

Notice Of 5th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE FIFTH (5TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF VEEFIN SOLUTIONS LIMITED (FORMERLY KNOWN AS VEEFIN SOLUTIONS PRIVATE LIMITED) WILL BE HELD ON FRIDAY, SEPTEMBER 26, 2025 AT 03:00 P.M. THROUGH VIDEO CONFERENCING (VC) FACILITY OR OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. **A. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the report of the Board of Directors and Auditors thereon**
B. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of Auditor thereon.
2. **To appoint a Director in place of Mr. Raja Debnath (DIN No. 07658567), Managing Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.**

Special Business:

3. To appoint Secretarial Auditors of the Company:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to time, M/s Maharshi Ganatra and Associates, a firm of the Company Secretaries in Practice (C.P. No 14520) be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors and/or the Key Managerial Personnel of the Company be and are hereby 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.

4. Approval of Material Related Party Transactions of Veeфин Solutions Limited (Company) with its Related parties

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, and based on the recommendation/ approval of the Audit Committee and the Board of the Directors, consent of the Members of the Company be and is hereby accorded to the Board of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arms’ length basis, between the Company and the entities being related party of the Company as more specifically detailed out in Table forming part of item no. 4 of the explanatory statement annexed to this notice, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that such transactions (including existing contracts / arrangements /transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, for a period not exceeding twelve months, as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law.

Related Party Transaction to be entered into with related parties for FY 2025–2026 is as follows

Name of the Related Party	Relationship	Nature of Transaction	Value of Transaction (Rs. in Crores)
Raja Debnath	Promoter and Director	Availing of revolving loan facility (To take revolving loan facility from Raja Debnath)	50
Gautam Udani	Promoter and Director	Availing of revolving loan facility (To take revolving loan facility from Gautam Udani)	50
Estorifi Solutions Limited	Subsidiary Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	100
		To give Corporate guarantee	100
Infini Systems Limited	Subsidiary Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	100
		To give Corporate guarantee	100
Templeton Solutions FZE	Group Company	Availing and rendering of services	20
GlobeTF Solutions Limited	Subsidiary Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	50
Veefin Capital Private Limited	Subsidiary Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	50
Chain Fintech Solutions Limited	Step-down Subsidiary (Group Company)	Availing and rendering of services	20
Nityo Tech Private Limited	Step-down Subsidiary (Group Company)	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	50
Regime Tax Solutions Private Limited	Step-down Subsidiary (Group Company)	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	50
Veefin Solutions Limited Bangladesh	Subsidiary Company	Availing and rendering of services	20
Veefin Solutions Limited FZCO	Subsidiary Company	Availing and rendering of services	20
Epikindifi Software and Solutions Private Limited	Step-down Subsidiary (Group Company)	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20
FE Ventures Private Limited	Step-down Subsidiary (Group Company)	Availing and rendering of services	50
		Availing and rendering of revolving loan facility	50

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) or the Company Secretary be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.”

5. Approval of Material Related Party Transactions between Infini Systems Limited (formerly known as Infini Systems Private Limited), a subsidiary of the Company with its Related parties and the Related parties of the Company.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, and based on the recommendation/ approval of the Audit Committee and the Board of the Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of Infini Systems Limited (formerly known as Infini Systems Private Limited) and the related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) in the ordinary course of business and on arms’ length basis, as more specifically detailed out in Table forming part of item no. 5 of the explanatory statement annexed to this notice, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that such transactions (including existing contracts / arrangements /transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, for a period not exceeding twelve months, as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law.

Related Party Transaction to be entered into with related parties for FY 2025-2026 is as follows:

Name of the Related Party	Relationship	Nature of Transaction	Value of Trans-action (Rs. in Crores)
Raja Debnath	Promoter and Director	Availing of revolving loan facility (To take revolving loan facility from Raja Debnath)	50
Gautam Udani	Promoter and Director	Availing of revolving loan facility (To take revolving loan facility from Gautam Udani)	50
Veefin Solutions Limited	Holding Company	Availing and rendering of services	50
		Availing and rendering of revolving loan facility	100
		Availing of Corporate guarantee	100
Estorifi Solutions Limited	Group Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20
GlobeTF Solutions Limited	Group Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20
Veefin Capital Private Limited	Group Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20
Chain Fintech Solutions Limited	Subsidiary Company	Availing and rendering of services	10
Nityo Tech Private Limited	Subsidiary Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20
White Rivers Media Solu-tions Private Limited	Subsidiary Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	50
		Availing of Corporate guarantee	50
		Investment in Equity Shares	100
FE Ventures Private Limited	Step-down Subsidiary (Group Company)	Availing and rendering of services	50
		Availing and rendering of revolving loan facility	50

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

6. Approval of Material Related Party Transactions between Estorifi Solutions Limited (formerly known as Estorifi Solutions Private Limited), a subsidiary of the Company with its Related parties and the Related parties of the Company.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, and based on the recommendation/approval of the Audit Committee and the Board of the Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of Estorifi Solutions Limited (formerly known as Estorifi Solutions Private Limited) and the related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) in the ordinary course of business and on arms’ length basis, as more specifically detailed out in Table forming part of item no. 6 of the explanatory statement annexed to this notice, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that such transactions (including existing contracts / arrangements /transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, for a period not exceeding twelve months, as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law.

Related Party Transaction to be entered into with related parties for FY 2025–2026 is as follows:

Name of the Related Party	Relationship	Nature of Transaction	Value of Transaction (Rs. in Crores)
Raja Debnath	Promoter and Director	Availing of revolving loan facility (To take revolving loan facility from Raja Debnath)	50
Gautam Udani	Promoter and Director	Availing of revolving loan facility (To take revolving loan facility from Gautam Udani)	50
Veefin Solutions Limited	Holding Company	Availing and rendering of services	50
		Availing and rendering of revolving loan facility	100
		Availing of Corporate guarantee	100
Infini Systems Limited	Group Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20
GlobeTF Solutions Limited	Group Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20
Veefin Capital Private Limited	Group Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20
Regime Tax Solutions Private Limited	Step-down Subsidiary (Group Company)	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	50
Epikindifi Software and Solutions Private Limited	Step-down Subsidiary (Group Company)	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	50
		Investment in Compulsorily Convertible Preference Shares (CCPS)	50

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

7.Approval of Material Related Party Transactions between GlobeTF Solutions Limited (formerly known as GlobeTF Solutions Private Limited), a subsidiary of the Company with its Related parties and the Related parties of the Company.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, and based on the recommendation/approval of the Audit Committee and the Board of the Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of GlobeTF Solutions Limited (formerly known as GlobeTF Solutions Private Limited) and the related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) in the ordinary course of business and on arms’ length basis, as more specifically detailed out in Table forming part of item no. 7 of the explanatory statement annexed to this notice, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that such transactions (including existing contracts / arrangements /transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, for a period not exceeding twelve months, as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law.

Related Party Transaction to be entered into with related parties for FY 2025–2026 is as follows:

Name of the Related Party	Relationship	Nature of Transaction	Value of Transaction (Rs. in Crores)
Raja Debnath	Promoter and Director	Availing of revolving loan facility (To take revolving loan facility from Raja Debnath)	20
Gautam Udani	Promoter and Director	Availing of revolving loan facility (To take revolving loan facility from Gautam Udani)	20
Veefin Solutions Limited	Holding Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20
Infini Systems Limited	Group Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20
Veefin Capital Private Limited	Group Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

8 Approval of Material Related Party Transactions between Veefin Capital Private Limited, a subsidiary of the Company with its Related parties and the Related parties of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of

Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, and based on the recommendation/approval of the Audit Committee and the Board of the Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of Veefin Capital Private Limited and the related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) in the ordinary course of business and on arms’ length basis, as more specifically detailed out in Table forming part of item no. 8 of the explanatory statement annexed to this notice, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that such transactions (including existing contracts / arrangements /transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, for a period not exceeding twelve months, as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law.

Related Party Transaction to be entered into with related parties for FY 2025–2026 is as follows

Name of the Related Party	Relationship	Nature of Transaction	Value of Transaction (Rs. in Crores)
Raja Debnath	Promoter and Director	Availing of revolving loan facility (To take revolving loan facility from Raja Debnath)	20
Veefin Solutions Limited	Holding Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	50
Infini Systems Limited	Group Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20
Estorifi Solutions Limited	Group Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20
GlobeTF Solutions Limited	Group Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

9.Approval of Material Related Party Transactions between Nityo Tech Private Limited, a step-down Subsidiary of the Company with its Related parties and the Related parties of the Company.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, and based on the recommendation/approval of the Audit Committee and the Board of the Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of Nityo Tech Private Limited and the related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) in the ordinary course of business and on arms’ length basis, as more specifically detailed out in Table forming part of item no. 9 of the explanatory statement annexed to this notice, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that such transactions (including existing contracts / arrangements /transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, for a period not exceeding twelve months, as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law.

Related Party Transaction to be entered into with related parties for FY 2025-2026 is as follows:

Name of the Related Party	Relationship	Nature of Transaction	Value of Transac- tion (Rs. in Crores)
Raja Debnath	Promoter & Director	Availing of revolving loan facility (To take revolving loan facility from Raja Debnath)	20
Gautam Udani	Promoter & Director	Availing of revolving loan facility (To take revolving loan facility from Gautam Udani)	20
Veefin Solutions Limited	Holding Company	Availing and rendering of services	50
		Availing and rendering of revolving loan facility	50
		Availing of Corporate guarantee	50
Infini Systems Limited	Holding Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20
Bhavyansh Infotech Private Limited	Group Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

10. Approval of Material Related Party Transactions between Regime Tax Solutions Private Limited, a step- down subsidiary of the Company with its Related parties and the Related parties of the Company.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, and based on the recommendation/approval of the Audit Committee and the Board of the Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of Regime Tax Solutions Private Limited and the related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) in the ordinary course of business and on arms’ length basis, as more specifically detailed out in Table forming part of item no. 10 of the explanatory statement annexed to this notice, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that such transactions (including existing contracts / arrangements / transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, for a period not exceeding twelve months, as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law.

Related Party Transaction to be entered into with related parties for FY 2025–2026 is as follows:

Name of the Related Party	Relationship	Nature of Transaction	Value of Transac- tion (Rs. in Crores)
Raja Debnath	Nominee Director	Availing of revolving loan facility (To take revolving loan facility from Raja Debnath)	20
Gautam Udani	Nominee Director	Availing of revolving loan facility (To take revolving loan facility from Gautam Udani)	20
Veefin Solutions Limited	Holding Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20
Estorifi Solutions Limited	Holding Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

11. Approval of Material Related Party Transactions between Epikindifi Software and Solutions Private Limited, a step-down subsidiary of the Company with its Related parties and the Related parties of the Company.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, and based on the recommendation/ approval of the Audit Committee and the Board of the Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of Epikindifi Software and Solutions Private Limited and the related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) in the ordinary course of business and on arms’ length basis, as more specifically detailed out in Table forming part of item no. 11 of the explanatory statement annexed to this notice, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that such transactions (including existing contracts / arrangements /transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, for a period not exceeding twelve months, as per SEBI Circular dated SEBI/HO/ CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law.

Related Party Transaction to be entered into with related parties for FY 2025–2026 is as follows:

Name of the Related Party	Relationship	Nature of Transaction	Value of Transaction (Rs. in Crores)
Rajendra Awasthi	Director	Availing of revolving loan facility (To take revolving loan facility from Rajendra Awasthi)	20
Sushmitshri Babu	Director	Availing of revolving loan facility (To take revolving loan facility from Sushmitshri Babu)	20
Veefin Solutions Limited	Holding Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20
Estorifi Solutions Limited	Holding Company	Availing and rendering of services	20
		Availing and rendering of revolving loan facility	20

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

12. Approval of Material Related Party Transactions between FE Ventures Private Limited, a step-down subsidiary of the Company with its Related parties and the Related parties of the Company.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents

permissions, approvals as may be required in this behalf, and based on the recommendation/approval of the Audit Committee and the Board of the Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of FE Ventures Private Limited and the related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) in the ordinary course of business and on arms’ length basis, as more specifically detailed out in Table forming part of item no. 12 of the explanatory statement annexed to this notice, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that such transactions (including existing contracts / arrangements /transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, for a period not exceeding twelve months, as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law

Related Party Transaction to be entered into with related parties for FY 2025–2026 is as follows:

Name of the Related Party	Relationship	Nature of Transaction	Value of Transaction (Rs. in Crores)
Shrenik Gandhi	Promoter & Director	Availing of revolving loan facility (To take revolving loan facility from Shrenik Gandhi)	50
White Rivers Media Solutions Private Limited	Holding Company	Availing and rendering of services	100
		Availing and rendering of revolving loan facility	50
Veefin Solutions Limited	Holding Company	Availing and rendering of services	50
		Availing and rendering of revolving loan facility	50
Infini Systems Limited	Holding Company	Availing and rendering of services	50
		Availing and rendering of revolving loan facility	50

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

13. Approval of Material Related Party Transactions between White Rivers Media Solutions Private Limited, a step-down subsidiary of the Company with its Related parties and the Related parties of the Company.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, and based on the recommendation/approval of the Audit Committee and the Board of the Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of White Rivers Media Solutions Private Limited and the related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) in the ordinary course of business and on arms’ length basis, as more specifically detailed out in Table forming part of item no. 13 of the explanatory statement annexed to this notice, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that such transactions (including existing contracts / arrangements / transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, for a period not exceeding twelve months, as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law.

Related Party Transaction to be entered into with related parties for FY 2025–2026 is as follows

Name of the Related Party	Relationship	Nature of Transaction	Value of Transaction (Rs. in Crores)
Shrenik Gandhi	Promoter & Director	Availing of revolving loan facility (To take revolving loan facility from Shrenik Gandhi)	50
Meetesh Kothari	Promoter & Director	Availing of revolving loan facility (To take revolving loan facility from Meetesh Kothari)	50
Raja Debnath	Director	Availing of revolving loan facility (To take revolving loan facility from Raja Debnath)	50
Gautam Udani	Director	Availing of revolving loan facility (To take revolving loan facility from Gautam Udani)	50
FE Venture Private Limited	Subsidiary Company	Availing and rendering of services	100
		Availing and rendering of revolving loan facility	50
Veefin Solutions Limited	Holding Company	Availing and rendering of services	50
		Availing and rendering of revolving loan facility	50
Infini Systems Limited	Holding Company	Availing and rendering of services	50
		Availing and rendering of revolving loan facility	50
Nityo Tech Private Limited	Group Company	Availing and rendering of services	50
		Availing and rendering of revolving loan facility	50

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution

RESOLVED FURTHER THAT all actions taken by the Board of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

14. Approval of Material Related Party Transactions of Veefin Solutions Limited (Company) with Infini Systems Limited and Nityo Tech Private Limited Step-down Subsidiary (Group Company)

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Regulation 2, 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) and Policy on materiality of related party transactions and on dealing with related party transactions, further to approval of Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with following subsidiaries of the Company as per the details set out below and in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds of materiality as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company for the transactions provided as under:

Name of the Related Party	Relationship	Nature of Transaction	Value of Transaction (Rs. in Crores)	Tenure
Infini Systems Limited	Subsidiary Company	Corporate Guarantee against principal amount of INR 21 Crores (Rupees Twenty One Crore Only) and interest thereon raised by Infini Systems Limited against issue of unrated, unlisted, secured, redeemable, non-convertible debentures.	21	5 year from the date of disbursement or such further term as may be decided
Nityo Tech Private Limited	Step-down Subsidiary (Group Company)	Corporate Guarantee against principal amount of INR 9 Crores (Rupees Nine Crore Only) and interest thereon raised by Nityo tech Private Limited against issue of unrated, unlisted, secured, redeemable, non-convertible debentures.	9	5 year from the date of disbursement or such further term as may be decided

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.”

15. To consider and approve increase in the aggregate number of employee stock options and equity shares reserved under ‘Veefin – Employee Stock Option Plan 2023’:

To consider, and if thought fit, to pass the following resolution as **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, read with Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), and all other applicable provisions, if any, the relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), the consent of the members of the Company be and is hereby accorded for the amendment made in ‘Veefin – Employee Stock Option Plan 2023’ (“ESOP 2023”/ “Scheme”), to increase the aggregate number of employee stock options (“Options”) from 28,00,000 (Twenty-eight Lakhs) Options to 38,00,000 (Thirty-Eight Lakhs) Options by creating additional 10,00,000 (Ten Lakhs) Options, exercisable into not exceeding 10,00,000 (Ten Lakhs) equity shares (“Shares”) of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, where one Option would convert into one equity share upon exercise, on such terms and in such manner in accordance with the provisions of the applicable laws and the provisions of ESOP 2023.”

“RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation, split, change in capital structure of the Company, as applicable from time, if any additional Options granted or equity shares are issued by the Company to the grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and equity shares specified above shall be deemed to be increased to the extent of such additional Options granted or equity shares issued.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable by the grantees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted stock options under the Scheme and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.”

“RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.”

“RESOLVED FURTHER THAT 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) be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion, and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions to give effect to this resolution.”

**BY ORDER OF THE BOARD
For VEEFIN SOLUTIONS LIMITED
(FORMERLY KNOWN AS VEEFIN SOLUTIONS PRIVATE LIMITED)**

**URJA HARSH THAKKAR
COMPANY SECRETARY & COMPLIANCE OFFICER**

Global One, 2nd Floor, Office 1,
CTS NO 252 252 1, OPP SBI,LBS MARG, KURLA(W), Mumbai,
Maharashtra, India, 400070

DATE: SEPTEMBER 01, 2025
PLACE: MUMBAI

Notes

1. The Fifth Annual General Meeting of the Company will be held on Friday, September 26, 2025 at 03.00 p.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the applicable provisions.

2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. 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 for 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.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.veefin.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. In terms of Section 136 of the Companies Act, 2013 (the 'Act') read with the rules made thereunder, Regulation 36 of the Listing Regulations and in terms of circulars issued by MCA and SEBI, the notice of 5th AGM along with the annual report, including financial statements, boards' report, etc. are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories unless the Members have requested for a physical copy of the same. Members may note that this Notice and Annual Report 2024-25 will also be available on the Company's website www.veefin.com and website of BSE Limited at www.bsesme.com / www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

9. In compliance with Regulation 36 of the Listing Regulations, the Company is also sending a written communication to Members, who have not yet registered their email addresses, providing the web-link of the exact path, where complete details of Annual Report for financial year 2024-25 will be available

10. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

11. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, September 19, 2025 by 05:00 p.m. IST through e-mail at investors@veefin.com to enable the Management to keep full information ready on the date of AGM.

12. The information regarding the Director who is proposed to be appointed/re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued, is annexed hereto.

13. An explanatory statement setting out details relating to the businesses to be transacted at the Annual General Meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.

14. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

15. 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 the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents relevant referred to in the Notice of AGM and explanatory statement will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to investors@veefin.com.

16. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.

17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

18. The Annual Report along with the Notice of AGM will be placed on the Company's website on <https://www.veefin.com/>

19. As per the MCA Circular 20/2020 dated 5th May, 2020 and SEBI Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/ CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 ("SEBI Circular") (collectively referred to as "Circulars"), the Annual Report will be sent through electronic mode to only those Members whose email id's are registered with the Registrar and Share Transfer Agent of the Company / Depository participant unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Annual Report 2024-25 to those Members who request the same at investors@veefin.com mentioning their Folio No. / DP ID and Client ID.

20. The Board of Directors have appointed Mr. Maharshi Ganatra, Proprietor, Maharshi Ganatra and Associates Practicing Company Secretary (Mem No.- F11332; COP No.: 14520), as the Scrutinizer to scrutinize the remote e-voting process as well as e-voting during the AGM in a fair and transparent manner.

21. The Scrutiniser will submit his report to the Chairman or to any other person authorised by the Chairman after completion of scrutiny of the votes cast through remote e-Voting before/during the AGM, within the time stipulated under the applicable laws. The results declared along with the Scrutiniser's report shall be communicated to the Stock Exchanges on which the Company's shares are listed and will also be displayed on the Company's website at www.veefin.com; NSDL's website at evoting@nsdl.co.in and Notice Board at the Registered Office of the Company.

22. Members are also requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile number, PAN, registration of nomination, power of attorney registration, bank mandate details, etc. to their DPs and to the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093.

23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time

24. 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 Circulars issued by the Ministry of Corporate Affairs (as may be notified from time to time) 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system on the date of the AGM will be provided by NSDL.

25. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.veefin.com/>. The Notice can also be accessed from the website of the National Stock Exchange of India, Limited at <https://www.nseindia.com/>. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.

26. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: –

The remote e-voting period begins on Monday, September 22, 2025 at 09:00 A.M. and ends on Thursday, September 25, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 19, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 19, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
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1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to maharshi@maharshiganatra.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Rimpa Bag at evoting@nsdl.com

General Guidelines for shareholders

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@veefin.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@veefin.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@veefin.com. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN and mobile number at investors@veefin.com from Monday, September 20, 2025 (9.00 a.m. IST) to Thursday, September 25, 2025 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3 to Item No. 15 of the accompanying Notice dated July 08, 2025.

Item No. 3

The Board at its meeting held on September 01, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s Maharshi Ganatra and Associates, Practicing Company Secretaries, a peer reviewed firm (C.P. No 14520) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Maharshi Ganatra & Associates is a Practising Company Secretaries Firm started by Maharshi Ganatra in the year 2014. Maharshi Ganatra is currently a Fellow Member of ICSI (FCS) vide Membership Number FI1332 and Certificate of Practice Number 14520. The firm is specialised in the areas of Corporate Laws, Tax Laws and Other Laws Advisory and have in depth knowledge and expertise in the providing Audits, Corporate Secretarial and Legal Services to Domestic and International Clients.

Maharshi Ganatra & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by Maharshi Ganatra & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

In addition to the secretarial audit, Maharshi Ganatra & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

Additional information about Secretarial Auditor pursuant to Regulation 36(5) of the Listing Regulations & Brief Profile & Rationale is provided below:	
Terms of Appointment	In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Secretarial Auditor of the Company is being appointed for the period of 5 consecutive years from FY 2025-2026 till FY 2029-2030.
Proposed Audit fees payable to Auditor	The Secretarial Audit fees payable to the Auditor shall be Rs. 1,00,000 per annum, plus out-of-pocket expenses and applicable taxes (excluding GST) as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors. The Board of Directors is authorized to alter and vary the terms and conditions of the appointment, including the remuneration, in such manner and to such extent as may be mutually agreed upon with the Secretarial Auditor, from time to time.
Rationale for material change in the audit fees proposed to be paid the proposed secretarial auditor as compared to the previous / outgoing auditor	Not Applicable.
Basis of recommendation and Auditor credentials	Considering the industry experience, competency of the auditor, handling secretarial audits, technical expertise, capacity and eligibility criteria prescribed under Listing Regulations ability in providing services to the Company, independence, audit fees, etc., the audit committee at their meeting held on 28th August, 2025 and the Board at their meeting held on 1st September, 2025, have approved the appointment of M/s. Maharshi Ganatra and Associates, as the Secretarial Auditor of the Company as mentioned above and have recommended their appointment for approval of the members of the Company. Maharshi Ganatra & Associates is a Practising Company Secretaries, a peer reviewed firm started by Maharshi Ganatra in the year 2014. Maharshi Ganatra is currently a Fellow Member of ICSI (FCS) vide Membership Number FI1332 and Certificate of Practice Number 14520. The firm is specialised in the areas of Corporate Laws, Tax Laws and Other Laws Advisory and have in depth knowledge and expertise in the providing Audits, Corporate Secretarial and Legal Services to Domestic and International Clients.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 3 of this Notice.

Item No. 4

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all 'Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 50 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

However, as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f. April 01, 2022 i.e., 10% of the annual consolidated turnover, approval of the Members of the Company is therefore required for this item in terms of Regulation 23 of the Listing Regulations, by way of passing an Ordinary Resolution, for approval of the aforesaid Material Related Party Transactions to be entered into from the 5th AGM until the conclusion of the 6th AGM of the Company to be held in the Financial Year 2026-27.

The Company seeks approval from the Members to enter into contract(s) or arrangements(s) with the related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as mentioned in the below table:

In accordance with the prescribed SEBI circular, the requisite details to be placed before the Members are set out in the table below:

Sr No	Particulars															
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Raja Debnath – Promoter and Director	Gautam Udani – Promoter and Director	Estorifi Solutions Limited. – Subsidiary Company	Infini Systems Limited. – Subsidiary Company	Templeton Solutions FZE – Group Company	GlobeTF Solutions Limited – Subsidiary Company		Veefin Capital Private Limited – Subsidiary Company	Chain Fintech Solutions Limited– Step–down Subsidiary (Group Company)	Nityo Tech Private Limited– Step–down Subsidiary (Group Company)	Regime Tax Solutions Private Limied– Step–down Subsidiary (Group Company)	Veefin solutions Ltd – Bangladesh– Subsidiary Company	Veefin Solutions Limited FZCO–Subsidiary Co	Epikindifi Software and Solutions Private Limited– Group Company	FE Ventures Private Limied–Step–down Subsidiary (Group Company)
2	Type, material terms and particulars of the proposed transaction;	Availing of revolving loan facility (To take revolving loan facility from Raja Debnath)	Availing of revolving loan facility (To take revolving loan facility from Gautam Udani)	Availing and rendering of services; Availing and rendering of revolving loan facility. To give Corporate guarantee	Availing and rendering of services; Availing and rendering of revolving loan facility , To give Corporate guarantee	Availing and rendering of services	Availing and rendering of services; Availing and rendering of revolving loan facility		Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services	Availing and rendering of services	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility
3	Tenure of the proposed transaction (particular tenure shall be specified);	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM		From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM
4	Value of the proposed transaction; (Rs. in Crores)	Value of Transaction for Availing of Revolving Loan Facility – 50 Cr	Value of Transaction for Availing of Revolving Loan Facility – 50 Cr	Value of Transaction for Availing & Rendering of Services – 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility – 100CR Value of Transaction for To give Corporate Guarantee – 100CR	Value of Transaction for Availing & Rendering of Services – 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility – 100CR Value of Transaction for To give Corporate Guarantee – 100CR	Value of Transaction for Availing and rendering of Services – 20 CR	Value of Transaction for Availing & Rendering of Services – 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility – 50CR		Value of Transaction for Availing & Rendering of Services – 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility– 50CR	Value of Transaction for Availing & Rendering of Services – 20CR	Value of Transaction for Availing & Rendering of Services – 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility – 50CR	Value of Transaction for Availing & Rendering of Services – 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility – 50CR	Value of Transaction for Availing & Rendering of Services – 20CR	Value of Transaction for Availing & Rendering of Services – 20CR	Value of Transaction for Availing & Rendering of Services – 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility – 20CR	Value of Transaction for Availing & Rendering of Services – 50CR Value of Transaction for Availing & Rendering of Revolving Loan facility – 50CR
5	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	64%	64%	127%	127%	25%	64%		64%	25%	64%	64%	25%	25%	25%	64%

Sr No	Particulars															
6	If the trans- action relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary a) Details of the source of funds in connection with the proposed transaction b) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments • nature of indebtedness; • cost offunds; and • tenure c) Applicable terms, including cove- nants, tenure, interest rate and repay- ment sched- ule, whether secured or unsecured; if secured, the nature of secu- rity d) The pur- pose for which the funds will be utilized by the ultimate beneficiary of such funds pursu- ant to the RPT	(a)Owned Funds	(a)Owned Funds	(a)Owned/ Borrowed Funds	(a)Owned/ Borrowed Funds	(a)Owned/ Borrowed Funds	(a)Owned/ Borrowed Funds		(a)Owned/ Borrowed Funds	(a)Owned/ Borrowed Funds	(a)Owned/ Borrowed Funds	(a)Owned/ Borrowed Funds	(a)Owned/ Borrowed Funds	(a)Owned/ Borrowed Funds	(a)Owned/ Borrowed Funds	(a)Owned/ Borrowed Funds
(b) Not appli- cable		(b) Not appli- cable	(b) Not appli- cable	(b) Not appli- cable	(b) Not appli- cable	(b) Not applicable		(b) Not appli- cable	(b) Not appli- cable	(b) Not appli- cable	(b) Not appli- cable	(b) Not appli- cable	(b) Not appli- cable	(b) Not appli- cable	(b) Not appli- cable	
(c) Term of Loan: As per agreement		(c) Term of Loan: As per agreement	(c) Term of Loan: As per agreement	(c) Term of Loan: As per agreement	(c) Term of Loan: As per agreement	(c) Term of Loan: As per agreement	(c) Term of Loan: As per agreement		(c) Term of Loan: As per agreement	(c) Term of Loan: As per agreement	(c) Term of Loan: As per agreement	(c) Term of Loan: As per agreement	(c) Term of Loan: As per agreement	(c) Term of Loan: As per agreement	(c) Term of Loan: As per agreement	(c) Term of Loan: As per agreement
Tenure: Less than 1 year		Tenure: Less than 1 year	Tenure: Less than 1 year	Tenure: Less than 1 year	Tenure: Less than 1 year	Tenure: Less than 1 year	Tenure: Less than 1 year		Tenure: Less than 1 year	Tenure: Less than 1 year	Tenure: Less than 1 year	Tenure: Less than 1 year	Tenure: Less than 1 year	Tenure: Less than 1 year	Tenure: Less than 1 year	Tenure: Less than 1 year
Interest Rate: Interest Free		Interest Rate:Interest Free	Interest Rate: Rate as on date of dis-bursegment	Interest Rate: Rate as on date of dis-bursegment	Interest Rate: Rate as on date of dis-bursegment	Interest Rate: Rate as on date of dis-bursegment	Interest Rate: Rate as on date of disbursement		Interest Rate: Rate as on date of dis-bursegment	Interest Rate: Rate as on date of dis-bursegment	Interest Rate: Rate as on date of dis-bursegment	Interest Rate: Rate as on date of dis-bursegment	Interest Rate: Rate as on date of dis-bursegment	Interest Rate: Rate as on date of dis-bursegment	Interest Rate: Rate as on date of dis-bursegment	Interest Rate: Rate as on date of dis-bursegment
Repayment schedule: On Demand		Repayment schedule: On Demand	Repayment schedule: On Demand	Repayment schedule: On Demand	Repayment schedule: On Demand	Repayment schedule: On Demand	Repayment schedule: On Demand		Repayment schedule: On Demand	Repayment schedule: On Demand	Repayment schedule: On Demand	Repayment schedule: On Demand	Repayment schedule: On Demand	Repayment schedule: On Demand	Repayment schedule: On Demand	Repayment schedule: On Demand
Whether se-cured or unse-cured loans: Unsecured		Whether se-cured or unse-cured loans: Unsecured	Whether secured or un-secured loans: Unsecured	Whether secured or un-secured loans: Unsecured	Whether secured or un-secured loans: Unsecured	Whether secured or un-secured loans: Unsecured	Whether secured or un-secured loans: Unsecured		Whether secured or unsecured loans: Unse-cured	Whether secured or unsecured loans: Unse-cured	Whether secured or unsecured loans: Unse-cured	Whether secured or unsecured loans: Unse-cured	Whether secured or unsecured loans: Unse-cured	Whether secured or unsecured loans: Unse-cured	Whether secured or unsecured loans: Unse-cured	Whether secured or unsecured loans: Unse-cured
d) To fulfil Working Capital. Requirement and for business opera		(d) To fulfil Working Cap-ital. Require-ment and for business operations	(d) To fulfil Working Cap-ital. Require-ment and for business operations	(d) To fulfil Working Cap-ital. Require-ment and for business operations	(d) To fulfil Working Cap-ital. Require-ment and for business operations	(d) To fulfil Working Cap-ital. Require-ment and for business operations	(d) To fulfil Working Capital. Require-ment and for business operations		(d) To fulfil Working Cap-ital. Require-ment and for business operations	(d) To fulfil Working Cap-ital. Require-ment and for business operations	(d) To fulfil Working Cap-ital. Require-ment and for business operations	(d) To fulfil Working Cap-ital. Require-ment and for business operations	(d) To fulfil Working Cap-ital. Require-ment and for business operations	(d) To fulfil Working Cap-ital. Require-ment and for business operations	(d) To fulfil Working Cap-ital. Require-ment and for business operations	(d) To fulfil Working Cap-ital. Require-ment and for business operations

Sr No	Particulars														
7	Justification as to why the RPT is in the interest of the listed entity	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.		For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA	NA	NA	NA	NA	NA		NA	NA	NA	NA	NA	NA	NA
9	Any other information that may be relevant	Nil	Nil	Nil	Nil	Nil	Nil		Nil	Nil	Nil	Nil	Nil	Nil	Nil
10	The indicative base price or current contracted price and the formula for variation in the price, if any	NA	NA	NA	NA	NA	NA		NA	NA	NA	NA	NA	NA	NA
11	Instrument for Transaction	Agreements	Agreements	Agreement & Invoice	Agreement & Invoice	Agreement & Invoice	Agreement & Invoice		Agreement & Invoice	Agreement & Invoice	Agreement & Invoice	Agreement & Invoice	Agreement & Invoice	Agreement & Invoice	Agreement & Invoice

Nature of Concern or Interest of Directors:

None of Directors except Mr. Gautam Udani, Mr. Raja Debnath, Mr. Afzal Modak, Mr. Ajay Rajendran & Ms. Payal Maisheri (Chief Financial Officer) are interested in the above resolution and thus will not vote on this resolution. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.4 of the Notice, whether the entity is a Related Party to the particular transaction or not

Item No.5

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all 'Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 50 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

However, as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f. April 01, 2022 i.e., 10% of the annual consolidated turnover, approval of the Members of the Company is therefore required for this item in terms of Regulation 23 of the Listing Regulations, by way of passing an Ordinary Resolution, for approval of the aforesaid Material Related Party Transactions to be entered into from the 5th AGM until the conclusion of the 6th AGM of the Company to be held in the Financial Year 2026-27.

The Company seeks approval from the Members to enter into contract(s) or arrangements(s) with the related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as mentioned in the below table.

In accordance with the prescribed SEBI circular, the requisite details to be placed before the Members are set out in the table below:

Sr No	Particulars											
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Raja Debnath – Promoter and Director	Gautam Udani – Promoter and Director	Veefin Solutions Limited – Holding Company	Estorifi Systems Limited. – Group Company		GlobeTF Solutions Limited- Group Company	Veefin Capital Private Limited- Group Company	Chain Fintech Solutions Limited- Subsidiary Company	Nityo Tech Private Limited-Subsidiary Company	White Rivers Media Solutions Private Limited- Subsidiary Company	FE Ventures Private Limited-Step-down Subsidiary (Group Company)
2	Type, material terms and particulars of the proposed transaction;	Availing of revolving loan facility (To take revolving loan facility from Raja Debnath)	Availing of revolving loan facility (To take revolving loan facility from Gautam Udani)	Availing and rendering of services; Availing and rendering of revolving loan facility Availing of Corporate guarantee	Availing and rendering of services; Availing and rendering of revolving loan facility		Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services;	Availing and rendering of services; Availing and rendering of revolving loan facility.	Availing and rendering of services; Availing and rendering of revolving loan facility Availing of Corporate guarantee Investment in Equity shares	Availing and rendering of services; Availing and rendering of revolving loan facility
3	Tenure of the proposed transaction (particular tenure shall be specified);	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM		From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM
4	Value of the proposed transaction; (Rs. in Crores	Value of Transaction for Availing of Revolving Loan Facility – 50 CR	Value of Transaction for Availing of Revolving Loan Facility – 50 CR	Value of Transaction for Availing & Rendering of Services – 50CR Value of Transaction for Availing & Rendering of Revolving Loan facility – 100CR Value of Transaction for Availing Corporate Guarantee – 100CR	Value of Transaction for Availing & Rendering of Services – 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility– 20CR		Value of Transaction for Availing & Rendering of Services – 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility– 20CR	Value of Transaction for Availing & Rendering of Services – 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility– 20CR	Value of Transaction for Availing & Rendering of Services – 10CR	Value of Transaction for Availing & Rendering of Services – 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility– 20CR	Value of Transaction for Availing & Rendering of Services – 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility – 50CR Value of Transaction for Availing Corporate Guarantee – 50CR Value of Transaction for Investment in Equity shares– 100CR	Value of Transaction for Availing & Rendering of Services – 50CR Value of Transaction for Availing & Rendering of Revolving Loan facility – 50CR
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	151%	151%	151%	303%		61%	61%	30%	61%	303%	151%

Sr No	Particulars											
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a) Details of the source of funds in connection with the proposed transaction b) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	(a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	(a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate:Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	I(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate:Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations		(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate:Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate:Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate:Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate:Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate:Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate:Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations
7	Justification as to why the RPT is in the interest of the listed entity	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.		For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.

Sr No	Particulars											
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable	Not Applicable	Not Applicable	Not Applicable		Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
9	Any other information that may be relevant	Nil	Nil	Nil	Nil		Nil	Nil	Nil	Nil	Nil	Nil
10	The indicative base price or current contracted price and the formula for variation in the price, if any	NA	NA	NA	NA		NA	NA	NA	NA	NA	NA
11	Instrument for Transaction	Agreement	Agreement	Agreement & invoice	Agreement & invoice		Agreement & invoice	Agreement & invoice	Agreement & invoice	Agreement & invoice	Agreement & invoice	Agreement & invoice

Nature of Concern or Interest of Directors:

None of Directors except Mr. Gautam Udani, Mr. Raja Debnath & Ms. Payal Maisheri (Chief Financial Officer) are interested in the above resolution and thus will not vote on this resolution. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.5 of the Notice, whether the entity is a Related Party to the particular transaction or not.

ITEM NO 6

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all 'Material Related Party Transactions'. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 50 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

However, as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f. April 01, 2022 i.e., 10% of the annual consolidated turnover, approval of the Members of the Company is therefore required for this item in terms of Regulation 23 of the Listing Regulations, by way of passing an Ordinary Resolution, for approval of the aforesaid Material Related Party Transactions to be entered into from the 5th AGM until the conclusion of the 6th AGM of the Company to be held in the Financial Year 2026-27.

The Company seeks approval from the Members to enter into contract(s) or arrangements(s) with the related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as mentioned in the below table.

In accordance with the prescribed SEBI circular, the requisite details to be placed before the Members are set out in the table below:

Sr No.	Particulars									
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Raja Debnath - Promoter and Director	Gautam Udani - Promoter and Director	Veefin Solutions Limited-Holding Company	Infini Systems Limited- Group Company		GlobeTF Solutions Limited-Group Company	Veefin Capital Private Limited-Group Company	Regime Tax Solutions Private Limited- Subsidiary Company	Epikindifi Software and Solutions Private Limited- Subsidiary Company
2	Type, material terms and particulars of the proposed transaction;	Availing of revolving loan facility (To take revolving loan facility from Raja Debnath)	Availing of revolving loan facility (To take revolving loan facility from Gautam Udani)	Availing and rendering of services; Availing and rendering of revolving loan facility Availing of Corporate guarantee	Availing and rendering of services; Availing and rendering of revolving loan facility		Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility: Investment in compulsory convertible preference shares (CCPS)
3	Tenure of the proposed transaction (particular tenure shall be specified);	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM		From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM
4	Value of the proposed transaction; (Rs. in Crores)	Value of Transaction for Availing of Revolving Loan Facility - 50 CR	Value of Transaction for Availing of Revolving Loan Facility - 50 CR	Value of Transaction for Availing & Rendering of Services - 50CR Value of Transaction for Availing & Rendering of Revolving Loan facility- 100CR Value of Transaction for Availing Corporate Guarantee - 100CR	Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility- 20CR		Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility-20CR	Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan Facility-20CR	Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan Facility-50CR	Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility - 50CR Value of Transaction for Investment in Compulsorily Convertible Preference Shares (CCPS)- 50 CR
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	905%	905%	1810%	362%		362%	362%	905%	905%

Sr No.	Particulars									
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a) Details of the source of funds in connection with the proposed transaction b) where any financial indebtedness is incurred to make or give loans, inter corporate deposits advances or investments • nature of indebtedness; • cost of funds; and • tenure c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	(a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	(a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations		(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations
7	Justification as to why the RPT is in the interest of the listed entity	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.		For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.

Sr No.	Particulars									
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA	NA	NA	NA		NA	NA	NA	NA
9	Any other information that may be relevant	Nil	Nil	Nil	Nil.		Nil	Nil	Nil	Nil
10	The indicative base price or current contracted price and the formula for variation in the price, if any	NA	NA	NA	NA		NA	NA	NA	NA
11	Instrument for Trans-action	Agreement	Agreement	Agreement & invoice	Agreement & invoice		Agreement & invoice	Agreement & invoice	Agreement & invoice	Agreement & invoice

Nature of Concern or Interest of Directors:

None of Directors except Mr. Gautam Udani, Mr. Raja Debnath, Mr. Ajay Rajendra & Ms. Payal Maisheri (Chief Financial Officer) are interested in the above resolution and thus will not vote on this resolution. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.6 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No.7

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all 'Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 50 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

However, as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f. April 01, 2022 i.e., 10% of the annual consolidated turnover, approval of the Members of the Company is therefore required for this item in terms of Regulation 23 of the Listing Regulations, by way of passing an Ordinary Resolution, for approval of the aforesaid Material Related Party Transactions to be entered into from the 5th AGM until the conclusion of the 6th AGM of the Company to be held in the Financial Year 2026-27.

The Company seeks approval from the Members to enter into contract(s) or arrangements(s) with the related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as mentioned in the below table.

In accordance with the prescribed SEBI circular, the requisite details to be placed before the Members are set out in the table below:

Sr No.	Particulars						
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Raja Debnath - Promoter and Director	Gautam Udani - Promoter and Director		Infini Systems Limited-Group Company	Veefin Solutions Limited-Holding Company	Veefin Capital Private Limited-Group Company
2	Type, material terms and particulars of the proposed transaction;	Availing of revolving loan facility (To take revolving loan facility from Raja Debnath)	Availing of revolving loan facility (To take revolving loan facility from Gautam Udani)		Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility
3	Tenure of the proposed transaction (particular tenure shall be specified);	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM		From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM
4	Value of the proposed transaction; (Rs. in Crores)	Value of Transaction for Availing of Revolving Loan Facility - 20 CR	Value of Transaction for Availing of Revolving Loan Facility - 20 CR		Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility- 20CR	Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility - 20CR	Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility - 20CR
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	10000%	10000%		10000%	10000%	10000%

Sr No.	Particulars						
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a) Details of the source of funds in connection with the proposed transaction b) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations		a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations
7	Justification as to why the RPT is in the interest of the listed entity	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of fulfilling Working Capital Requirement and for business operations		For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.

Sr No.	Particulars						
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA	NA		NA	NA	NA
9	Any other information that may be relevant	Nil	Nil		Nil	Nil	Nil
10	The indicative base price or current contracted price and the formula for variation in the price, if any	NA	NA		NA	NA	NA
11	Instrument for Transaction	Agreement	Agreement		Agreement & invoice	Agreement & invoice	Agreement & invoice

Nature of Concern or Interest of Directors:

None of Directors except Mr. Gautam Udani, Mr. Raja Debnath and Ms. Payal Maisheri (Chief Financial Officer) are interested in the above resolution and thus will not vote on this resolution. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.7 of the Notice, whether the entity is a Related Party to the particular transaction or not.

In accordance with the prescribed SEBI circular, the requisite details to be placed before the Members are set out in the table below:

Sr No.	Particulars						
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Raja Debnath - Promoter and Director	Veefin Solutions Limited-Holding Company		Infini Systems Limited-Group Company	Estorifi Solutions Limited-Group Company	GlobeTF Solutions Limited-Group Company
2	Type, material terms and particulars of the proposed transaction;	Availing of revolving loan facility (To take revolving loan facility from Raja Debnath)	Availing and rendering of services; Availing and rendering of revolving loan facility		Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility
3	Tenure of the proposed transaction (particular tenure shall be specified);	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM		From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM
4	Value of the proposed transaction; (Rs. in Crores)	Value of Transaction for Availing of Revolving Loan Facility - 20 CR	Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility- 50CR		Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility- 20CR	Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility- 20CR	Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility- 20CR
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	NA	NA		NA	NA	NA

Sr No.	Particulars						
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a) Details of the source of funds in connection with the proposed transaction b) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	(a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations		(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	(a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations
7	Justification as to why the RPT is in the interest of the listed entity	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.		For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.

Sr No.	Particulars						
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA	NA		NA	NA	NA
9	Any other information that may be relevant	Nil	Nil		Nil	Nil	Nil
10	The indicative base price or current contracted price and the formula for variation in the price, if any	NA	NA		NA	NA	NA
11	Instrument for Transaction	Agreement	Agreement & Invoice		Agreement & Invoice	Agreement & Invoice	Agreement & Invoice

Nature of Concern or Interest of Directors:

None of Directors except Mr. Raja Debnath & Ms. Payal Maisheri (Chief Financial Officer) are interested in the above resolution and thus will not vote on this resolution. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.8 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No.9

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all 'Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 50 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

However, as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f. April 01, 2022 i.e., 10% of the annual consolidated turnover, approval of the Members of the Company is therefore required for this item in terms of Regulation 23 of the Listing Regulations, by way of passing an Ordinary Resolution, for approval of the aforesaid Material Related Party Transactions to be entered into from the 5th AGM until the conclusion of the 6th AGM of the Company to be held in the Financial Year 2026-27.

The Company seeks approval from the Members to enter into contract(s) or arrangements(s) with the related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as mentioned in the below table.

In accordance with the prescribed SEBI circular, the requisite details to be placed before the Members are set out in the table below

Sr No.	Particulars						
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Raja Debnath - Promoter & Director	Gautam Udani - Promoter & Director		Veefin Solutions Limited-Holding Company	Infini Systems Limited- Holding Company	Bhavyansh Infotech Private Limited-Group Company
2	Type, material terms and particulars of the proposed transaction;	Availing of revolving loan facility (To take revolving loan facility from Raja Debnath)	Availing of revolving loan facility (To take revolving loan facility from Gautam Udani)		Availing and rendering of services; Availing and rendering of revolving loan facility Availing of Corporate guarantee	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility
3	Tenure of the proposed transaction (particular tenure shall be specified);	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM		From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM
4	Value of the proposed transaction; (Rs. in Crores)	Value of Transaction for Availing of Revolving Loan Facility - 20 CR	Value of Transaction for Availing of Revolving Loan Facility - 20 CR		Value of Transaction for Availing & Rendering of Services - 50CR Value of Transaction for Availing & Rendering of Revolving Loan facility - 50CR Value of Transaction for Availing of Corporate Guarantee - 50CR	Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility- 20CR	Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility- 20CR
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	62%	62%		154%	62%	62%

Sr No.	Particulars						
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a) Details of the source of funds in connection with the proposed transaction b) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations		a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations
7	Justification as to why the RPT is in the interest of the listed entity	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of fulfilling Working Capital Requirement and for business operations		For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.

Sr No.	Particulars						
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA	NA		NA	NA	NA
9	Any other information that may be relevant	Nil	Nil		Nil	Nil	Nil
10	The indicative base price or current contracted price and the formula for variation in the price, if any	NA	NA		NA	NA	NA
11	Instrument for Transaction	Agreement	Agreement		Agreement & Invoice	Agreement & Invoice	Agreement & Invoice

Nature of Concern or Interest of Directors:
None of Directors except Mr. Gautam Udani, Mr. Raja Debnath & Ms. Payal Maisheri (Chief Financial Officer), are interested in the above resolution and thus will not vote on this resolution. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.9 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No.10

As per the provisions of Section 188 of the Companies Act, 2013 (“Act”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm’s length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all ‘Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 50 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

However, as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f. April 01, 2022 i.e., 10% of the annual consolidated turnover, approval of the Members of the Company is therefore required for this item in terms of Regulation 23 of the Listing Regulations, by way of passing an Ordinary Resolution, for approval of the aforesaid Material Related Party Transactions to be entered into from the 5th AGM until the conclusion of the 6th AGM of the Company to be held in the Financial Year 2026-27.

The Company seeks approval from the Members to enter into contract(s) or arrangements(s) with the related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as mentioned in the below table.

In accordance with the prescribed SEBI circular, the requisite details to be placed before the Members are set out in the table below:

Sr No.	Particulars				
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Raja Debnath -Nominee Director	Gautam Udani -Nominee Director	Veefin Solutions Limited-Holding Company	Estorifi Solutions Limited-Holding Company
2	Type, material terms and particulars of the proposed transaction;	Availing of revolving loan facility (To take revolving loan facility from Raja Debnath)	Availing of revolving loan facility (To take revolving loan facility from Gautam Udani)	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility
3	Tenure of the proposed transaction (particular tenure shall be specified);	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM
4	Value of the proposed transaction; (Rs. in Crores)	Value of Transaction for Availing of Revolving Loan Facility - 20 CR	Value of Transaction for Availing of Revolving Loan Facility - 20 CR	Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan Facility - 20CR	Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan Facility - 20CR
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	1427%	1427%	1427%	1427%

Sr No.	Particulars				
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a) Details of the source of funds in connection with the proposed transaction b) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations

Sr No.	Particulars				
7	Justification as to why the RPT is in the interest of the listed entity	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA	NA	NA	NA
9	Any other information that may be relevant	Nil	Nil	Nil	Nil
10	The indicative base price or current contracted price and the formula for variation in the price, if any	NA	NA	NA	NA
11	Instrument for Transaction	Agreement	Agreement	Agreement & invoice	Agreement & invoice

Nature of Concern or Interest of Directors:

None of Directors except Mr. Gautam Udani, Mr. Raja Debnath, Mr. Afzal Modak & Ms. Payal Maisheri (Chief Financial Officer) are interested in the above resolution and thus will not vote on this resolution. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.10 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No.11

As per the provisions of Section 188 of the Companies Act, 2013 (“Act”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm’s length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all ‘Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 50 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

However, as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f. April 01, 2022 i.e., 10% of the annual consolidated turnover, approval of the Members of the Company is therefore required for this item in terms of Regulation 23 of the Listing Regulations, by way of passing an Ordinary Resolution, for approval of the aforesaid Material Related Party Transactions to be entered into from the 5th AGM until the conclusion of the 6th AGM of the Company to be held in the Financial Year 2026-27.

The Company seeks approval from the Members to enter into contract(s) or arrangements(s) with the related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as mentioned in the below table.

In accordance with the prescribed SEBI circular, the requisite details to be placed before the Members are set out in the table below:

Sr No.	Particulars				
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Rajendra Awas-thi-Director	Sushmithri Babu-Director	Veefin Solutions Limited-Holding Company	Estorifi Solutions Limited-Holding Company
2	Type, material terms and particulars of the proposed transaction;	Availing of revolving loan facility (To take revolving loan facility from Rajendra Awasthi)	Availing of revolving loan facility (To take revolving loan facility from Sushmithri Babu)	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility
3	Tenure of the proposed transaction (particular tenure shall be specified);	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM
4	Value of the proposed transaction; (Rs. in Crores)	Value of Transaction for Availing of Revolving Loan Facility - 20 CR	Value of Transaction for Availing of Revolving Loan Facility - 20 CR	Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility- 20CR	Value of Transaction for Availing & Rendering of Services - 20CR Value of Transaction for Availing & Rendering of Revolving Loan facility- 20CR
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	782%	782%	782%	782%

Sr No.	Particulars				
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a) Details of the source of funds in connection with the proposed transaction b) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations

Sr No.	Particulars				
7	Justification as to why the RPT is in the interest of the listed entity	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA	NA	NA	NA
9	Any other information that may be relevant	Nil	Nil	Nil	Nil
10	The indicative base price or current contracted price and the formula for variation in the price, if any	NA	NA	NA	NA
11	Instrument for Transaction	Agreement	Agreement	Agreement & invoice	Agreement & invoice

Nature of Concern or Interest of Directors:

None of Directors except Mr. Gautam Udani, Mr. Raja Debnath & Ms. Payal Maisheri (Chief Financial Officer) are interested in the above resolution and thus will not vote on this resolution. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.11 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No.12

As per the provisions of Section 188 of the Companies Act, 2013 (“Act”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm’s length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all ‘Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 50 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

However, as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f. April 01, 2022 i.e., 10% of the annual consolidated turnover, approval of the Members of the Company is therefore required for this item in terms of Regulation 23 of the Listing Regulations, by way of passing an Ordinary Resolution, for approval of the aforesaid Material Related Party Transactions to be entered into from the 5th AGM until the conclusion of the 6th AGM of the Company to be held in the Financial Year 2026-27.

The Company seeks approval from the Members to enter into contract(s) or arrangements(s) with the related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as mentioned in the below table.

In accordance with the prescribed SEBI circular, the requisite details to be placed before the Members are set out in the table below:

Sr No.	Particulars				
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Shrenik Gandhi-Promoter & Director	White Rivers Media Solutions Private Limited-Holding Company	Veefin Solutions Limited-Holding Company	Infini Systems Limited- Holding Company
2	Type, material terms and particulars of the proposed transaction;	Availing of revolving loan facility (To take revolving loan facility from Shrenik Gandhi)	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility
3	Tenure of the proposed transaction (particular tenure shall be specified);	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM
4	Value of the proposed transaction; (Rs. in Crores)	Value of Transaction for Availing of Revolving Loan Facility - 50 CR	Value of Transaction for Availing & Rendering of Services - 100CR Value of Transaction for Availing & Rendering of Revolving Loan Facility - 50CR	Value of Transaction for Availing & Rendering of Services - 50CR Value of Transaction for Availing & Rendering of Revolving Loan Facility - 50CR	Value of Transaction for Availing & Rendering of Services - 50CR Value of Transaction for Availing & Rendering of Revolving Loan Facility - 50CR
5	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	97%	97%	97%	97%

Sr No.	Particulars				
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a) Details of the source of funds in connection with the proposed transaction b) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations

Sr No.	Particulars				
7	Justification as to why the RPT is in the interest of the listed entity	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA	NA	NA	NA
9	Any other information that may be relevant	Nil	Nil	Nil	Nil
10	The indicative base price or current contracted price and the formula for variation in the price, if any	NA	NA	NA	NA
11	Instrument for Transaction	Agreement	Agreement & Invoice	Agreement & Invoice	Agreement & Invoice

Nature of Concern or Interest of Directors:

None of Directors are interested in the above resolution and thus will not vote on this resolution. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.12 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No.13

As per the provisions of Section 188 of the Companies Act, 2013 (“Act”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm’s length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all ‘Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 50 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

However, as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f. April 01, 2022 i.e., 10% of the annual consolidated turnover, approval of the Members of the Company is therefore required for this item in terms of Regulation 23 of the Listing Regulations, by way of passing an Ordinary Resolution, for approval of the aforesaid Material Related Party Transactions to be entered into from the 5th AGM until the conclusion of the 6th AGM of the Company to be held in the Financial Year 2026-27.

The Company seeks approval from the Members to enter into contract(s) or arrangements(s) with the related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as mentioned in the below table.

In accordance with the prescribed SEBI circular, the requisite details to be placed before the Members are set out in the table below:

Sr No.	Particulars									
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Shrenik Gandhi-Promoter & Director	Meetesh Kothari-Promoter & Director	Raja Debnath- Director	Gautam Udani- Director		FE Venture Private Limited-Subsidiary Company	Veefin Solutions Limited-Holding Company	Infini Systems Limited-Holding Company	Nityo Tech Private Limited-Group Company
2	Type, material terms and particulars of the proposed transaction;	Availing of revolving loan facility (To take revolving loan facility from Shrenik Gandhi)	Availing of revolving loan facility (To take revolving loan facility from Meetesh Kothari)	Availing of revolving loan facility (To take revolving loan facility from Raja Debnath)	Availing of revolving loan facility (To take revolving loan facility from Gautam Udani)		Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility
3	Tenure of the proposed transaction (particular tenure shall be specified);	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM		From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM	From 5th AGM to 6th AGM
4	Value of the proposed transaction; (Rs. in Crores)	Value of Transaction for Availing of Revolving Loan Facility - 50 CR	Value of Transaction for Availing of Revolving Loan Facility - 50 CR	Value of Transaction for Availing of Revolving Loan Facility - 50 CR	Value of Transaction for Availing of Revolving Loan Facility - 50 CR		Value of Transaction for Availing & Rendering of Services - 100 CR; Value of Transaction for Availing of Revolving Loan Facility - 50 CR	Value of Transaction for Availing & Rendering of Services - 50 CR; Value of Transaction for Availing of Revolving Loan Facility - 50 CR	Value of Transaction for Availing & Rendering of Services - 50 CR; Value of Transaction for Availing of Revolving Loan Facility - 50 CR	Value of Transaction for Availing & Rendering of Services - 50 CR; Value of Transaction for Availing of Revolving Loan Facility - 50 CR
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	34%	34%	34%	34%		34%	34%	34%	34%

Sr No.	Particulars									
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a) Details of the source of funds in connection with the proposed transaction b) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations		a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations	a) Owned/ Borrowed Funds (b) Not applicable (c) Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured (d) To fulfil Working Capital Requirement and for business operations

Sr No.	Particulars									
7	Justification as to why the RPT is in the interest of the listed entity	For the purpose of fulfilling Working Capital Requirement and for business oper	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of fulfilling Working Capital Requirement and for business operations		For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA	NA	NA	NA		NA	NA	NA	NA
9	Any other information that may be relevant	Nil	Nil	Nil	Nil		Nil	Nil	Nil	Nil
10	The indicative base price or current contracted price and the formula for variation in the price, if any	NA	NA	NA	NA		NA	NA	NA	NA
11	Instrument for Transaction	Agreement	Agreement	Agreement	Agreement		Agreement & invoice	Agreement & invoice	Agreement & invoice	Agreement & invoice

Nature of Concern or Interest of Directors:

None of Directors except Mr. Gautam Udani, Mr. Raja Debnath & Ms Payal Maisheri (Chief Financial Officer) are interested in the above resolution and thus will not vote on this resolution. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.12 of the Notice, whether the entity is a Related Party to the particular transaction or not

Item No.14

As per the provisions of Section 188 of the Companies Act, 2013 (“Act”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm’s length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all ‘Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 50 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

However, as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f. April 01, 2022 i.e., 10% of the annual consolidated turnover, approval of the Members of the Company is therefore required for this item in terms of Regulation 23 of the Listing Regulations, by way of passing an Ordinary Resolution, for approval of the aforesaid Material Related Party Transactions to be entered into from the 5th AGM until the conclusion of the 6th AGM of the Company to be held in the Financial Year 2026-27.

The Company seeks approval from the Members to enter into contract(s) or arrangements(s) with the related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as mentioned in the below table not exceeding Rs. 20 crores.

Sr No.	Particulars		
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Infini Systems Limited-Subsidiary Company	Nityo Tech Private Limited- Step-down Subsidiary (Group Company)
2	Type, material terms and particulars of the proposed transaction;	Corporate Guarantee against principal amount of Rs 21 Crores and interest thereon raised against issue of unrated, unlisted, secured, redeemable, non-convertible debentures	Corporate Guarantee against principal amount of Rs 9 Crore interest thereon raised against issue of unrated, unlisted, secured, redeemable, non-convertible debentures
3	Tenure of the proposed transaction (particular tenure shall be specified);	Issuance of Corporate Guarantee spans upto 5 years post disbursement	Issuance of Corporate Guarantee spans upto 5 years post disbursement
4	Value of the proposed transaction; (Rs. in Crores)	21 crores	9 crores
5	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	26.11%	11.19%
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: a) Details of the source of funds in connection with the proposed transaction b) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA	NA

Sr No.	Particulars		
7	Justification as to why the RPT is in the interest of the listed entity	Funding enabled by the guarantee will be used for business expansion that contributes directly or indirectly to the group's consolidated growth. Further Related Parties are integral to the group's value chain. Supporting their financial stability through a guarantee preserves the investment of the holding company and enhances long-term shareholder value	Funding enabled by the guarantee will be used for business expansion that contributes directly or indirectly to the group's consolidated growth. Further Related Parties are integral to the group's value chain. Supporting their financial stability through a guarantee preserves the investment of the holding company and enhances long-term shareholder value
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	NA	NA
9	Any other information that may be relevant	Nil	Nil
10	The indicative base price or current contracted price and the formula for variation in the price, if any	NA	NA
11	Instrument for Transaction	Unrated, unlisted, secured, redeemable, non-convertible debentures	Unrated, unlisted, secured, redeemable, non-convertible debentures

Nature of Concern or Interest of Directors:

None of Directors except Mr. Gautam Udani, Mr. Raja Debnath & Payal Maisheri (Chief Financial Officer) are interested in the above resolution and thus will not vote on this resolution. The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No.14 of the Notice, whether the entity is a Related Party to the particular transaction or not

Item No.15

Equity-based compensation is widely recognized as an integral component of employee remuneration across industries, as it aligns employees' personal goals with the long-term objectives of the organization by enabling them to participate in the ownership of the Company through stock-based incentive schemes.

Basis these objectives, the Company has already implemented an employee stock option plan namely 'Veefin - Employee Stock Option Plan 2023' (amended vide Shareholders Resolution 27th September, 2024) ("ESOP 2023"/ "Scheme").

The Company has granted 24,82,822 (Twenty Four Lakh Eighty Two Thousand Eight Hundred Twenty Two) employee stock options ("Options") out of the total 28,00,000 (Twenty-Eight Lakhs) Options reserved under the ESOP 2023 as on date. Therefore, only 3,17,178 (Three Lakhs Seventeen Thousand One Hundred and Seventy Eight) Options are available for the future grants under the Scheme.

Considering the nature of the industry, the long-term incentive structure for employees of the Company primarily comprises stock options. As the Company is on a strong growth path with ambitious business plans over the coming years, it is anticipated that the current pool of available options for future grants may be inadequate to meet the anticipated requirements. Accordingly, an enhancement of the option pool is being considered to support the Company's expansion and talent retention objectives.

The Nomination and Remuneration Committee and the Board of Directors of the Company, at their respective meetings held 01st September, 2025, approved and recommended an increase in the ESOP pool size, subject to the approval of the Members of the Company.

In light of the above, it is proposed to enhance the total Options reserve by an additional 10,00,000 (Ten Lakhs) Options, which shall be exercisable into not more than 10,00,000 (Ten Lakhs) equity shares of the Company having a face value of ₹10/- (Rupees Ten only) each, fully paid-up, under the existing ESOP 2023 scheme, by amending Subclause 3.1 of the Scheme. The equity shares arising out of the exercise of these additional options shall be issued through a primary issuance.

In terms of Regulation 6 of the SBEB Regulations, the salient features of the ESOP 2023 are given as under:

a) Brief Description of the Scheme:

Keeping the view of aforesaid objectives, the ESOP 2023 contemplates grant of Options to the eligible employees. After vesting of Options, the eligible employees earn a right, but not obligation, to exercise the vested Options within the exercise period, subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee shall act as the compensation committee. The Scheme shall be supervised by the Committee and administered by the Trust. All questions of interpretation of the ESOP 2023 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOP 2023

b) Total number of options to be offered and granted:

Under the ESOP 2023, the Company would grant upto 38,00,000 (Thirty-eight Lakhs) Options to the Eligible Employees in one or more tranches, from time to time, which in aggregate exercisable into not more than 38,00,000 (Thirty-eight Lakhs) Shares, with each such Option conferring a right upon the Employees to apply for one equity share in the Company in accordance with the terms and conditions as may be decided under the Scheme.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under ESOP 2023 remain the same after any such corporate action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options granted.

c) Identification of classes of employees entitled to participate and be beneficiaries in the scheme:

The identification of classes of employees entitled to participate in the ESOP 2023 shall remain the same, as last approved by the shareholders, which is as under:

Following classes of employees are eligible being:

- 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; and
- iii. an employee as defined in sub-clauses (i) and (ii), of a group company including subsidiary or its associate company in India or outside India, or of a holding company of the company but excludes-
 - (a) an employee who is a Promoter or belongs to the Promoter Group;
 - (b) a Director who either by himself or through his relatives or through any-body corporate, directly or indirectly holds more than 10% of the outstanding shares of the Company.

d) Requirements of Vesting and period of Vesting:

Requirements of vesting and period of vesting shall remain the same, as last approved by the shareholders, which is as under:

All the Options granted on any date shall vest not earlier than the minimum vesting period of 1 (one) year and not later than maximum vesting period of 6 (Six) years from the date of grant.

In the event of death or permanent incapacity, the minimum vesting period of 1 (One) year shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or Permanent Incapacity.

In case of retirement, all the unvested Options as on the date of retirement would continue to vest in accordance with the original vesting schedules even after the retirement unless otherwise determined by the Committee in accordance with the Company's Policies and provisions of the then prevailing Applicable Laws. As a prerequisite for a valid vesting, an option grantee is required to be in employment on the date of vesting. In

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

The maximum period within which the options shall be vested shall remain the same, as last approved by the shareholders, which is as under:

All the Options granted on any date shall vest within maximum vesting period of 6 (Six) years from the date of grant.

f) Exercise price or pricing formula:

The exercise price or pricing formula shall remain the same, as last approved by the shareholders, which is as under:

The Exercise Price shall be as determined by the Committee at the time of Grant of Options provided that the Exercise Price shall not be less than the face value of the ESOP Shares.

g) Exercise period and the process of exercise:

The exercise period shall remain the same, as last approved by the shareholders, which is as under:

The vested Options shall be exercisable anytime during the employment with the Company / Holding Company / Subsidiary Company.

However, there is change in process of exercise which is as under:

The vested Options shall be exercisable by the eligible employees by a written application to the Company/ Trust expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the eligible employee. The Options shall lapse if not exercised within the specified exercise period.

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

Appraisal process for determining the eligibility of employees under the scheme shall remain the same, as last approved by the shareholders, which is as under:

The options shall be granted to the eligible employees as per performance appraisal system of the Company and the Committee at its discretion may adopt any eligibility criteria for determining eligibility of any employee or a class thereof on the basis of designation, role, and future potential of employees.

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

The maximum number of Options to be offered and issued per employee and in aggregate shall remain the same, as last approved by the shareholders, which is as under:

The maximum number of options that may be granted to an eligible employee shall be at the discretion of the Company. However, if the options granted per employee exceeds 1% of the paid-up capital of the Company, the Company shall seek approval from the shareholders.

j) Maximum quantum of benefits to be provided per employee under the Scheme:

The maximum quantum of benefits to be provided per employee under the scheme shall remain the same, as last approved by the shareholders, which is as under:

There is no other benefit except grant of Options which shall be subject to such limitations as mentioned in point above.

k) Whether the scheme is to be implemented and administered directly by the company or through a trust:

ESOP 2023 shall be supervised by the Committee and administered through an irrevocable employee welfare trust namely 'Veefin Employee Welfare Trust' ("Trust") being set up by the Company.

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

ESOP 2023 contemplates a primary/ new issue of equity shares by the Company.

m) The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.:

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percentage) of the paid-up capital and free reserves, being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the ESOP 2023 and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of shares and any other eventual income of the Trust.
The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the shares to be utilized for the purposes of the ESOP 2023.

n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:

This is currently not contemplated under ESOP 2023.

o) A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

p) The method which the company shall use to value its Options:

The Company shall adopt ‘fair value method’ for valuation of Options as prescribed under accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q) The statement, if applicable

The below Statement is not applicable to the Company since the Company is opting for the Fair Value Method.

‘In case the company opts for expensing of share based employee benefits using the intrinsic value, 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 equity shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period restriction in general. However, usual 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, shall apply.

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

Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A copy of both the existing and draft amended scheme of ESOP 2023 are available for inspection at the Company’s registered office during official hours on all working days till the last date of the e-voting.

None of the Directors and key managerial personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under ESOP 2023.

In this background, the Company seeks your approval by way of a special resolution pursuant to Regulation 7 of the SBEB Regulations, to increase the number of Options reserved under ESOP 2023 in agenda item no.15.

ADDITIONAL INFORMATION OF DIRECTORS SEEKING APPOINTMENT(S) AND RE-APPOINTMENT(S) AT THE 5TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIRMENT) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS:

Name	Mr. Raja Debnath
DIN	07658567
Current Position	Whole Time Director
Date of Birth/ Age	24/07/1975 – 50 years
Qualification	Mechanical Engineering
Brief Profile/ Experience	Raja Debnath is a global expert and growth hacker for MSME and Retail Banking, having advised over 40 financial institutions and Fintechs internationally in the areas of Digital Transformation, Supply Chain Finance, Data Analytics and Non-Financial services. With over 20+ years of experience, Raja holds various leadership and advisory roles across the financial ecosystem. With his wealth of knowledge in SCF, Raja founded Veefin Solutions Limited (Veefin) in 2018 with a mission to build the #1 Global Supply Chain Technology platform. The start-up builds white-labelled Supply Chain Finance (SCF) technology for Banks, Financial Institutions, Fintechs, B2B marketplaces, and corporates. As a strategic advisor to the board of the National Urban Cooperative Finance and Development Corporation, an umbrella organization for Urban Cooperative Banks (UCBs), he is currently spearheading the digital transformation of 1500+ UCBS across India. NUCFDC’s vision is to transform UCBs and deepen financial and banking services access at the grassroots in the urban and semi-urban markets. Raja is also the managing partner at Cogence Labs, a global management consultant focused on advising Microfinance, Retail and SME Banking clients. Previously, Raja has served as Global Advisory and Business Development Expert for Supply Chain Finance (SCF) & SME Banking in Asia for IFC, a World Bank Group organization & advised over 25+ lenders globally. Raja has also led IFC’s SCF advisory multi-bank programs in emerging geographies - Bangladesh, Vietnam, Oman, Jordan, Saudi Arabia & Sri Lanka. Additionally, he has initiated & built Small Business Unsecured Lending vertical at Kotak Mahindra Bank. He is a Marshall Goldsmith certified Performance Coach, and an investor and mentor to multiple Fintechs. He is an MBA graduate from Saïd Business School, Oxford and JBIMS Mumbai. Raja has certifications in MENSA – a global High-IQ non-profit.

Expertise in specific functional areas	Engineering and Delivery, Quality Assurance of the Product, Finance and Accounts, Fund Raising, and Human Resources
Terms and Conditions of appointment and Re – Appointment	In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Gautam Vijay Udani, who retires by rotation, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.
Directorships held in other Companies (Listed/ Unlisted)	IDVee Digital Labs Private Limited GlobeTf Solutions Limited FinFuze Software Private Limited Infini Systems Limited Estorifi Solutions Limited Regime tax Solutions Private Limited Nityo Tech Private Limited Veefin Capital Private Limited White Rivers Media Solutions Private Limited Epikindifi Software & Solutions Private Limited
Date of First appointment (appointment as an additional director on the Board)	14th October, 2020
Membership / Chairmanship of Committees of other Boards	NIL
Listed entities from which the person has resigned from the directorship in the past three years	NIL
No. of Board Meeting attended during the year	10 out of 10
Remuneration	As per the terms of appointment
In case of Independent Directors, Justification for continuation of Directorship and skills and capabilities required for the role and the manner in which the person meets such requirements	Not applicable

Relationship with other Directors, Managers and other KMP	Mr. Raja Debnath is not related to any Director.
No. of shares held	71,08,111

BY ORDER OF THE BOARD

**For VEEFIN SOLUTIONS LIMITED
(FORMERLY KNOWN AS VEEFIN SOLUTIONS PRIVATE LIMIED)**

**URJA HARSH THAKKAR
COMPANY SECRETARY & COMPLIANCE OFFICER**

**ADD: : Global One, 2nd Floor, Office 1, CTS NO 252 252 1, OPP
SBI,LBS MARG, KURLA(W), Mumbai, Maharashtra, India,
400070**

DATE: SEPTEMBER 01, 2025
PLACE: MUMBAI