



SG FINSERVE

SG FINSERVE LIMITED

CIN: L64990DL1994PLC057941

Registered Office: 37, Hargobind Enclave, Vikas Marg, Delhi -110092

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

Email: compliance@sgfinserve.com ; Website: www.sgfinserve.com

Phone No.: 0120-4041400

NOTICE OF POSTAL BALLOT THROUGH E-VOTING

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of The Companies (Management & Administration) Rules, 2014

**To,
Dear Member(s),**

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting Postal Ballot through e-voting vide General circular nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated 25 September 2023 and 09/2024 dated 19 September 2024 read with other relevant circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) read with SEBI circular no. SEBI/HO/DDHS/P/CIR/2023/0164 dated 6 October 2023 and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/ 2024/133 dated 3 October 2024 (“SEBI Circulars”), the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (“SS-2”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof from time to time), and subject to other applicable laws and regulations, the Resolutions appended below is proposed to be approved by the Members of SG Finserve Limited by way of Postal Ballot only through electronic voting (“remote e-voting”).

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent (“RTA”) or Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, February 21, 2025. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The Company has engaged the services of Central Depository Services (India) Limited for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to the Notice.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in the 'Notes' section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Saturday, March 29, 2025. The remote e-Voting facility will be disabled by CDSL immediately thereafter.

Members may note that this Notice will also be available on Company's website and the link for the same is <https://sgfinserve.com/notice-of-board-meetings.html>, Stock Exchange's website (www.bseindia.com) and Central Depository Services (India) Limited ('CDSL')'s website (www.evotingindia.com).

SPECIAL BUSINESSES

ITEM NO. 1: TO CONSIDER AMENDMENT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY.

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

“RESOLVED THAT in accordance with the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules and notifications issued thereunder and other applicable regulations and guidelines issued by the Securities and Exchange Board of India (including without limitation the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as may be applicable) and all other provisions of applicable laws, if any, (in each case, including any statutory modification or re- enactment(s) thereof for the time being in force) and pursuant to the Memorandum and Articles of the Company and subject to such other approvals as may be required, if any, of the relevant statutory, regulatory, or government authorities, the consent of the Members be and is hereby accorded to alter/ amend the Articles of Association of the Company in the following manner:

(A) The following Article 63(ii) be inserted after existing Article 63 and make it 63(i):

63(ii). Nominee Directors

Notwithstanding anything to the contrary contained in these Articles, any financing company or body corporate or a financing corporation or credit corporation or a bank or any insurance corporation or debenture holders or debenture trustee or any person (each such financing company or body corporate or a financing corporation or credit corporation or a bank or any insurance corporation or debenture holders or debenture trustee or any person hereinafter referred to as “Financial Institutions”) providing any financial assistance or borrowing or subscribing to debentures issued by the Company (“Facilities”) to the Company shall be entitled to appoint, remove or replace from time to time, one or more nominee directors on the Board (“Nominee Directors”) as per the terms of the relevant loan agreements/ facility agreements / debenture trust deeds / financing documents / agreement executed from time to time in relation to such Facilities (“Financing Documents”) in case of the occurrence and subsistence of an event of default in accordance with the terms of the relevant Financing Documents and applicable laws. Such Nominee

Directors appointed from time to time by such Financial Institutions shall have such rights and entitlements as may be contained in the relevant Financing Documents. The Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company. Such Nominee Director may be removed from office at any time by the person in whom for the time being is vested the power under which he was appointed.

Subject to the provisions of the Companies Act, 2013 whenever the debenture trustee(s) nominate a person to be appointed as a director on the Board of the Company in exercise of its duties under the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (together “SEBI Regulations”), as amended from time to time, the Board shall appoint such person as a Director.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and the Meetings of the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. The relevant Financial Institution shall also be entitled to receive all such notices and minutes.

The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission, moneys or remuneration in any form is payable to the Directors of the Company, the fees, commission, moneys and remuneration in relation to such Nominee Director/s shall accrue to the relevant Financial Institution and the same shall accordingly be paid by the Company directly to the relevant Financial Institution.

RESOLVED FURTHER THAT the Board be and are hereby severally authorized, on behalf of the Company, to do and perform or cause to be done in relation to resolution above, all such acts, deeds, matters and things and to take all incidental and necessary steps or to do all such acts, and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalise all issues, questions or difficulties that may arise in this regard, and delegate all or any of the powers herein conferred to any officer(s)/authority(ies)/person(s) of the Company, without further referring to the board of directors or Members of the Company, including without limitation, making such submissions and filings as may be required to seek the requisite approvals, consents and permissions as may be applicable, negotiating, finalizing, varying, modifying, amending, altering, revising, settling the terms and conditions, entering into and executing agreements (including amendments/ extensions/ termination thereof), writings, deeds and such other documents as may be deemed necessary, and any other ancillary and incidental agreements, letters, deeds, instruments, documents, declarations, undertakings, covenants and other papers as may be required or necessary in connection with the above resolution, at their own discretion and in the best interest of the Company and to delegate all or any of the powers or authorities herein conferred to any director(s) or official(s) of the Company, or to engage any advisor, consultant, agent, legal advisor or intermediary, as may be deemed incidental to give effect to this resolution, for and on behalf of the Company.”

ITEM NO. 2: APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH S GUPTA HOLDING PRIVATE LIMITED (FORMERLY KNOWN AS APL INFRASTRUCTURE PRIVATE LIMITED)

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

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and in accordance with the provisions of section 188 and all other applicable provisions of the Companies Act, 2013 (“the Act”), if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company’s Related Party Transactions Policy, and as per recommendation/ approval of the Audit Committee and Board of Directors of the Company, approval of the members be and is hereby accorded for the Company to carry on and/or enter into a series of transaction(s)/contract(s)/arrangement(s)/agreement(s) or otherwise with S Gupta Holding Private Limited (Formerly known as APL Infrastructure Private Limited), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for a period of one (1) year (i.e., from April 01, 2025 to March 31, 2026) for the projected amount not exceeding ₹3,000 Crore (Rupees Three Thousand Crore) for the financial year 2025-2026 as set out in the Explanatory Statement annexed hereto, and on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as “the Board”) subject to such transaction(s)/contract(s)/arrangement(s)/agreement(s) being carried out in the ordinary course of business and at arm’s length for the following transaction(s):

Name of Related Party (1)	Name of Director or Key Managerial Personnel who is related, if any (2)	Nature of Relationship (3)	Nature and Particulars of Proposed Contract (4)	Material terms of Contract including Value (5)	Any other information relevant or important for the Board members to take a decision on the proposed resolution (6)
S Gupta Holding Private Limited (Formerly known as APL Infrastructure Private Limited)	Mr. Rohan Gupta (Non-Executive Director)	S Gupta Holding Private Limited is a Company in which the directors and their relatives are members and directors.	Guarantee, Security, and/or Loan	Maximum of ₹ 3,000 Crore.	Approval One Year from April 1, 2025 to March 31, 2026, subject to approval of members

“RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

By order of the Board of Directors
For SG Finserve Limited

Place: Kaushambi, Ghaziabad
Date: February 27, 2025

Sd/-
Ritu Nagpal
Company Secretary

NOTES FOR MEMBER’S ATTENTION:

1. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the proposed resolutions is annexed hereto.
 2. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, February 21, 2025 (“Cut-off date”). A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who is not a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.
 3. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by CDSL. Instructions for remote e-voting are provided herein under. Remote e-voting period shall commence on Friday, February 28, 2025 (10:00 A.M. IST) and end on Saturday, March 29, 2025 (5.00 P.M. IST) (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, February 21, 2025.
 4. The Board of Directors of the Company has appointed Mr. Saurav Upadhyay, having Membership Number FCS 67860, COP No. 25283, Company Secretaries to act as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.
 5. Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman of the Company and the result of the Postal Ballot will be announced within 2 (Two) working days from the last day of E-voting not later than Monday, March 31, 2025 at the Corporate Office of the Company. The results declared along with the Scrutinizer’s Report would be displayed at the Registered and Corporate Office of the Company, communicated to BSE Limited where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company’s website viz. www.sgfinserve.com and on website of CDSL viz. www.evotingindia.com.
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6. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Saturday, March 29, 2025.
7. To support 'Green Initiative' for receiving all communication (including Notice of Postal Ballot) from the Company electronically, members holding shares in dematerialised mode are requested to register/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant.
8. The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-voting. i.e. Saturday, March 29, 2025. Any member seeking to inspect can send an e-mail to the Company at Compliance@sgfinserve.com with subject line "Inspection of Documents", mentioning their name, DP Id and Client Id and documents they wish to inspect.
9. Instructions for remote e-voting are as below:
 - (i) Remote e-voting period shall commence on Friday, February 28, 2025 (10:00 A.M. IST) and end on Saturday, March 29, 2025 (5.00 P.M. IST) (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, February 21, 2025 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolutions as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
 - (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting</p>

their
**Depository
Participants**

service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of the Company for which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@sgfinserve.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at compliance@sgfinserve.com and/or RTA email at virens@skylinerta.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “**Companies Act**”), the following explanatory statements sets out all material facts relating to the business mentioned under the accompanying Notice:

ITEM NO. 1

Members may please note that Securities and Exchange Board of India had notified Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 on February 2, 2023. As per the said amendment, the Company shall ensure that its Articles of Association enables its board of directors (“Board”) to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board (“Nominee Director”), in case of event of default.

In order to make the Articles of Association of the Company comply with the above-mentioned requirements, the Articles of Association of the Company shall be amended to insert new clause 63(i) in relation to the appointment of Nominee Director. Article 63(i) is to be further amended to elucidate the specific right of the debenture trustee in view of the recent listed non-convertible debentures and to establish an obligation of board specifically to appoint a nominee director upon nomination by a debenture trustee only in the event of default. Accordingly, appropriate language on the obligation of the board in terms of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 has been added. Pursuant to Section 14 of the Companies Act, 2013, the consent of the Members of the Company by way of a Special Resolution is required for amending the Articles of Association of the Company. Accordingly, this matter has been placed before the Members for approval.

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

The Board recommends this resolution as set out in Item No. 1, as Special Resolution for approval by the Members.

ITEM NO. 2

Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section, the Company is required to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of an ordinary resolution in case the value of the Related Party

Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions in the ordinary course of business and on arm's length basis.

Further, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") also stipulates that all material related party transactions with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower shall require prior approval of the shareholders by means of an ordinary resolution. The approval of the members under Regulation 23 of the Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Related Party Transactions ("RPTs") to be entered by SG Finserve Limited in aggregate as set out in this explanatory statement are expected to exceed threshold of material RPTs under Listing Regulations. These transactions are therefore considered as material related party transactions and accordingly approval of members is being sought.

Accordingly, the related party transactions to be transacted/executed in one or more tranches by S Gupta Holding Private Limited "SGHPL" (Formerly Known as APL Infrastructure Private Limited) as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on January 17, 2025 are hereby placed before the shareholders for their approval. The transactions under consideration are proposed to be entered into by the Company with its group Company viz., SGHPL would be in the ordinary course of business and on an arm's length basis.

Accordingly, in terms of the Master Circular of SEBI No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Mater Circular") and upon the recommendations of Audit Committee and the Board of Directors at their respective meetings held on January 17, 2025 and considering the best interest of the Company, Members' approval is sought on the said material RPTs for a period of twelve months from April 1, 2025 to March 31, 2026.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023, the particulars of transactions to be entered into by the Company with its Material subsidiary Company viz. AIPL are as under:

1. Name of the Related Party and its relationship with the listed entity or its material subsidiary, including nature of its concern or interest (financial or otherwise)

S Gupta Holding Private Limited (Formerly Known as APL Infrastructure Private Limited) is a private company in which the directors and their relatives are members and directors.

2. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement.

The Company proposed to enter into the Related Party Transactions with SGHPL on an arm's length basis and in the ordinary course of business during the financial year 2025-26. The relevant details of the material Related Party Transactions are as under:

Nature	Availing of corporate guarantee, loan, securities etc.
Duration/ Tenure	For the financial year 2025-26
Material Terms/ Particulars of the Contract or Arrangement	The proposed contracts/arrangements/transactions relate to sale/purchase of goods/services and shall be governed by the Company's Related Party Transaction Policy and shall be reviewed by the Audit Committee on quarterly basis. Material terms, particulars and conditions of the corporate guarantees and security documents are based on standard terms in such transactions which inter alia include securing the repayment of the facility at interest rates which are based on prevailing market price and commercial terms, enforcement of pledge and security interests (as applicable).
Monetary Value	Maximum of ₹ 3,000 Crore.
Percentage of Company's Annual Turnover	18.00%
Details about Valuation/ Arm's Length and Ordinary Course of Business	All such related party transactions entered by the Company are related to the day to day business operations of the Company and essential for its activities and are in the ordinary course of business of the Company. So far as pricing is concerned, all the transactions meets the arm's length criteria.
Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable

3. Rationale/benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company.

As explained in the explanatory statement.

4. Information about the transaction related to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

- a) Details of the source of funds in connection with the proposed transaction: Not Applicable
- b) Details of financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: Not Applicable
- c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security: Not Applicable
- d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT: Not Applicable

5. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information forms part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act.

Based on the information on Related Party Transactions, summarized in this Postal Ballot Notice, the Audit Committee and the Board have unanimously approved entering into the aforesaid Related Party Transactions and have reviewed, noted and recommended that the approval of the members be sought for the resolution set out at Item No. 2.

The aforesaid Related Party Transactions with SGHPL shall also be reviewed/ monitored by the Audit Committee of the Company as per requirements of the SEBI Listing Regulations and the Act and shall remain within the limits as approved by the members. Any subsequent material modifications in the proposed transactions, as defined by the Audit committee forming part of Company's policy on related party transactions available at www.sgfinserve.com, shall be placed before the members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

The Related Party Transactions with SGHPL shall not, in any manner, be detrimental to the interest of minority members and be in the best interest of the Company and its members.

None of the Directors except Shri Rohan Gupta and his relatives (to the extent of their shareholding in the Company, if any), and Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise, in the resolution.

Pursuant to Regulation 23 of the SEBI Listing Regulations, in respect of voting on this resolution, no related party shall vote to approve resolution set out at Item No. 2.

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

**Place: Kaushambi, Ghaziabad
Date: February 27, 2025**

**Sd/-
Ritu Nagpal
Company Secretary**