



SG Finserve Limited

August 30, 2025

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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 – 400051

BSE Scrip Code: 539199

NSE Symbol: SGFIN

Dear Sir/Madam,

SUB.: Notice of the 31st Annual General Meeting (AGM) of the Company

Please find enclosed herewith Notice of 31st AGM, scheduled to be held on Tuesday, 23rd September 2025, at 11:00 A.M. (IST), through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in accordance with the provisions of the Companies Act, 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

This is for your kind reference and records.

The same will be available on the Company's website i.e., <https://www.sgfinserve.com/notices>.

Thanking you

Yours faithfully
For SG Finserve Limited

Ritu Nagpal
Company Secretary & Compliance Officer
M. No.:- A38318

Encl: a/a

SG Finserve Limited

(CIN: L64990DL1994PLC057941)

Regd. Office: 37, Hargobind Enclave, Vikas Marg, East Delhi, Delhi-110092, Ph.: 0120-4041400

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

E-mail: info@sgfinserve.com, Website: www.sgfinserve.com



SG FINSERVE

SG FINSERVE LIMITED

Regd. Office: 37 Hargobind Enclave, Vikas Marg, Delhi-110092

Corporate Identity Number: L64990DL1994PLC057941

• Tel.: 01204041400, • Website: www.sgfinserve.com • email: - [compliance@sgfinserve](mailto:compliance@sgfinserve.com)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-first (31st) Annual General Meeting of the members of SG Finserve Limited ("the Company") will be held on Tuesday, the 23rd day of September, 2025, at 11.00 A.M. through Video Conferencing (VC), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and the Auditors thereon

RESOLVED THAT the Audited financial statements of the Company for the financial year ended 31st March 2025 and the Reports of the Board of Directors' and Auditors thereon as circulated to the Members, be and are hereby considered and adopted."

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

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

3. **To approve the appointment and remuneration of M/s. S. P. Chopra & Co., Chartered Accountants (Firm Registration No. 000346N) as Statutory Auditors for a period of three years, to hold office from the conclusion of the Thirty-first AGM held in the Financial year 2025 till the conclusion of the Thirty-fourth AGM to be held in the Financial year 2028.**

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

RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of The Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 and guidelines issued by the

Reserve Bank of India for appointment of Statutory central auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks and NBFCs, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, Company's Policy on appointment of Statutory Auditors and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, consent of the members be and is hereby accorded to appoint M/s. S. P. Chopra & Co., Chartered Accountants (Firm Registration No. 000346N) as Statutory Auditors from the conclusion of the Thirty-first AGM held in the Financial year 2025 till the conclusion of the Thirty-fourth AGM to be held in the Financial year 2028 of SG Finserve Limited ("the Company")

RESOLVED FURTHER THAT the remuneration payable to M/s. S. P. Chopra & Co., Chartered Accountants, upon their appointment as Statutory Auditors of the Company for a term of three (3) consecutive financial years, shall be ₹20,00,000/- (Rupees Twenty Lakh only) per annum, exclusive of applicable taxes and reimbursement of out-of-pocket expenses, with an annual escalation in remuneration for the subsequent two years, as may be recommended by the Audit Committee and mutually agreed upon by the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto.

SPECIAL BUSINESS:

4. **To approve the Appointment and Remuneration of M/s. Parikh & Associates, Practicing Company Secretaries (Firm Registration Number P1988MH009800) as Secretarial Auditors from the conclusion of Thirty-first AGM held in the Financial year 2025 till the conclusion of Thirty-sixth AGM to be held in the Financial year 2030 and fix their remuneration.**

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

RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies

Act, 2013 read with rules made thereunder and Regulation 24A(1)(b) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Circulars, and based on recommendation of the Audit Committee and approval of Board of Directors, consent of members be and is hereby accorded for the appointment of M/s Parikh & Associates, Practicing Company Secretaries (Firm Registration Number P1988MH009800) as Secretarial Auditors of the Company for a period of 5 consecutive years, from the conclusion of Thirty-first AGM held in the Financial year 2025 till the conclusion of Thirty-sixth AGM to be held in the Financial year 2030 (“the Term”).

RESOLVED FURTHER THAT the remuneration payable to M/s. Parikh & Associates for conducting the Secretarial Audit shall be ₹1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any, and that the Board of Directors be and is hereby authorised to determine the remuneration for subsequent years during the tenure, as may be mutually agreed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto.”

5. Approval and implementation of the Employee Stock Option Scheme called “SG Finserve Employee Stock Option Plan 2025” (“ESOP Plan 2025”) through Trust route.

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 read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as “**SEBI SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s),

permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of the members of the Company be and is hereby accorded for the approval of the ‘SG Finserve Employees Stock Option Plan 2025’ (“**SG Finserve ESOP 2025**” or “**Plan**”) and authorizing 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 create, grant, offer, transfer from time to time, in one or more tranches, not exceeding in aggregate 20,00,000 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 directors of the Company, its Subsidiary Company or Associate Company, in India or outside India of the Company (as defined in the Scheme) and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Plan, exercisable into not more than 20,00,000 equity shares (“**Shares**”) of face value of ₹ 10/- (Rupees Ten only) each fully paid-up, on such terms, conditions and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

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

RESOLVED FURTHER THAT the Plan shall be implemented through trust route, wherein an irrevocable Trust, set up by the Company with the name of SG Finserve Limited Employees Welfare Trust (“**Trust**”) shall acquire the Equity Shares of the Company by way of secondary acquisition from the market.

RESOLVED FURTHER THAT the Trust shall acquire total number of 20,00,000 Equity Shares by way of secondary acquisition from the market which shall be made subject to the limits as prescribed under SEBI (SBEB & SE) Regulations, 2021, and shall transfer the Shares to the grantees upon valid exercise of Options as per the Plan.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares



are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued. In such cases, the number and exercise price of the Options shall be adjusted in a manner that ensures the total value of the Options to the Grantee remains the same after the corporate action.

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of Shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the change in face value of each Share following such sub-division or consolidation.

RESOLVED FURTHER THAT the Shares transferred by the Trust under the Plan shall rank pari-passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall not vote in respect of the Shares subscribed, acquired and held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange(s), the shareholding of the Trust shall be shown as 'non-promoter and non-public shareholding'.

RESOLVED FURTHER THAT the trustee of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, the Companies Act, 2013 and the rules made thereunder and all other applicable laws at all times in connection with acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of account, records and documents in relation to the Plan and the Trust with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Company and Trust shall conform to the accounting policies prescribed from Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan and to do all such acts, deeds, matters and things as may at 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 Plan and do all other things incidental and ancillary thereof."

6. To approve the extension of 'SG Finserve Employees Stock Option Plan 2025' to employees of the subsidiary and associate company(ies) of the Company and in this regard, 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 read with rules framed thereunder, relevant provisions of the Regulation 6(3)(c) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as "**SEBI SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI Listing Regulations**"), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval 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 Plan 2025' ("**SG Finserve ESOP 2025**" or "**Plan**") including the grant of Employee Stock Options ("Options") and transfer of the Equity Shares ("Shares") thereunder, 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) at such price and 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 in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued. In such cases, the number and exercise price of the Options shall be adjusted in a manner that ensures the total value of the Options to the Grantee remains the same after the corporate action.

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of Shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the change in face value of each Share following such sub-division or consolidation.

RESOLVED FURTHER THAT the Shares transferred by the Trust 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 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 of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations, 2021, 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 is hereby authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the

Board of Directors is authorised to do for the purpose of giving effect to this resolution.

7. To authorise SG Finserve Limited Employees Welfare Trust for secondary acquisition of equity shares, and in this regard, 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 all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and in accordance with the Memorandum and Articles of Association of the Company, Regulation 6(3)(a) of Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("**SEBI SBEB Regulations**"), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to authorize 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 acquire not exceeding 20,00,000 (Twenty Lacs Only) equity shares ("**Shares**") of face value of ₹10 (Rupees Ten) each fully paid-up, being within the statutory ceiling as per the SEBI SBEB Regulations, by way of secondary acquisition from market, from time to time, in one or more tranches, through the irrevocable employee welfare trust of the Company namely the 'SG Finserve Limited Employees Welfare Trust' ("**Trust**") being setup, for the purpose of implementation of the Plan and at such price or prices and on such terms and conditions, as may be determined by the Board of Directors in due compliance with the provisions of the SEBI SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the total number of Shares under secondary acquisition held by the Trust in pursuance to the Plan or any other share-based Employee benefit Plan implemented in the past, shall at no time, exceed 5 (five) percent of the Paid-up Equity Capital of the Company at the end of the financial year immediately prior to the year in which the shareholders' approval is obtained in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021, as amended from time to time.



RESOLVED FURTHER THAT the secondary acquisition by the Trust in any financial year shall not exceed 2 (two) percent of the paid-up equity capital as at the end of the respective previous financial year as prescribed under the provisions of the SEBI (SBEB & SE) Regulations, 2021, as amended from time to time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, the ceiling aforesaid in terms of number of equity shares intended to be acquired by the Trust by way of secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to number of options as per provisions of the SEBI SBEB Regulations and such adjusted number of Shares shall be deemed to be within the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB & SE Regulations, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Equity Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary and 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 the Board of Directors be and is hereby authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution.

8. To approve the provision of money by the company to SG Finserve Limited Employees Welfare Trust and in this regard, 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 67(3) and all other applicable provisions, if any, of the Companies Act, 2013, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 the Memorandum and

Articles of Association of the Company, Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("**SEBI SBEB Regulations**") and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded authorizing 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 Obligations and Disclosure Requirements) Regulations, 2015 to exercise its powers, including the powers, conferred by this resolution) to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust of the Company namely the 'SG Finserve Limited Employees Welfare Trust' ("**Trust**") by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid up share capital and free reserves of the Company from time to time, for the purpose of acquisition of Equity Shares ("**Shares**") of the Company by the Trust, in one or more tranches, subject to the ceiling of Shares as may be prescribed under SG Finserve Employees Stock Option Plan 2025 ("**Plan**") or any other share based employee benefit plan which may be introduced by the Company from time to time ("**Employee Benefit Plan(s)**") from time to time, with a view to deal in such Shares in line with contemplated objectives of the Plan or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI (SBEB) Regulations, Companies Act, 2013 and any other applicable laws and regulations.

RESOLVED FURTHER THAT the above prescribed limit shall be taken on consolidated basis for all Employee Benefit Plan(s) as may be undertaken by the Company from time to time.

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time by the Company only for the purposes of the Plan and fulfilling the objectives mentioned in the Trust Deed, in accordance with the provisions of SEBI SBEB Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall be interest free with tenure of such loan based on term of the Plan and shall be repayable to the Company upon realization of proceeds on permitted sale/transfer of Shares including realization of exercise price and any other eventual income of the Trust.

RESOLVED FURTHER THAT subject to the broad terms above, the Board be and is hereby authorized to do all

such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, 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.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without being required to secure any further consent or approval of the members of the Company."

9. To approve the Re-appointment of Ms. Asha Anil Agarwal (DIN: 09722160) as Non- Executive Independent Director of the Company for a second term of 5 (five) years:

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ,the Companies

(Appointment and Qualification of Directors) Rules, 2014, read with Regulations 17, 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Asha Anil Agarwal (DIN: 09722160), who holds office of Independent Director up to September 01, 2025 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying intention to propose her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from the conclusion of Thirty-first AGM held in the Financial Year 2025 till the Conclusion of Thirty-sixth AGM to be held in the Financial year 2030 (September 01, 2025 to August 31, 2030).

RESOLVED FURTHER THAT any of the Director, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

Registered Office:

37, Hargobind Enclave,
Vikas Marg, Delhi - 110092

Date:- August 30, 2025

Place:- Kaushambi, Ghaziabad

By order of the Board of Directors
SG Finserve Limited

Sd/-

Ritu Nagpal

Company Secretary & Compliance Officer

M. No.: ACS-38318



NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide Circular Nos. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and other applicable circulars including General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (MCA) (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 and SEBI Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), AGM be convened through video conferencing ("VC") or other audio visual means ("OAVM"). Hence, the 31st AGM of the Company is being held through VC and Members are requested to attend and participate in the ensuing AGM through VC only.
2. **In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 31st AGM of the Company is being conducted through VC. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC and e-voting during the AGM. The procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC is explained at Notes below and is also available on the website of the Company at www.sgfinserve.com.**
3. The venue deemed for the 31st AGM shall be the Registered Office of the Company.
4. **PURSUANT TO THE RELEVANT MCA CIRCULARS, THE FACILITY FOR MEMBERS TO APPOINT PROXY TO ATTEND AND CAST VOTE IS NOT AVAILABLE FOR THIS AGM SINCE PHYSICAL PRESENCE AT A COMMON VENUE IS NOT REQUIRED. HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
5. An explanatory Statement pursuant to Section 102 of the Companies Act 2013 (Act), setting out the material facts concerning special businesses set out above is enclosed along with the details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2 in respect of directors retiring by rotation and proposed to be re-appointed at the Annual General Meeting is annexed hereto.
6. Corporate members may refer to "Note for Non – Individual Shareholders and Custodians" appearing at the end of this notice and follow the instructions mentioned for voting and participation at the AGM.
7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be electronically available for inspection by the Members during the AGM upon login at CDSL e-voting system at www.evotingindia.com.
8. Dispatch of Annual Report and Notice of AGM through electronic mode:
In accordance with, the above referred circulars, the Annual Report for 2024-25 and the Notice of this AGM are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s) as on August 29, 2025.
9. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
10. All the documents referred to in this Notice and Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice up to the date of the AGM through electronic mode. Members seeking inspection can send an email in advance to compliance@sgfinserve.com. A certificate from the Secretarial Auditor of the Company certifying that the Company's Employee Stock Option Plans are being implemented in accordance with the (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), as amended from time to time and in accordance with the resolutions passed at the general meeting(s) will be available electronically for inspection by the members during the AGM.
11. Members whose e-mail address are not registered are requested to register their e-mail address for receipt of Notice of 31st AGM, Annual Report and login details for joining the 31st AGM through VC facility including e-voting, by providing Name, folio number/DPID & ClientID (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), client master or copy of consolidated Account statement (in case of demat holding) or copy of share certificate (in case of physical holding), self-attested scanned copy of Aadhaar Card or any other document as proof of address to Company: compliance@sgfinserve.com or to/RTA at: info@skylinerta.com.

12. The Notice of AGM and Annual Report for the financial year 2024-25, is available on the website of the Company at <https://www.sgfinserve.com/notices> & <https://www.sgfinserve.com/annual-report>, respectively and also on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. Notice of AGM is also available on the website of CDSL at www.evotingindia.com. However, a member may also demand hard copies of the same via. writing us at compliance@sgfinserve.com
13. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
14. In accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2025/97 dated July 02, 2025, and other applicable circulars, a one-time special window has been made available for a period of six (6) months to permit the re-lodgement of physical share transfer requests that were previously rejected or returned. This facility is applicable subject to submission of all requisite documents and compliance with the conditions prescribed by SEBI. Members holding shares in physical form and who wish to avail of this facility may contact the Company's Registrar and Share Transfer Agent (RTA) at info@skylinerta.com for further assistance and details.

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

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. September 16, 2025 -may follow the same instructions as mentioned above for e-voting.
6. Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
7. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date of September 16, 2025 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Saturday, September 20, 2025 (9.00 A.M.) and ends on Monday, September 22, 2025 (5.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 16, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.



(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES	
National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com ii. Click on the button "Beneficial Owner" available for login under 'IDeAS' section. iii. A new page will open. Enter your User ID and Password for accessing IDeAS. iv. On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under Value Added Services on the panel available on the left-hand side. v. You will be able to see Company Name: "SG Finserve Limited" on the next screen. Click on the e-Voting link available against SG Finserve Limited or select e-Voting service provider "Skyline" and you will be redirected to the e-Voting page of Skyline to cast your vote without any further authentication 	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox). ii. Enter your User ID and Password for accessing Easi / Easiest. iii. You will see Company Name: "SG Finserve Limited" on the next screen. Click on the e-Voting link available against SG Finserve Limited or select e-Voting service provider "Skyline" and you will be re-directed to the e-Voting page of Skyline to cast your vote without any further authentication
<p>2. Users not registered for IDeAS e- Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> i. To register, type in the browser / Click on the following e-Services link: https://eservices.nsdl.com ii. Select option "Register Online for IDeAS" available on the left hand side of the page iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. 	<p>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote

3. Users may directly access the e-Voting module of NSDL as per the following procedure

- i. Type in the browser / Click on the following link: <https://www.evoting.nsdl.com/>
- ii. Click on the button “Login” available under “Shareholder/ Member” section.
- iii. On the login page, enter User ID (i.e., (a) 16-character demat account number held with NSDL, starting with IN; (b) alphanumeric User ID already set by the Member), Login Type, i.e., through typing Password (in case you are registered on NSDL’s e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen
As an alternate OTP based login, click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. Enter 8-digit DP ID, 8-digit Client ID, PAN No., Verification code as shown on the screen and click on ‘Generate OTP’ button. Enter the OTP received on your registered email id / mobile number and click on ‘Log-in’ button. After successful authentication, you will be redirected to NSDL Depository website, wherein you can see e-Voting page
- iv. You will be able to see Company Name: “SG Finserve Limited” on the next screen. Click on the e-Voting link available against SG Finserve Limited or select e-Voting service provider “Skyline” and you will be redirected to the e-Voting page of Skyline to cast your vote without any further authentication

3. Users may directly access the e-Voting module of CDSL as per the following procedure:

- i. Type in the browser / Click on the following link: <https://evoting.cdslindia.com/Evoting/EvotingLoginA>
- ii. Provide Demat Account Number and PAN
- iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.
- iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against SG Finserve Limited or select e-Voting service provider “Skyline” and you will be re-directed to the e-Voting page of Skyline to cast your vote without any further authentication.

Procedure to login through their demat accounts / Website of Depository Participant

Individual members holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL / CDSL. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). Click on the e-Voting link available against SG Finserve Limited or select e-Voting service provider “Skyline” and you will be re-directed to the e-Voting page of Skyline to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

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

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



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

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

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <SG Finserve Limited> on which you choose to vote.
- (ix) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES/NO**" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.
- (xii) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "**CLICK HERE TO PRINT**" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

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

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@sgfinserve.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@sgfinserve.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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



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. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

- (xvii) Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. September 16, 2025 may follow the same instructions as mentioned above for e-voting.
- (xviii) Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- (xix) The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date of September 16, 2025 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.
- (xx) The Company has appointed Shri Jatin Gupta, Practicing Company Secretary (Membership No. : FCS 5651: COP No. 5236) as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of AGM in a fair and transparent manner.
- (xxi) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinise the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and submit, not later than 2 working days of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.
- (xxii) The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.sgfinserve.com and on the website of CDSL www.evotingindia.com and shall simultaneously be forwarded to the concerned stock exchanges as well as displayed at the Corporate and Registered Office of the Company.

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT

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

Name of Director	Shri Rohan Gupta	Ms. Asha Anil Agarwal
Age	26 years	64 Years
Director Identification Number (DIN)	08598622	09722160
Nationality	Indian	Indian
Date of first appointment on the Board	July 25, 2022	September 02, 2022
Nature of expertise in specific functional areas	Entrepreneur, Management	Taxation, Finance and Management
Qualification	Graduate	Post Graduate and LLB
Shareholding in the Company directly or as beneficial holder	1,01,14,999 equity shares	-
Terms and conditions of appointment / re-appointment	Reappointment as Non-Executive Director liable to retire by rotation.	Reappointment as Independent Director
Details of remuneration sought to be paid and the remuneration last drawn by such person	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committees	Reappointment as Independent Director
Directorships held in other companies	<ul style="list-style-type: none"> • SG Air Travel Private Limited • SG Prefab & Engineering Private Limited • One Turf Universe Private Limited • APL Apollo Building Products Limited • Apex Fincorp Advisors Private Limited • SG Green Logistics Private Limited • SG Sports & Entertainment Private Limited • SG Green Buildings Private Limited • SG Ornate Solar Solutions Private Limited 	<ul style="list-style-type: none"> • Transline Technologies Limited • APL Apollo Building Products Limited • Apollo Metalex Limited • LESOL City Limited • KISAN Mouldings Limited • APL Apollo Tubes Limited • Authum Investment & Infrastructure Limited
Membership / Chairmanship of Committee(s) of other Companies:	NIL	<p>KISAN Mouldings Limited</p> <ul style="list-style-type: none"> • Chairperson of Audit Committee • Chairperson of Stakeholder Relationship Committee <p>APL Apollo Tubes Limited</p> <ul style="list-style-type: none"> • Member of Audit Committee • Member of Stakeholder Relationship Committee
Relationship with other Directors, Manager and Key Managerial Personnel of the company	No	No
Number of meetings of the Board attended during the year	Four	Six
Listed entities from which the person has resigned in the past three years	NIL	NIL



Name of Director	Shri Rohan Gupta	Ms. Asha Anil Agarwal
Brief Profile	Sh. Rohan Gupta is young and dynamic entrepreneur, aged 26 years with a Bachelor's degree in Business Administration (BBA) and an unwavering commitment to excellence. He is a dynamic and accomplished young director of the Company having two years of experience in Marketing and Branding. Beyond his professional accomplishments, Rohan's engaging personality and strong interpersonal skills have made him a true asset in fostering collaboration and open communication within our organization. He thrives in team environments, consistently bringing out the best in those around him.	Ms. Asha Anil Agarwal is a former Principal Chief Commissioner of the Income Tax in the Indian Revenue Service, Ministry of Finance, Central Government India, Ms. Agarwal, brings with her around four decades of rich experience in the Indian Revenue Service. Her impressive knowledge of Taxation, Finance and General Management are strongly backed by her rich professional experience.

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.

FOR ATTENTION OF THE MEMBERS

1. Members are requested to refer any change of address among others:
 - a. To the Company's Registrar in respect of their physical share folios.
 - b. To their Depository Participants (DPs) in respect of their electronic demat accounts.
2. Dematerialisation of Shares and Liquidity: SEBI has mandated that securities of listed companies can be transferred/traded only in dematerialized form. Further, SEBI vide its circulars/notifications, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, subdivision/ splitting/ consolidation of certificate, transmission and transposition be also processed in dematerialised form only. On receipt of any such request the Company/RTA will issue a "Letter of Confirmation", in the prescribed format. In view of the same, Members are advised to get their shares dematerialized. Members can contact the Company's Registrar & Share Transfer Agent (RTA): Skyline Financial Services Pvt. Ltd, D-153/A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi, Delhi, 110020 or may write to the Secretarial Department of the Company at 37, Hargobind Enclave Vikas Marg, East Delhi, Delhi - 110092, for assistance in this regard. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN Nos. are INE618R01015 and INE618R07012, equity and debt respectively.
3. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD3/P/CIR/2023/195 dated 28th December 2023, regarding Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The said circular is available on the website of the Company at www.sgfnserve.com.
4. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc. Members holding shares in dematerialized form are requested to intimate all changes to their Depository Participant.

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

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

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3:

Upon the recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on July 22, 2025, have recommended the appointment of M/s S.P. Chopra & Co., Chartered Accountants, (FRN: - 000346N), as the Statutory Auditors of the Company on the following terms:

- a. **Term of appointment:** Upto 3 (three) consecutive years from the conclusion of this AGM till the conclusion of 34th AGM to be held in year 2028.
- b. **Proposed Fees:** Shall be ₹20,00,000/- (Rupees Twenty Lakh only) per annum, exclusive of applicable taxes and reimbursement of out-of-pocket expenses, with an annual escalation in remuneration for the subsequent two years, as may be recommended by the Audit Committee and mutually agreed upon by the Board of Directors and the Statutory Auditors.

The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the statutory audit fee as above and will be determined by the Board in consultation with the Statutory Auditors and as per the recommendations of the Audit Committee.

- c. **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Companies Act, 2013 ("the Act") & Rules made thereunder with regard to the full time partners, statutory audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

M/s S.P. Chopra & Co. have confirmed their eligibility for appointment under Section 139, read with Section 141 of the Companies Act, 2013, and the applicable Rules, as well as the Reserve Bank of India's guidelines for the appointment of statutory auditors of Non-Banking Financial Companies (RBI guidelines).

M/s S.P. Chopra & Co. will hold office for a period of three (3) consecutive years, from the conclusion of this Annual General Meeting (AGM) of the Company until the conclusion of the 34th AGM, subject to the approval of the shareholders at this AGM.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the resolution set forth in Item No. 5 for the approval of Members as an Ordinary Resolution.

ITEM NO. 4: Approve Appointment of M/s. Parikh & Associates, Practicing Company Secretaries (Firm Registration Number P1988MH009800) as Secretarial Auditors from the conclusion of Thirty-first AGM held in the Financial year 2025 till the conclusion of Thirty-sixth AGM to be held in the Financial Year 2030 and fix their remuneration

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on May 08, 2025 have approved subject to approval of Members, appointment of M/s. Parikh & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P2010MH021500) as Secretarial Auditors for a term of 5(Five) consecutive years from the conclusion of Thirty-first AGM held in the Financial year 2025 till the conclusion of Thirty-sixth AGM to be held in the Financial year 2030.

1. Credentials of the Secretarial Auditor:

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ("Act") and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and upon recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on May 8, 2025, have recommended, the appointment of M/s. Parikh & Associates, Company Secretaries (Firm Registration Number: P1988MH009800), as the Secretarial Auditors of the Company on the following terms:

- a. **Term of appointment:** For a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting ("AGM") till the conclusion of 36th AGM.
- b. **Proposed Fees:** Upto ₹1 Lakh (Rupees One Lakh only) plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial Audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee.

The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial



audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

- c. **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- d. **Credentials:** M/s. Parikh & Associates, Company Secretaries (FRN: P1988MH009800), established in the year 1987. The firm provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India.

The firm has 35 members with 10 partners, 11 qualified professionals and 14 other associates and trainees.

M/s. Parikh & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 6 for approval of the Members as an Ordinary Resolution.

Item No.: 5, 6 & 7

Your Company believes that equity-based compensation Plan are effective tools to attract, retain, motivate and reward the talents working exclusively with the Company, and its group including the Subsidiary(ies) Company and Associate Company. 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 Plan namely 'SG Finserve Employees Stock Option Plan 2025' ("SG Finserve-ESOP 2025" or "Plan") seeking to cover eligible employees.

In terms of Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEB & SE) Regulations"], the issue of Equity Shares under an Employee Stock Options Plan requires approval of the shareholders by way of a Special Resolution. The Special Resolution set out at Item No. 5 is to seek your approval for the said purpose.

The shares required for the implementation of the proposed Plan shall be acquired by way of secondary acquisition from the stock market, in one or more tranches at such point(s) in time as decided, through an irrevocable employee welfare trust of the Company namely 'SG Finserve Limited Employees Welfare Trust' ("Trust"). The Plan shall be administered through the Trust. The contemplated secondary acquisition is well within the ceiling prescribed under the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations").

For the purpose of acquisition of Shares by the said Trust, the Trust may be funded by the Company, either through an interest free loan or any other form of financial assistance permissible under applicable laws. Further, the Trust may take loan from banks or any other person/source under applicable laws. The loan sought in this regard shall be within the statutory limit, approval for which is sought separately.

Accordingly, the Nomination and Remuneration Committee ("Committee") and the Board of Directors of the Company at their meetings held on July 22, 2025, had approved the introduction of the Plan, 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, in India or outside India, of the Company. The Special Resolution set out at Item No.6 is to seek your approval for the said purpose.

Further, as per Regulation 6(3)(a) of SEBI (SBEB & SE) Regulations, approval of the shareholders by way of a separate Special Resolution is also required for Secondary Acquisition of Equity Shares by the Trust for implementation of the Scheme. The Special Resolution set out at Item No. 7 is to seek your approval for the said purpose

The main features of the Plan are as under:

a) Brief description of the Plan:

This Plan shall be called the SG Finserve Employees Stock Option Plan 2025 (hereinafter referred to as "SG Finserve ESOP 2025" or "the Plan")

The objectives of the Plan are:

- a) To provide means to enable the Company to attract and retain appropriate human talent engaged by the Company;

- b) To motivate the employees / directors of the Company with incentives and reward opportunities;
- c) To achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the employees / directors which will lead to long-term wealth creation; and
- d) To create a sense of ownership and participation amongst the employees / directors or otherwise increase their proprietary interest.

The Plan contemplates grant of Options to the eligible employees as mentioned in the Scheme (including Directors) as specified at point 'c' below, time to time as may be determined in due compliance of SEBI SBEB Regulations and provisions of the Plan. After vesting of Options, the eligible employees shall have a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The employees may create wealth depending on prevailing market price of Shares as on the date of sale.

The Nomination and Remuneration Committee ("Committee") of the Company shall supervise the Plan as required under SEBI SBEB Regulations. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan. Whereas the administration of the Plan shall be done by the Trust.

b) Total number of Options to be granted:

The maximum aggregate number of Shares Options that may be granted under the Plan, shall not exceed 20,00,000 Options (or such other number adjusted in terms of Scheme), in one or more tranches, whereby each such Option, confers a right upon the Grantee to apply for one Share of the Company, in accordance with the terms and conditions of such Grant.

In case of share consolidation or split or other reorganization of capital structure of the Company from time to time, the maximum number of Shares available for being Granted under SG Finserve ESOP 2025 shall stand modified accordingly, so as to ensure that the cumulative face value (No. of shares X Face value per share) prior to such share consolidation or reorganization, as the case may be, remains unchanged after such share split, consolidation or reorganization of capital structure.

Further, the maximum number of Options that may be Granted, and the Shares arising upon Exercise of such Options, shall be appropriately adjusted in the event of any bonus issue, rights issue, merger, de-merger, or amalgamation, so as to ensure that the rights of the Grantees are not adversely affected. All such adjustments

shall be made in accordance with Applicable Law and the SEBI SBEB & SE Regulations, as amended from time to time.

If any Option Granted under the Plan lapses or is forfeited or surrendered under any provision of the Plan, and then such these Options will be available for re-Grant by the NRC to any Employee(s) as it may deem fit in its absolute discretion, subject to the compliances of provisions of the Applicable Laws.

c) Identification of classes of employees entitled to participate in the Plan

Following classes of employees and directors (collectively referred to as "Employees") are eligible under the Plan:

- (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

The Options granted to any Grantee shall vest within the Vesting Period in the manner specified in the Grant letter subject to a maximum period of four years from the date of Grant.

Notwithstanding anything to the contrary contained herein, there shall be a minimum period of 1 (one) year between the Grant of Options and Vesting of Options. The Vesting of Options shall be subject to any additional conditions as may be prescribed by the NRC in the Grant letter.

The Vesting of Options may be time based and/ or based upon Performance of Company (market capitalization, revenue, EBITDA, ROCE), Performance of Employee, , provided the Grantee shall not have resigned or received a notice of termination, or be serving any notice period and such other parameters as may be determined by NRC and shall be mentioned in the Grant Letter of respective Grantees



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

Any Option granted under the Plan shall vest within the Vesting Period subject to a maximum vesting period of 4 (four) years from the date of grant of Options.

The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

f) Exercise price or pricing formula:

Under this Plan, the Exercise Price of the Shares will be decided by the NRC at the time of Grant and shall be linked with the Market Price. The NRC has the power to provide suitable discount, as it deems fit.

However, the Exercise Price shall not be less than the average purchase price of the Shares acquired by the Trust

g) Exercise period and the process of Exercise:

Each Option entitles the holder thereof to apply for one Share of the Company upon submission of Exercise Letter and the payment of the Exercise Price along with applicable tax and such other amount, if any, to the Trust during/ within the maximum Exercise Period of 1 year from the date of last vesting or such lesser period as may be decided by the NRC at its sole discretion from time to time and mentioned in the Grant Letter of the Grantee. The Vested Options can be exercised all at one time or at various points of time within the Exercise Period.

The Grantee may, at any time during the Exercise Period, subject to fulfillment of the conditions of the Vesting, Exercise the Options by submitting an Exercise Letter as prescribed by the NRC, to the Trust. The Grantee shall pay the Exercise Price along with applicable tax and such other amount, if any, in respect of the number of Options Exercised by him/ her by way of Cheque or demand draft or through any other banking channel to the Trust. The tax amount arising at the time of Exercise shall be payable at the time of Exercise by way of Cheque or demand draft or through banking channel to the Company.

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

The Nomination and Remuneration Committee may on the basis of all or any of the following criteria, decide on the Employees / Grantees who are eligible for the grant / vesting of Options under the Plan and the terms and conditions thereof.

- Loyalty: It will be determined on the basis of tenure of employment of an Employee / Grantee in the Company/ Subsidiary Company/Associate Company

- Performance of Employee / Grantee: Employee's / Grantee's performance during the financial year on the basis of the parameters decided by the Board of Directors.
- Performance of Company: Performance of the Company as per the standards set by the Board of Directors.
- Any other criteria as decided by the Nomination and Remuneration 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 aggregate number of Options that may be granted to an eligible Employee under SG Finserve ESOP 2025 shall be less than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company (excluding outstanding warrants and conversions) in any one year at the time of Grant, unless a separate specific approval from shareholders of the Company through separate special resolution is obtained for granting Options that are equal to or exceeding 1% or more of the issued capital (excluding outstanding warrants and conversions) of the Company.

The maximum aggregate number of Shares Options that may be granted under the Plan, shall not exceed 20,00,000 Options (or such other number adjusted in terms of Scheme), in one or more tranches, whereby each such Option, confers a right upon the Grantee to apply for one Share of the Company, in accordance with the terms and conditions of such Grant..

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 Plan will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of Options and the Exercise Price paid by the Employee.

k) Whether the Plan(s) is to be implemented and administered directly by the Company or through a Trust:

The Company proposes to implement the Plan through Trust Route wherein the Trust shall acquire the Shares by way of Secondary Acquisition from the market.

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

The Plan contemplates acquisition of Shares from secondary acquisition through the Trust.

m) Amount of loan to be provided for implementation of the Plan(s) by the Company to the Trust, its tenure, utilization, repayment terms etc.:

For the purpose of acquisition of Shares by the said Trust, the Trust may be funded by the Company, either through an interest free loan or any other form of financial assistance permissible under applicable laws. Further, the Trust may take loan from banks or any other person/source under applicable laws.

The proposed amount of loan will be within the statutory limit of 5% (five percent) of the aggregate of paid-up share capital and free reserves, as prescribed under SEBI SBEB Regulations read with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014. The tenure of such loan shall be until the earlier of (i) the accomplishment of the objectives of the Trust, or (ii) the repayment of the loan. The utilization of such loan shall be for the objects of the Trust as mentioned in trust deed. The Trust shall repay the loan to the Company by utilizing the proceeds realized from exercise of Options by the Grantees and the accruals of the Trust at the time of termination of the Plan.

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 Plan:

The total number of Shares under secondary acquisition held by the Trust shall at no time exceed 5% (five percent) of paid up equity capital as at the end of the financial year immediately prior to the financial year in which the Shareholder approval is obtained for such secondary acquisition.

Further, the secondary acquisition in a financial year by the Trust shall not exceed 2% (two percent) of the Paid up Equity Capital as at the end of the previous financial year.

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 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 IND-AS and shall use Fair Value method.

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 expensing 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 issued pursuant to exercise of Options shall not be subject to any lock-in period restriction and are freely tradable in the stock market except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

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

Subject to the provisions of the prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan 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 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 SG Finserve Employees Stock Option Plan 2025.

A draft copy of the Plan 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 Plan.

Your Board of Directors recommends the Special Resolutions set forth as Item Nos. 5, 6 and 7 of the notice for your approval.

Item No.8:

In order to execute 'SG Finserve Employee Stock Option Plan 2025' ("SG Finserve ESOP 2025" or "Plan") through Trust Route, the Company need to make provisioning of funds to the Trust so as to enable it to acquire to the Shares of the Company. Accordingly, Item No 8 which is proposed for approval of the Shareholders is set out in this Notice.



The disclosures as per Rule 16 of the Chapter IV of the Companies Act, 2013, are as under:

Necessary details in this regard are provided as under:

a) The class of employees for whose benefit the Plan is being implemented and money is being provided for acquisition of the Shares:

Following classes of employees and directors (collectively referred to as "Employees") are eligible under the Plan :

- (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.

b) The particulars of the Trustee or employees in whose favour such Shares are to be registered:

The Trust will acquire equity shares from the secondary market. The shares will be registered in the name of all or any of the Trustees of the Trust to hold equity shares of the Company for and on behalf of the Trust. The equity shares acquired by the Trust shall be transferred to the Employees on exercise of vested stock options and registered in their respective names upon such transfer.

c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

Particulars of Trust

An Irrevocable Trust is proposed to be set up with the name 'Limited Employee Welfare Trust' having its office at such place as may be decided by the Board/Committee.

Particulars of Trustee

The Trustee(s) of SG Finserve Limited Employee Welfare Trust would be appointed by the Board / Committee and

in compliance with the applicable provisions of the Act and the SEBI Regulations. A person shall not be appointed as a Trustee, if he is a director, key managerial personnel or promoter of the company or its Group company(ies) including its Holding / Subsidiary / Associate Company(ies) or any relative of such director, Key Managerial Personnel or Promoter or if he beneficially holds 10% or more of the paid-up share capital of the company

d) Any interest of key managerial personnel, directors or promoters in such Plan or trust and effect thereof:

Promoters are not eligible to be covered under the Plan. However, key managerial personnel, directors (other than independent directors and promoter directors) may be covered or interested under the Plan but only to the extent of stock options as may be granted to them, if any, under the Plan and in due compliance with the SEBI SBEB Regulations.

e) The detailed particulars of benefits which will accrue to the employees from the implementation of the Plan:

Each Option confers a right upon the Grantee to apply for one Share of the Company, in accordance with the terms and conditions of such Grant.

The maximum quantum of benefits that will be provided to every eligible Employee under the Plan will be the difference between the Market Value of Company's Share on the Recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee

f) The details about who would exercise and how the voting rights in respect of the shares to be acquired under the Plan would be exercised:

The trustee of the Trust shall not vote in respect of Shares held in the Trust as per extant SEBI SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the Shares are transferred by the Trust to him/ her upon exercise.

None of the directors and / or key managerial personnel of the Company including their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under the Plan.

Consent of the members is being sought by way of a special resolution pursuant to the Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 3(8) of the SBEB Regulations.

The Board of Directors recommends the Special Resolution set forth as Item No. 8 of the notice for approval of the shareholders.

Item No 9: Approve Re-appointment of Ms. Asha Anil Agarwal (DIN: 09722160) as Independent Director for a second term of five consecutive years from the conclusion of Thirty-first AGM held in the Financial year 2025 till the conclusion of the Thirty-sixth AGM to be held in the Financial year 2030 (September 01, 2025 to August 31, 2030):

The Members had approved appointment of Mrs. Asha Anil Agarwal (DIN: 09722160) as an Independent Director of the Company at the AGM held on September 30, 2022 for a term of three consecutive years from September 02, 2022. The term of Mrs. Asha Anil Agarwal as an Independent Director of the Company will conclude on September 01, 2025. The Board of Directors of the Company at its meeting held on March 08, 2025, based on the recommendation of the Nomination and Remuneration Committee after review of performance evaluation and subject to the approval of the Members through Special Resolution, re-appointed Ms. Asha Anil Agarwal as an Independent Director, for a second term of five consecutive years commencing from September 01, 2025. Ms. Asha Anil Agarwal is not disqualified from being reappointed as Director in terms of Section 164 of the Companies Act 2013 ("Act") and has consented to act as Director of the Company in terms of Section 152 of the Act. The Company has also received following declarations from her (i) intimation in Form DIR-8 to the effect that she is not disqualified under the Act; (ii) declaration that she meets with the criteria of independence as prescribed under the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); (iii) declaration towards inclusion of her name in the data bank maintained for Independent Directors;

and (iv) In terms of Regulation 25(8) of Listing Regulations, a confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Ms. Asha Anil Agarwal has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited, pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. In the opinion of the Board, Ms. Asha Anil Agarwal fulfills the conditions specified in the Act and the rules made thereunder and also under the Listing Regulations for re-appointment as an Independent Director and 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 Ms. Asha Anil Agarwal for the office of the Director.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at Code of Conduct and Policies – SG Finserve Limited. A brief profile of Ms. Asha Anil Agarwal is provided in the notes to the Notice of the AGM. The Board of Directors is of the opinion that knowledge and experience of Ms. Asha Anil Agarwal will be of immense value to the Company. The Board, therefore, recommends the approval of the Special Resolution set out at item no. 5 of this Notice. Except Ms. Asha Anil Agarwal, 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.

