



VEEFIN SOLUTIONS LIMITED

Regd. Office: GLOBAL ONE, 2ND FLOOR, CTS NO 252, 252 1,

LBS MARG, KURLA (W), MUMBAI-400070

Email id: investors@veefin.com, CIN: L72900MH2020PLC347893

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and applicable MCA Circulars (as defined below)]

Dear Member(s),

NOTICE ("Notice" or "Postal Ballot Notice") is hereby given pursuant to Section 108, 110 of the Companies Act, 2013 ("Act" / "Companies Act") other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, as amended and other applicable laws and regulations (including any statutory modification or re-enactment thereof) read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General circular No. 09/2023 dated 25th September, 2023, 9/2024 dated 19th September, 2024 and General Circular No. 03/2025 dated September 22, 2025 and any other circulars as issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars"), and SEBI Circulars issued by SEBI the resolutions set out below are proposed to be passed by the members of Veefin Solutions Limited ("the Company" or "Veefin") ("Members"), to pass the proposed resolutions mentioned below through Postal Ballot by way of remote electronic voting ("E-voting").

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Company has appointed M/s. Maharshi Ganatra and Associates, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner and the Company has engaged National Securities Depository Limited (NSDL) for facilitating the remote e-voting facility. The remote e-voting period commences on Tuesday, December 16, 2025 (9.00 AM Indian Standard Time) and ends on Wednesday, January 14, 2026 (5.00 PM Indian Standard Time) and the e-voting module will be disabled / blocked after 5.00 PM on Wednesday, January 14, 2026 i.e. voting shall not be allowed beyond the said date and time. The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday, December 12, 2025.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman or any Director or Company Secretary of the Company, as may be authorized by the Board in this regard. The results of the Postal Ballot will be announced within two (2) working days from the end of the e-voting period. The results, together with the Scrutinizer's report, will be displayed at the registered office and on the website of the Company i.e., www.veefin.com besides being communicated to Stock Exchange on which the equity shares of the Company are listed.

The members of the Company are hereby informed that, Ministry of Corporate Affairs and SEBI LODR Regulations through their respective circulars, has allowed the companies to send notice only by e-mail to its shareholders who have registered their e-mail address with the company or depository participant/ Registrar & Transfer Agents (RTA). Accordingly, this notice is being sent only by e-mail to the members of the Company who have registered their e-mail address with the Company or depository participant/ Registrar & Transfer Agents (RTA) as on the cut-off date i.e. Friday, December 12, 2025. In view of enabling provisions of the MCA Circulars, hard copy of this notice, postal ballot form and postage pre-paid reply envelope are not sent to the members and the members are requested to convey their assent or dissent only through remote e-voting. The remote e-voting facility is available at www.evoting.nsdl.com being the e-voting platform of National Securities Depository Limited (NSDL). If your e-mail address is not so registered, you are requested to follow the process specified in the notes below to receive login ID/password for remote e-voting.

Members may note that the Notice of the Postal Ballot will also be available on the Company's website www.veefin.com, website of the Stock Exchange i.e. BSE SME at www.bsesme.com and on the website of NSDL www.evoting.nsdl.com. Members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

By order of the Board
For Veefin Solutions Limited

Place: Mumbai
Date: December 10, 2025

Urja Harsh Thakkar
Company Secretary & Compliance Officer
(ACS No.: 42925)

Registered Office:
Global One, 2nd Floor, CTS No. 252, 252 1,
LBS Marg, Kurla (W), Mumbai-400070
CIN: L72900MH2020PLC347893
www.veefin.com

SPECIAL BUSINESS:

1. Regularisation of appointment of Mr. Amit Futarmal Jain (DIN:00244509) as a Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof and Sections 149, 152, 161, 197 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Amit Futarmal Jain (DIN:00244509), who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors at their meeting held on 15th October, 2025 and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b), 17 of the LODR Regulations and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years from 15th October, 2025 till 14th October , 2030 and that he shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board or any Committee constituted or to be constituted by the Board be and is hereby authorized to delegate the powers to any officer of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit.

RESOLVED FURTHER THAT any one of Directors of the Company or Key Managerial Personnels, be and is hereby authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds, and things as may be necessary or incidental to give effect to the above resolution.”

2. Regularisation of appointment of Mr. Jimish Prakash Dedhia (DIN: 11406816) as a Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof and Sections 149, 152, 161, 197 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Jimish Prakash Dedhia (DIN: 11406816), who was appointed as an Additional Director in the capacity of an Independent Director by the Board of Directors at their meeting held on 03rd December, 2025 and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b), 17 of the LODR Regulations and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years from 03rd December , 2025 till 02nd December , 2030 and that he shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board or any Committee constituted or to be constituted by the Board be and is hereby authorized to delegate the powers to any officer of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by the Board in the best interest of the Company, as it may deem fit.

RESOLVED FURTHER THAT any one of Directors of the Company or Key Managerial Personnels, be and is hereby authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds, and things as may be necessary or incidental to give effect to the above resolution.”

**By order of the Board
For Veefin Solutions Limited**

**Place: Mumbai
Date: December 10, 2025**

**Urja Harsh Thakkar
Company Secretary & Compliance Officer
(ACS No.: 42925)**

Registered Office:

Global One, 2nd Floor, CTS No. 252, 252 1,
LBS Marg, Kurla (W), Mumbai-400070

CIN: L72900MH2020PLC347893

www.veefin.com

NOTES:

1) The Explanatory Statement pursuant to Section 102 & 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 stating all material facts and the reasons for the proposal is annexed hereto.

2) The Postal Ballot Notice is being sent to the Shareholders whose names appear in the Register of Members/Record of Depositories as at the close of business hours on Friday, December 12, 2025. The Postal Ballot Notice is being sent by E-mail to the Shareholders whose email address is registered with the Company/Depository Participant(s) for communication. For Shareholders who have not registered their email address. The Postal Ballot Notice may also be accessed on Company's website www.veefin.com and on the website of BSE Ltd www.bsesme.com. Only those members whose names are recorded in Register of Members/Record of Depositories as on cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. It is however, clarified that all the persons who are members of the Company as on Friday, December 12, 2025 (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote in relation to the resolution specified in this Notice.

3) A person who is not a Member as on the cut-off date, should treat this Notice for information purposes only.

4) Voting period will commence on and from **Tuesday, December 16, 2025 (9.00 AM Indian Standard Time) and ends on Wednesday, January 14, 2026 (5.00 PM Indian Standard Time)** (inclusive of both the days).

5) The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, December 12, 2025.

6) In compliance with the aforesaid MCA circulars, a Notice of this Postal Ballot is being sent only through electronic mode to Members whose e-mail IDs are registered with the Company / Depositories, physical copies of the Postal Ballot Notice will not be circulated, and the Company will promptly provide physical copies upon specific request of any Member(s).

7) A member cannot exercise his vote by proxy on Postal Ballot. (e-voting).

8) Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members.

9) In compliance with Section 108 and 110 of the Companies Act, 2013, the Rules made thereunder and in terms of Regulation 44 of the SEBI LODR Regulations, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means through remote e-voting services. The instructions for electronic voting are annexed to the Notice. The Company has availed the services of National Security Depository Limited for providing the necessary remote e-voting.

10) After completion of scrutiny of votes cast electronically, the Scrutinizer will submit the report to the Chairman and/ or Company Secretary and results of the Voting shall be announced by the Chairman or Company Secretary of the Company within the stipulated timelines at the registered office of the Company. The results of voting shall also be displayed on the website of the Company, www.veefin.com besides being sent to the Stock Exchange on the said date.

11) The resolution/s, if passed by requisite majority, will be deemed to be passed **on Wednesday, January 14, 2026** i.e. the last date of e-voting.

12) All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to investors@veefin.com.

Instructions and process for E-voting are as under: -

The e-voting period commences on Tuesday, December 16, 2025 (9.00 AM Indian Standard Time) and ends on Wednesday, January 14, 2026 (5.00 PM Indian Standard Time). During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting after Wednesday, January 14, 2026 at 5.00 p.m. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

**The procedure to login to e-Voting website consists of two steps as detailed hereunder:
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 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.	<ol style="list-style-type: none">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.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.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

	<ol style="list-style-type: none"> 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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.
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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.

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

B) Login Method 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?

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***
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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 on NSDL e-Voting system.

<p><u>How to cast your vote electronically on NSDL e-Voting system?</u></p> <ol style="list-style-type: none"> 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. 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period. 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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General Guidelines for shareholders

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

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 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.

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. 1 and Item No. 2 of the accompanying Notice dated December 10, 2025.

Item No. 1

In accordance with the provisions of Section 161 of the Companies Act, 2013 & based on the recommendation of the Nomination & Remuneration Committee, Mr. Amit Futarmal Jain (DIN:00244509) was appointed as an Additional (Non-Executive) Director in the capacity of Independent Director on the Board of the Company with effect from 15th October, 2025 subject to the approval of the shareholders through Special Resolution. Pursuant to the provisions of Section 161(1) of the Act, Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), he holds office only up to the date of the next annual general meeting or for a period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Mr. Amit Futarmal Jain as an Independent Director of the Company.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 15th October, 2025 recommended the appointment of Mr. Amit Futarmal Jain as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term commencing from the date of Board's approval i.e. 15th October, 2025 till the conclusion of 5 (five) years i.e. till 14th October, 2030.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Amit Futarmal Jain with regard to the proposed appointment: -

- Consent to act as Director of the Company in terms of Section 152 of the Act and declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act;
- Declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- Declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company; and
- Confirmation that he has registered himself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014;

The Nomination & Remuneration Committee (NRC) has been fully satisfied with the desired attributes for the selection of Mr. Amit Futarmal Jain as the Independent Director(s) such as experience, expertise and independence etc. and based on those attributes his candidature was recommended. In the opinion of the Board, he fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of Management. The Board noted that his background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

Thus after considering the qualifications, positive attributes, experience, expertise and independence of Mr. Amit Futarmal Jain, the Board and its Nomination & Remuneration Committee have recommended his appointment as an Independent Director, for a term of five (5) consecutive years, in terms of the provisions of the Act. Further, in terms of Section 149(13) of the Act, an Independent Directors so appointed shall not be liable to retire by rotation under Section 152 of the Act.

Brief Profile of Mr. Amit Futarmal Jain: Mr. Amit Jain, a Chartered Accountant by profession and is a member of the Institute of Chartered Accountants of India. He possesses over 30 years of extensive experience in finance

management, including more than 20 years in the mutual fund industry. His rich experience and professional expertise are expected to contribute significantly towards fostering transparency, accountability, and ethical business practices within the Company, thereby strengthening investor confidence and supporting long-term growth.

The copy of draft letter of appointment of Mr. Amit Futarmal Jain setting out the terms and conditions of his appointment is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Amit Futarmal Jain including his profile and specific areas of expertise also forms a part of Notice of AGM.

Board Recommendation: Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the special resolution as set out at Item No. 1 of the Postal Ballot Notice for approval by the Members.

Disclosure of Interest: Except Mr. Amit Futarmal Jain, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in item no. 1 of the said Resolution in the accompanying Notice.

Item No. 2

In accordance with the provisions of Section 161 of the Companies Act, 2013 & based on the recommendation of the Nomination & Remuneration Committee, Mr. Jimish Prakash Dedhia (DIN: 11406816) was appointed as an Additional (Non-Executive) Director in the capacity of Independent Director on the Board of the Company with effect from 3rd December, 2025 subject to the approval of the shareholders through Special Resolution. Pursuant to the provisions of Section 161(1) of the Act, Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), he holds office only up to the date of the next annual general meeting or for a period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Mr. Jimish Prakash Dedhia as an Independent Director of the Company.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 3rd December, 2025 recommended the appointment of Mr. Jimish Prakash Dedhia as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term commencing from the date of Board's approval i.e. 3rd December, 2025 till the conclusion of 5 (five) i.e. till 2nd December, 2030.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Jimish Prakash Dedhia (DIN: 11406816) with regard to the proposed appointment: -

- Consent to act as Director of the Company in terms of Section 152 of the Act and declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act;
- Declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- Declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company; and
- Confirmation that he has registered himself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014;

The Nomination & Remuneration Committee (NRC) has been fully satisfied with the desired attributes for the selection of Mr. Jimish Prakash Dedhia (DIN: 11406816) as the Independent Director(s) such as experience, expertise and independence etc. and based on those attributes his candidature was recommended. In the opinion of the Board, he fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of Management. The Board noted that his background and experience

are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

Thus after considering the qualifications, positive attributes, experience, expertise and independence of Mr. Jimish Prakash Dedhia, the Board and its Nomination & Remuneration Committee have recommended his appointment as an Independent Director, for a term of five (5) consecutive years, in terms of the provisions of the Act. Further, in terms of Section 149(13) of the Act, an Independent Directors so appointed shall not be liable to retire by rotation under Section 152 of the Act.

Brief Profile of Mr. Jimish Prakash Dedhia (DIN: 11406816): Jimish Dedhia is a finance professional with over 15 years of experience in debt syndication, project finance, and capital structuring. He holds an MBA in Finance (2010) and has built a strong track record of advising mid-sized businesses on funding strategy, risk assessment, and financial governance. As a Partner at Abundance Capital Advisory, Jimish has facilitated ₹1,500+ crore in debt funding, supported 30+ developers, and structured transactions ranging from ₹25–100 crore. His expertise spans construction finance, structured debt, and liquidity optimisation—bringing a deep understanding of credit evaluation, financial modelling, and compliance. Jimish's strategic insights and real-world financing experience add strong value to technology-driven businesses in the fintech and supply chain finance space.

The copy of draft letter of appointment of Mr. Jimish Dedhia setting out the terms and conditions of his appointment is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Jimish Dedhia including his profile and specific areas of expertise also forms a part of Notice of AGM.

Board Recommendation: Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the special resolution as set out at Item No. 1 of the Postal Ballot Notice for approval by the Members.

Disclosure of Interest: Except Mr. Jimish Dedhia, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in item no. 1 of the said Resolution in the accompanying Notice.

ADDITIONAL INFORMATION OF DIRECTORS SEEKING APPOINTMENT(S) PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS:

Name	Mr. Amit Futarmal Jain	Mr. Jimish Prakash Dedhia
DIN	00244509	11406816
Current Position	Additional Non-Executive Independent Director	Additional Non-Executive Independent Director
Date of Birth/ Age	11/03/1970; 55 years	22/07/1986; 39 years
Qualification	Chartered Accountant	MBA Finance, BMS
Brief Profile/ Experience	Mr. Amit Jain, a Chartered Accountant by profession and is a member of the Institute of Chartered Accountants of India. He possesses over 30 years of extensive experience in finance management, including more than 20 years in the mutual fund industry. His rich experience and professional expertise are expected to contribute significantly towards fostering transparency, accountability, and ethical	Mr. Jimish Dedhia is a finance professional with over 15 years of experience in debt syndication, project finance, and capital structuring. He holds an MBA in Finance (2010) and has built a strong track record of advising mid-sized businesses on funding strategy, risk assessment, and financial governance. As a Partner at Abundance Capital Advisory, Jimish has facilitated

	business practices within the Company, thereby strengthening investor confidence and supporting long-term growth.	₹1,500+ crore in debt funding, supported 30+ developers, and structured transactions ranging from ₹25–100 crore. His expertise spans construction finance, structured debt, and liquidity optimisation—bringing a deep understanding of credit evaluation, financial modelling, and compliance. Jimish's strategic insights and real-world financing experience add strong value to technology-driven businesses in the fintech and supply chain finance space.
Expertise in specific functional areas	Finance Management, Ethical Business Practices & Long-Term Growth Strategy	Capital Structuring, Liquidity Optimization, Financial Governance & Supply Chain Finance
Terms and Conditions of appointment and Re – Appointment	Appointment for a first term of 5 (five) consecutive years commencing from October 15, 2025 to October 14, 2030 and shall not be liable to retirement by rotation.	Appointment for a first term of 5 (five) consecutive years commencing from December 03, 2025 to December 02, 2030 and shall not be liable to retirement by rotation.
Directorships held in other Companies (Listed/ Unlisted)	Riaz Constructions Private Limited	-
Date of First appointment (appointment as an additional director on the Board)	15th October, 2025	03rd December, 2025
Membership / Chairmanship of Committees of other Boards	Nil	Nil
Listed entities from which the person has resigned from the directorship in the past three years	Nil	Nil

No. of Board Meeting attended during the year	1 (One)	Nil
Remuneration	Sitting fees	Sitting fees
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	<p>SKILLS AND CAPABILITIES REQUIRED FOR THE ROLE OF INDEPENDENT DIRECTOR</p> <ul style="list-style-type: none"> • Operational Experience • Leadership • Industry Knowledge, Research & Development and Innovation • Financial, Regulatory / Legal & Risk Management • Understanding of laws, rules and regulations • Corporate Governance • Information Technology • Integrity and ethical standards 	<p>SKILLS AND CAPABILITIES REQUIRED FOR THE ROLE OF INDEPENDENT DIRECTOR</p> <ul style="list-style-type: none"> • Strategic Advisory • Risk Oversight • Policy Formulation • Business Continuity • Crisis Management • Independent Thinking • Long-Term Vision • Performance Evaluation • Capital Allocation • Compliance Monitoring • Operational Expertise • Strategic Leadership • Industry Insight & Innovation • Financial & Regulatory Acumen • Legal & Compliance Knowledge • Governance Oversight • Technology Awareness • Ethical Integrity
Relationship with other Directors, Managers and other KMP	Mr. Amit Futarmal Jain is not related any Director.	Mr. Jimish Prakash Dedhia is not related to any Director.
No. of shares held	Nil	Nil

**By order of the Board
For Veefin Solutions Limited**

Place: Mumbai
Date: December 10, 2025

Urja Harsh Thakkar
Company Secretary & Compliance Officer
(ACS No.: 42925)

Registered Office:
Global One, 2nd Floor, CTS No. 252, 252 1,
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