

Digvijay Finlease Limited

Regd. Office: HMP House, 4, Fairlie Place, 2nd Floor, Room No. 229, Kolkata 700 001

CIN: U66190WB2001PLC093899

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Phone: 033-22157830

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 and 03/2025 dated 22nd September 2025 read with other relevant circulars issued by the Ministry of Corporate Affairs ('MCA Circulars') and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Digvijay Finlease Limited ('the Company') hereby seeks consent of its members for the Special Business appended hereunder proposed to be transacted through Postal Ballot by voting through electronic means only ('remote e-voting'):-

SPECIAL BUSINESS:

1. Alteration in Object Clause:

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

"RESOLVED THAT pursuant to Section 13(1) and other applicable provisions, if any, of the Companies Act, 2013 (including any modification(s) or re-enactment thereof, for the time being in force, and as may be enacted from time to time), consent of the shareholders of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association ('MOA') as under –

(a) By deletion of words "lenders, borrowers" appearing after the words "...growers, licensors, licensees"; deletion of words "financiers" appearing after the words "...shippers, consultants, advisors" and deletion of words "or advance money" appearing after the words "...power to pay" in sub-clause 2 of clause No. 3 (A) The Objects To Be pursued by the Company on its Incorporation, thereby amending sub-clause 2 as follows: -

"2. To carry on business in India or elsewhere or abroad as dealers, merchants, stockists, importers, exporters, buyers, sellers, resellers, distributors, traders, developers, growers, licensors, licensees, blenders, exchangers, barterers, of all types of commodities, merchandise, goods, materials, articles, things, including but not limited to all types and / or forms or grades of pulses, spices, grains, flour (atta), eatables, vegetables, fruits, flowers, oils, ghee, bullion, gold silver, precious metals, precious stones, jewellery, coins, artworks, sculptures, Cement, Coal, all types of minerals and metals, lime, limestones, paints, chemicals, drugs, medicines, formulations, intermediates, tea, coffee, jute, hemp, cotton, wool, woollen articles, garments, apparels, wearables, cloth, fabrics, yarn, threads, synthetic fabrics, iron ore, books, periodicals and to act as marketing agents, selling agents, purchasing agents, export house, clearing and forwarding agents, packers, carriers, transporters, couriers, insurers, warehousers, insurance agents, brokers, commission agents, shipping agents, delcredere agents, franchisers, exhibitors, publishers, shippers, consultants, advisors, with power to pay for such activities."

- (b) By substitution of sub-clause 8 of clause 3 (B) Matters which are necessary for furtherance of the Objects specified in Clause 3(A) with the following new sub-clause 8:

“8. To pay for any property or business or services rendered or to be rendered or any purchase on cash or by shares, ordinary, preferred or deferred, either fully or partly paid-up or other securities of the Company or partly by one or more of them or otherwise.”

- (c) By deletion of words “or on hire purchase or to lend or” appearing after the words “... on lease or licence” and deletion of words “and to finance for the any article or articles, whether made by the Company or not, by loans or by the purchase system” appearing after the words “....belonging to the Company” in sub-clause 26 of clause No 3(B) Matters which are necessary for furtherance of the Objects specified in Clause 3(A) thereby amending sub-clause 26 as follows: -

“26. To let on lease or licence or otherwise of any property belonging to the Company.”

- (d) By addition of words “Stock Brokers, Mutual Funds, Alternate Investment Funds/Specialised Investment Funds or any other regulated entities” after the words “... shroffs or merchants” in sub-clause 28 of clause 3 (B) Matters which are necessary for furtherance of the Objects specified in Clause 3(A) thereby amending sub-clause 28 as follows: -

“28.To open current or deposit accounts with any bank, bankers, shroffs or merchants, Stock Brokers, Mutual Funds, Alternate Investment Funds/Specialised Investment Funds or any other regulated entities and to pay into and draw money from such accounts.”

- (e) By deletion of words “finance, and” appearing after the words “...undertake the business”; deletion of words “leasing, giving on hire or hire purchase,” appearing after the words “...business pertaining to”; deletion of word “factoring,” appearing after the words “...warehousing”; deletion of words “lending,” appearing after the words “...leasing, giving on lease”; addition of words “giving on hire or rent by whatever name called” after the words “... selling, reselling, subsidizing,” in sub-clause 61 of clause 3 (B) Matters which are necessary for furtherance of the Objects specified in Clause 3(A) thereby amending sub-clause 61 as follows: -

“61. To carry on, undertake the business of trading operations, perform and undertake activities and carry on business pertaining to warehousing and related fields and without affecting the generality of the aforesaid provisions, selling, reselling, subsidising, giving on hire or rent by whatever name called, or disposing off all forms of immovable and movable properties and assets including building, godowns, warehouses and real estate of any kind, nature of user, whatsoever and all types of industrial office and other plant, equipment and machines, including heavy or medium industrial machinery, construction machineries computers, electronic date processors, tabulators, equipment's and instruments, air-conditioners, refrigerators, medical equipment's, televisions, videos, and domestic equipment's/appliances, or any system and whether industrial or consumer, and all types of vehicles, ships or aircrafts and any other property of any kind, nature or user, whatsoever, and whether required for manufacturing, processing, marketing. transporting, trading, or any other commercial or service business or any other commercial or service business or profession and for the purpose of purchasing or taking on hire or hire purchase, otherwise acquiring dominion over the same whether new or used.”

- (f) Deletion of existing sub-clause 9 & 31 of clause No 3(B) and renumbering of existing sub-clause 10 to 30 and 32 to 71 as sub- clause 9 to 29 and 31 to 69 respectively under clause No 3(B) Matters which are necessary for furtherance of the Objects specified in Clause 3(A).

“RESOLVED FURTHER THAT any of the directors and/or Manager and/or Company Secretary of the Company and be and is hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to giving effect to the above resolution and to file a copy of this special resolution alongwith altered Memorandum of Association of the Company in relevant Form digitally signed with the Registrar of Companies, West Bengal for registration.”

**Registered Office:
21, Strand Road,
Kolkata – 700 001**

Date: 14th May, 2026

By order of the Board

**Sd/-
(Sumit Jain)
Company Secretary
FCS No.: 9010**

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“Act”) setting out material facts pertaining to the resolution, is annexed hereto for your consideration and forms part of this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members or register of beneficial owners as on Friday, 15th May, 2026 (‘Cut-off date’) and whose e-mail addresses are registered with the Company / Registrar and Transfer Agent (‘RTA’) / Depository Participants. Hence, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. Physical copies of this Postal Ballot Notice along with Postal Ballot Forms and Pre-paid Business Reply Envelopes are not being sent to members for this Postal Ballot. The Postal Ballot Notice shall also be available on the Company’s website www.digvijayfin.com.
4. The Cut-off date for the purpose of reckoning the voting rights is Friday, 15th May, 2026. Members whose names appear in the Register of Members / Register of Beneficial Owners as on Cut-off date will be considered for the purpose of voting. The Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member on Cut-off date. A person who is not a Member as on the Cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the remote e-voting facility to the members to exercise their votes electronically (‘remote e-voting’). Members can contact Company’s Registrar and Transfer Agent (RTA) Maheshwari Datamatics Pvt. Ltd. (MDPL), or their Depository Participant for assistance in this regard.
6. **Voting period will commence at 9:00 A.M. (IST) on Thursday, 21st May, 2026 and ends at 5:00 P.M. (IST) on Friday, 19th June, 2026. The remote e-voting module shall be disabled by the RTA for voting at 5:00 PM (IST) on Friday, 19th June, 2026. Remote e-voting shall not be allowed beyond the said date and time. Further, members are requested to note that once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.**
7. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA (MDPL), the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the RTA in case the shares are held in physical form.
9. Maheshwari Datamatics Pvt. Ltd. (MDPL) is acting as Registrar and Transfer Agent (RTA) for both physical and electronic form of shareholdings. All communications relating to shares should be addressed to the RTA at 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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.,
 - a. For shares held in electronic form: to their Depository Participants (DPs)
 - b. For shares held in physical form: to the Company/Registrar and Transfer Agent (RTA) in the prescribed Form ISR-1 and other forms as prescribed.
11. Members are requested to read the instructions in the Notes under the section ‘**VOTING THROUGH ELECTRONIC MEANS**’ for remote e-voting.
12. All the documents referred to in the Postal Ballot Notice and draft copy of altered Memorandum of Association, shall be available for inspection from **21st May, 2026 to 19th June, 2026 during 2:00 P.M. to 5:00 P.M.** on all working days other than Saturdays at the Registered Office of the Company. Members seeking to inspect such documents can send an e-mail on digvijayfinleaselimited@gmail.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card.
13. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares and for ease of transfer and portfolio management. The Company has made arrangements with NSDL to offer facility of dematerialisation of securities to its shareholders. **The ISIN allotted by the said depository to the Company is – INE01US01017.** Members may contact their Depository Participant for assistance in this regard.
14. The Company has appointed CS Sweta Jain (M No. F11848, CP No. 25566), Proprietor of M/s SJS & Associates, Company Secretaries, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
15. The e-voting period will commence at 10.00 A.M. on **Thursday, 21st May, 2026** and will end at 5:00 P.M. on **Friday, 19th June, 2026**. 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 will be provided by NSDL.**

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

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 for Individual shareholders holding securities in demat mode

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.	- 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. - 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 - 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 held 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. - 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	- Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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.

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 or 022-23058542-43

B) Login Method for e-Voting 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***

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

How to cast your vote electronically 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 is in active status.
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.

General Guidelines for shareholders

1. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **Friday, 15th May, 2026**, may obtain the login ID and password by sending a request at evoting@nsdl.com or the Company/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Friday, 15th May, 2026, may follow steps mentioned in the Notice under Step 1: "Access to NSDL e-Voting system" (Above).
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President, NSDL and/or Ms. Pallavi Mhatre, Senior Manager, NSDL 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), and AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA via email.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
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. 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.
5. Members who need assistance, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com or call 1800 1020 990 / 1800 22 44 30.

Please note the following:

A person, whose name is recorded in the register of members as on the cut-off date shall be entitled to avail the facility of remote e-voting.

The Scrutinizer shall immediately after the conclusion of voting through Postal Ballot, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submits his report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The results of voting shall be displayed on the notice board at the registered office of the Company. The resolution, if passed by the members through Postal Ballot, shall be deemed to have been passed on **Friday, 19th June, 2026** being the last date specified by the Company for e-voting, as if they have been passed at a general meeting of the members.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102, 110 OF THE COMPANIES ACT, 2013 ('THE ACT'),

As required by section 102 of the Companies Act, 2013 (the Act) and SS-2, the following explanatory statement sets out all material facts relating to the business mentioned under item no.1 of the accompanying Notice.

Item No 1.

The Company is a “Non-Banking Financial Company” (NBFC) under the provisions of and registered with the Reserve Bank of India Act, 1934, inter-alia carrying on business of Non-Banking Financial Institution. In terms of the policies and directions of the Reserve Bank of India (RBI), the Company had applied for conversion of its NBFC Registration as Type-I NBFC ND i.e. *“NBFC-ND not accepting public funds/not intending to accept public funds in the future and not having customer interface/not intending to have customer interface in the future”* which has since been approved by the RBI. However, for issuance of Certificate of Registration as Type-I NBFC ND, the RBI has advised that all provisions of ‘lending’ and ‘borrowing’ are to be removed from the Object clause of the Memorandum of Association of the Company. Accordingly, the Board has decided to amend the existing Memorandum of Association (“MOA”) of the Company to bring it in line with the RBI’s requirements thereby inter-alia removing or deleting the words relating to lending, borrowing and other phrases implying that the Company may lend or borrow money in alignment with the description of Type-I NBFC ND along-with few other amendments to update the syntax of object clauses.

Members to take note that the Board of Directors of the Company (the “Board”) in its meeting held on 14th May, 2026 have approved the amendments in the MOA and recommended the same to the Members for approval as detailed in the Resolution of the accompanying Notice.

As per the provisions of Section 13 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for alteration of MOA. Accordingly, approval is sought by way of Special Resolution as set out in the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested either financially or otherwise in the proposed resolution of the accompanying Notice except to the extent of their respective shareholding in the Company and for holding the office of Director & Key Managerial Personnel respectively therein.

**Registered Office:
HMP House, 4, Fairlie Place,
2nd Floor, Room No. 229,
Kolkata – 700 001**

Date: 14th May, 2026

By order of the Board

**Sd/-
(Sumit Jain)
Company Secretary
FCS No.: 9010**