationship Management and CSR.	Banking, MSME Loan, Retail Banking, Recovery and Legal, Risk Management, International Banking and Operations, Treasury and Credit-Monitoring.
<b>Qualification</b>	CAIIB and B.A. (HONS)	CAIIB and B.Com

Shareholding in the Company directly or as beneficial owner for any other person	Nil				
Terms and conditions of appointment/re-appointment	Reappointment as Independent Director for a period of 5 years with effect from January 25, 2026.			Reappointment as Independent Director for a period of 5 years with effect from February 13, 2026.	
Details of remuneration sought to be paid	As an Independent Director, he is entitled to sitting fees for attending meetings of the Board/ Committee.				
Remuneration last drawn	Nil				
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None				
Directorships held in other Companies	1. S Gupta Holding Private Limited 2. APL Apollo Tubes Limited 3. Atlanta Electricals Limited 4. 20 Microns Limited 5. SG Mart Limited 6. K.P Energy Limited 7. Falcon Marine Exports Limited 8. Shiva Pharmachem Limited			1. Edel Finance Company Limited 2. Auxilo Finserve Limited 3. Sharda Cropchem Limited 4. Kisan Mouldings Limited 5. APL Apollo Tubes Limited 6. SREE UGCL Projects Limited 7. Zuno General Insurance Limited 8. Online PSB Loans Limited 9. Green Bridge Capital Advisory Private Limited	
Membership / Chairmanship of Committee(s) of other Companies:*	Name of Company			AC	SRC
	APL Apollo Tubes Limited			M	
	20 Microns Limited			M	C
	SG Mart Limited			M	C
	Falcon Marine Exports Limited			C	-
	Shiva Pharmachem Limited			M	-
	Name of Company			AC	SRC
	APL Apollo Tubes Limited			M	-
Sharda Cropchem Limited			M	-	
Sree UGCL Projects Limited			M	-	
Zuno General Insurance Limited			M	-	
Online PSB Loans Limited			C	-	

No. of meetings of the Board of Directors attended during the year (till the date of this notice)	Attended 3 out of 3	Attended 3 out of 3
Listed entities from which the person has resigned in the past three years	None	None
Brief Profile	Dukhabandhu Rath is a Senior Top Executive Banker with almost 4 decades of service in the Indian Banking Industry out of which he served State Bank of India (SBI) for 36 years. He had joined SBI in 1984 as a Probationary Officer (Scale 1). Earlier, he had served in two other Public Sector Banks. His profile indicates that he is a business leader and result-driven professional and has managed wide variety of roles and assignments successfully at the Corporate Office, Independent Circles, Regional Offices and other operational assignments of SBI in India and abroad.	H S Upendra Kamath is Ex CMD of Vijaya Bank & Ex MD & CEO of Tamilnad Mercantile Bank Limited (TMB) with more than 4 decades of meritorious service in the Indian Banking Industry out of which he served Union Bank of India (UBI) for 35 years. He joined UBI in 1973 as a Probationary Officer (General Manager) worked as Branch Manager for 12 years. Thereafter, he served in three other Public Sector Banks. As a business leader and results-driven professional a wide variety of roles and assignments have been handled by him successfully at the Branch Office, Independent Circles, Regional Offices, Head Office and other operational assignments of UBI.

***\*AC-Audit Committee, SRC-Stakeholder Relationship Committee, M- Membership, C- Chairmanship***

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

## **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**

#### **Re-appointment of Mr. Dukhabandhu Rath (DIN: 08965826) as a Non-Executive Independent Director of the Company.**

The Members approved appointment of Mr. Dukhabandhu Rath (DIN: 08965826) as a Non-Executive Independent Director of the Company vide resolution dated January 25, 2023 for a term of 3 (three) consecutive years, commencing from January 25, 2023. The term of Mr. Dukhabandhu Rath as a Non-Executive Independent Director of the Company will conclude on January 24, 2026.

As per provisions of the Companies Act, 2013 (“the Act”), Independent Directors may hold office for a term up to 5 (five) consecutive years, and shall be eligible for re-appointment, subject to compliance with certain conditions and on passing of a Special Resolution by the Members of the Company.

The Board, based on the performance evaluation and in accordance with the recommendations of the Nomination and Remuneration Committee of the Board, considered that, given the knowledge, experience and the guidance and support provided by Mr. Dukhabandhu Rath during his tenure, it would be in the interest of the Company to appoint him for another term as a Non-Executive Independent Director of the Company.

Mr. Dukhabandhu Rath is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has consented to act as a Director of the Company in accordance with Section 152 of the Act. The Company has also received following declarations from him:

- (i) an intimation in Form DIR-8 confirming that he is not disqualified under the provisions of the Act;
- (ii) a declaration that he meets with the criteria of independence as prescribed under the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”); and
- (iii) in terms of Regulation 25(8) of the SEBI Listing Regulations, a confirmation that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as a Non-Executive Independent Director.

Mr. Dukhabandhu Rath has also confirmed that he has not been debarred from holding the office of Director by virtue of any order issued by SEBI.

In the opinion of the Board, Mr. Dukhabandhu Rath fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI Listing Regulations for re-appointment as a Non-Executive Independent Director and, he is independent of the Management.

The Company has received a notice in writing from a Member under the provisions of Section 160(1) of the Act, proposing the candidature of Mr. Dukhabandhu Rath for the office of Director.

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Accordingly, the Board of Directors of the Company, at its meeting held on October 13, 2025, recommended the re-appointment of Mr. Dukhabandhu Rath as a Non-Executive Independent Director, for a second term of 5 (five) consecutive years, commencing from January 25, 2026.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and the same is also available on the website of the Company and at [www.sgfinserve.com](http://www.sgfinserve.com).

The necessary disclosures under the SEBI Listing Regulations and Secretarial Standard -2, with respect to appointment of Shri Dukhabandhu Rath forms part of this notice.

A brief profile of Mr. Dukhabandhu Rath is provided in the notes to this Notice.

The Board of Directors is of the opinion that knowledge, expertise and experience of Mr. Dukhabandhu Rath will be of immense value to the Company. The Board, therefore, recommends the approval of the Special Resolution set out at item no. 1 of this Notice.

Except Mr. Dukhabandhu Rath, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in this Resolution.

## **ITEM NO. 2**

### **Re-appointment of Mr. H. S. U. Kamath (DIN: 02648119) as a Non-Executive Independent Director of the Company**

The Members approved appointment of Mr. H. S. U. Kamath (DIN: 02648119) as a Non- Executive Independent Director of the Company vide resolution dated February 13, 2023 for a term of three (3) consecutive years from February 13, 2023. The term of Mr. H. S. U. Kamath as a Non-Executive Independent Director of the Company will conclude on February 12, 2026.

As per provisions of the Companies Act, 2013 (“the Act”), Independent Directors may hold office for a term up to 5 (five) consecutive years, and shall be eligible for re-appointment, subject to compliance with certain conditions and on passing of a Special Resolution by the Members of the Company.

The Board, based on the performance evaluation and in accordance with the recommendations of the Nomination and Remuneration Committee of the Board, considered that, given the knowledge, experience and the guidance and support provided by Mr. H S U Kamath during his tenure, it would be in the interest of the Company to appoint him for another term as a Non-Executive Independent Director of the Company.

Mr. H. S. U. Kamath is not disqualified from being reappointed as Director in terms of Section 164 of the Act and has consented to act a Director of the Company in accordance with Section 152 of the Act. The Company has also received following declarations from him

- (i) intimation in Form DIR-8 confirming that he is not disqualified under the provisions of the Act;
  - (ii) a declaration that he meets with the criteria of independence as prescribed under the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”); and
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- (iii) in terms of Regulation 25(8) of the SEBI Listing Regulations, a confirmation that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as a Non-Executive Independent Director.

Mr. H S U Kamath has also confirmed that he has not been debarred from holding the office of Director by virtue of any order issued by SEBI.

In the opinion of the Board, Mr. H S U Kamath fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI Listing Regulations for re-appointment as a Non-Executive Independent Director and, he is independent of Management.

The Company has received a notice in writing from a Member under the provisions of Section 160(1) of the Act, proposing the candidature of Mr. H S U Kamath for the office of Director.

Accordingly, the Board of Directors of the Company, at its meeting held on October 13, 2025, recommended the re-appointment of Mr. H S U Kamath as a Non-Executive Independent Director, for a second term of 5 (five) consecutive years, commencing from February 13, 2026.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and the same is also available on the website of the Company and at [www.sgfinserve.com](http://www.sgfinserve.com).

The necessary disclosures under the SEBI Listing Regulations and Secretarial Standard -2, with respect to appointment of Shri HSU Kamath forms part of this notice.

A brief profile of Mr. HSU Kamath is provided in the notes to this Notice. Further as per Regulation 17(1A) of SEBI LODR Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr. H.S.U. Kamath will attain the age of 75 (seventy-five) years on December 14, 2028, which falls within the proposed tenure and the continuation of his Directorship beyond the said date will be subject to approval by the shareholders by way of a special resolution. Hence the approval of the Members is sought for the continuation of his Directorship on the Board of the Company even after attaining the age of 75 (seventy-five) years.

The Board of Directors is of the opinion that knowledge, expertise and experience of Mr. HSU Kamath will be of immense value to the Company. The Board, therefore, recommends the approval of the Special Resolution set out at item no. 2 of this Notice.

Except Mr. HSU Kamath, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in this Resolution.

### **ITEM NO. 3**

#### **Approval of Related Party Transaction with S Gupta Holding Private Limited**

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

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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.

Further, a transaction with a related party shall be considered as material if the value of a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% (ten per cent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The Company proposes to enter into certain Related Party transaction(s) with S Gupta Holding Private Limited, as approved by the Audit Committee and recommended by the Board of Directors, at an arm's length basis and in the ordinary course of its business, during the Financial Year 2026-27, on mutually agreed terms and conditions, based on considerations of various business exigencies, in the best interest of the Company.

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 October 13, 2025, reviewed and approved the said transaction(s), 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/Managing Director 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:

The Board recommends the approval of the Ordinary Resolution set out at item no. 3 of this Notice.

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

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.

## ANNEXURE – 1

### PART A:

Minimum Information for the Proposed Related Party Transaction		
S. No.	Particulars of the information	Information provided by the management
<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:	<p>S Gupta Holding Private Limited is the Promoter Group of the listed entity and directly holds 1.16% of the Company as of September 2025.</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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</li> <li>• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary Related Party Directly holds 1.16% of paid-up capital as on September 2025</li> </ul>
<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.	Corporate Guarantee of INR 14,65,00,00,000 (Indian rupee Fourteen thousand sixty five crore)
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 INR 19,26,00,00,000 (Indian Rupee Nineteen Thousand 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)</b>	<b>Amount of the proposed transaction</b>	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	INR 30,00,00,00,000 (Indian Rupees Three 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	15.81%									
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.	2258.18 %									
6.	Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY 2024-2025 (INR)</th></tr><tr><td>Turnover</td><td>132.85 crore</td></tr><tr><td>Profit after tax</td><td>74.74 crore</td></tr><tr><td>Net worth</td><td>11,034.08 crore</td></tr></table>		Particulars	FY 2024-2025 (INR)	Turnover	132.85 crore	Profit after tax	74.74 crore	Net worth	11,034.08 crore
Particulars	FY 2024-2025 (INR)										
Turnover	132.85 crore										
Profit after tax	74.74 crore										
Net worth	11,034.08 crore										
A(5)	Basic details of the proposed transaction										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Guarantee & Security									
2.	Details of 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 ₹3,000 (Rupees Three 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?	No Specific Approval
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	INR 30,00,00,00,000 (Indian Rupees Three 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 the raising of debt 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.	
	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

**By order of the Board of Directors  
For SG Finserve Limited**

**Place: Ghaziabad  
Date: December 18, 2025**

**Sd/-  
Kush Mishra  
Company Secretary**