



NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108, 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

VOTING STARTS ON	VOTING ENDS ON
Saturday, 15 th November, 2025 at 9:00 a.m. (IST)	Sunday, 14 th December, 2025 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, (collectively the "MCA Circulars") and all other applicable provisions of the Act, Rules, SEBI Listing Regulations, circulars and notifications (including any statutory modification(s) or amendment(s) thereto and re-enactment(s) thereof for the time being in force), the resolution as set out hereunder is proposed for approval of the Members of SBFC Finance Limited ("the Company") as a Special Resolution, by way of Postal Ballot only through Remote E-voting i.e. voting through electronic means ("Remote E-voting").

Pursuant to Sections 102 and 110 and all other applicable provisions of the Act and SS-2, the relevant explanatory statement setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ("Notice") for your consideration.

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to all its Members who have registered their e-mail addresses with the Company/KFin Technologies Limited, Registrar & Transfer Agent of the Company ("KFintech")/or the Depository Participant(s) and whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on **Friday, 7th November, 2025 ("Cut-Off date")**. Accordingly, hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent only through the Remote E-voting system.

Eligible Members whose e-mail addresses are not registered with the Company/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

The Postal Ballot Notice will also be placed on the website of the Company at <https://www.sbfc.com/investors> and on the website of KFintech at <https://evoting.kfintech.com> and the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (Collectively "Stock Exchanges").

SBFC Finance Limited

Registered Office: Unit No. 103, 1st Floor, C&B Square, Sangam Complex, Andheri Kurla Road, Village Chakala, Andheri (East) Mumbai - 400 059

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CIN No : L67190MH2008PLC178270



In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108, 110 and other applicable provisions of the Act read with the Rules as amended, the MCA Circulars and SS-2, the Company is providing the Remote E-voting facility to all its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of KFintech to provide the Remote E-voting facility to its Members.

The Remote E-voting commences on **Saturday, 15th November, 2025 at 9.00 a.m. (IST) and concludes on Sunday, 14th December, 2025 at 5.00 p.m. (IST)**. The E-voting module shall be disabled by KFintech for voting thereafter. Members are requested to peruse the proposed Resolution along with Explanatory Statement and thereafter record their assent or dissent by means of Remote E-voting facility provided by the Company **not later than 5.00 p.m. (IST) on Sunday, 14th December, 2025**, failing which it will be considered that no reply has been received from the Members.

The Remote E-voting facility is available at the link: <https://evoting.kfintech.com>. Members desiring to exercise their votes are requested to carefully read the "Instructions for Remote E-voting" enumerated in the Notes to this Notice.

The Board of Directors of the Company has appointed Ms. Jigyasa N. Ved, (Membership No. FCS 6488) or failing her Mr. Mitesh Dhabliwala (Membership No. FCS 8331) of M/s. Parikh & Associates, Practicing Company Secretaries, as Scrutinizer(s), for conducting the Postal Ballot through Remote E-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

After completion of scrutiny of the votes, the Scrutinizer will submit her/his Report to the Chairperson of the Company, or any person authorized by the Chairperson. The results of the voting conducted through Postal Ballot (through the Remote E-voting process) along with the Scrutinizer's Report shall be declared by the Chairperson or such person as authorized by the Chairperson, within 2 working days of the closing of e-voting period i.e. on or before **Tuesday, 16th December, 2025**. The same will be displayed on the website of the Company: <https://www.sbfc.com/investors>, the website of KFintech: <https://evoting.kfintech.com> and also shall be communicated to BSE and NSE where the Company's equity shares are listed and be made available on their respective websites. The Company will also display the results of the Postal Ballot at its Registered Office.

The Resolution shall be deemed to have been passed on **Sunday, 14th December, 2025**, being the last date specified by the Company for Remote E-voting process, subject to receipt of the requisite number of votes in favour of the Resolution.

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SPECIAL BUSINESS:

Approval of the SBFC Stock Option Policy 2025 - I

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (“the Act”) read with all other applicable provisions of the Act, and the rules notified thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, (“SBEB & SE Regulations”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or amendment(s) thereto and re-enactment(s) thereof, for the time being in force) and such other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the “Applicable Laws”), relevant provisions contained in the Memorandum of Association and the Articles of Association of the Company, and such other approvals, permissions and sanctions of any/ various authority(ies) as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”) which term shall include the Nomination and Remuneration Committee of the Company (“NRC”) constituted by the Board and which has been authorized by the Board to exercise certain powers conferred on the Board and which is authorized to act as the “Compensation Committee” under the SBEB & SE Regulations, including the powers conferred by this resolution and / or such other persons who may be authorized in this regard by the Board and pursuant to the recommendation of the NRC and approval of the Board, the approval of the members of the Company be and is hereby accorded for adoption and implementation of the SBFC Stock Option Policy 2025 – I (“ESOP 2025 – I Policy”), the salient features of which are set out in the explanatory statement annexed hereto and to offer and grant from time to time and in one or more tranches, employee stock options (“Stock Options”) under the ESOP 2025 - I Policy and to create, offer, issue and allot at any time, such number of equity shares under the ESOP 2025 – I Policy, to or for the benefit of Eligible Employees as defined in the ESOP 2025 – I Policy and on such terms and conditions as provided in the ESOP 2025 - I Policy and as may be fixed and determined by the Board and/or NRC.

RESOLVED FURTHER THAT the maximum number of Stock Options to be granted to the Eligible Employees at any time or from time to time, in one or more tranches and on such terms and conditions as provided in the ESOP 2025 – I Policy and as may be fixed or determined by the NRC, shall not exceed 1,21,00,000 (One Crore Twenty-One Lakh) Stock Options corresponding to 1,21,00,000 (One Crore Twenty-One Lakh) fully paid equity shares of ₹ 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the Board and/or NRC and/or any other committee authorised by the Board, be and is hereby authorised to issue and allot equity shares, from time to time, upon exercise of Stock Options by Eligible Employees, in accordance with the terms of the ESOP 2025-I Policy and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

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RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, change in capital structure, merger, demerger, amalgamation etc., the outstanding Stock Options, granted/to be granted under the ESOP 2025 - I Policy and/or the exercise price shall be suitably adjusted, as may be required in compliance with the provisions of the Applicable Laws.

RESOLVED FURTHER THAT any one of the Directors of the Company, the Chief Financial Officer, and/or the Company Secretary & Chief Compliance Officer of the Company be and are hereby severally authorised to take requisite steps for listing and trading of the equity shares allotted under the ESOP 2025 - I Policy on the stock exchanges where the equity shares of the Company are listed in due compliance with the provisions of the Applicable Laws.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing ESOP 2025 - I Policy and generally for giving effect to these Resolution(s), the Board and/or NRC be and are hereby authorised, on behalf of the Company, to do all such acts, matters, deeds, things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the above and with the authority to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage and to carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP 2025 – I Policy, to the extent permissible under the Applicable Laws, without requiring the Board and/or NRC to obtain any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors

Namrata Sajnani
Company Secretary & Chief Compliance Officer
ICSI Membership No. F10030

Date: 1st November, 2025

Place: Mumbai

Registered Office:

103, 1st Floor, C&B Square,
Sangam Complex, Andheri Kurla Road, Village Chakala,
Andheri (East) Mumbai 400 059

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NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“the Act”) and Rule 22 of the Companies (Management and Administration) Rules (“the Rules”) setting out the material facts and reasons for the proposed Special Resolution of the Postal Ballot Notice and the reasons thereof is appended herein for your consideration.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories, the Company’s Registrar and Transfer Agent (‘RTA’), as on **Friday, 7th November, 2025 (“Cut-Off Date”)** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. Members whose names appear in the Register of Members/the List of Beneficial Owners as on Cut-Off Date will be considered for the purpose of voting in proportion to the Member’s shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
3. A person who is not a Member as on the Cut-Off Date should treat the Notice for information purpose only. Members cannot exercise their votes through proxy on Postal Ballot. It is however clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution(s) in accordance with the process specified in note no. 16 of this Notice. The voting rights of Members will be in proportion to their share in the paid-up share capital of the Company as on the Cut-Off Date.
4. Members are requested to exercise their voting rights through Remote E-voting only. No other means is permitted. The Company will not be dispatching physical copies of Notice of Postal Ballot to any Member. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
5. The term ‘Members/Shareholders’ have been used interchangeably to denote the Shareholders of the Company.
6. A copy of the Postal Ballot Notice is available on the website of the Company at <https://www.sbfc.com/investors>, website of the stock exchanges, i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively and on the website of our e-Voting agency/RTA i.e. KFin Technologies Limited at <https://evoting.kfintech.com>.
7. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide Remote E-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote E-voting is mentioned in note no. 16 of this Notice.

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8. The Remote E-voting shall commence on **Saturday, 15th November, 2025 at 9:00 a.m. (IST) and shall end on Sunday, 14th December, 2025 at 5:00 p.m. (IST) (both days inclusive)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The Remote E-voting module shall be disabled by RTA for voting thereafter.
9. The Board of Directors of the Company at its Meeting held on 1st November, 2025 has appointed Ms. Jigyasa N. Ved (Membership No. FCS 6488) or failing her Mr. Mitesh Dhabliwala (Membership No. FCS 8331) of M/s. Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer(s) to scrutinize the postal ballot process in a fair and transparent manner.
10. The Scrutinizer will submit her/his report to the Chairperson, or any other person authorized by Chairperson, after scrutiny of the votes cast, on the result of the Postal Ballot within 2 working days of the closing of e-voting period i.e. on or before Tuesday, 16th December, 2025. The Scrutinizer's decision on the validity of the votes cast will be final.
11. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.sbfc.com/investors>, the website of the e-Voting agency/RTA at <https://evoting.kfintech.com> immediately after the result is declared by the Chairperson or any other person authorized by the Chairperson, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The Company will also display the results of the Postal Ballot at its Registered Office.
12. The Special Resolution, if passed by the requisite majority through Postal Ballot by Remote E-voting, shall be deemed to have been passed on the last date specified for e-voting i.e. Sunday, 14th December, 2025.
13. All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members seeking to inspect such documents can send an e-mail to complianceofficer@sbfc.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, PAN and the documents they wish to inspect till Sunday, 14th December, 2025.
14. Those members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with the Company or to Company's Registrar & Transfer Agent, KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, in case the shares are held by them in physical form, to enable servicing of notices, documents, annual reports and other communications electronically in future.
15. After sending the notice of Postal ballot through email, an advertisement shall be published in English newspaper (All editions) and Marathi newspaper (Mumbai edition) and also on the Company's website: <https://www.sbfc.com/investors>.

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16. Instructions for Remote E-voting:

The manner of voting by (A) Individual Shareholders holding shares of the Company in Demat mode, (B) Shareholders other than Individuals holding shares of the Company in Demat mode and all shareholders holding shares of the Company in Physical mode, is explained in the instructions given hereinbelow:

A. Login method for Remote E-voting for Individual shareholders holding shares of the Company 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:

The procedure to login and access Remote E-voting, as devised by the Depositories/ Depository Participant(s), is given below:

Individual Shareholders holding shares of the Company in demat mode with NSDL	1. Existing Internet-based Demat Account Statement ("IDeAS") facility Users: i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. iii. After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. iv. Click on company name i.e. 'SBFC Finance Limited' or ESP i.e. KFin. v. Members will be re-directed to KFin's website for casting their vote during the Remote E-voting period. 2. Users not registered under IDeAS: i. Visit https://eservices.nsdl.com for registering. ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Proceed with completing the required fields. iii. After registration, visit the e-voting website of NSDL https://www.evoting.nsdl.com/ iv. 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.
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	v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name i.e. SBFC Finance Limited or ESP name i.e. KFin after which the Member will be redirected to ESP website for casting their vote during the Remote E-voting period. viii. Members can also download the 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 members holding shares of the Company in demat mode with CDSL	1. Existing users who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility: https://web.cdslindia.com/myeasitoken/Home/Login or URL: http://www.cdslindia.com / www.cdslindia.com - Click on New System Myeasi. - Login to MyEasi option under quick login. - Login with the registered user ID and password. - Members will be able to view the e-voting Menu. - The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. 2. User not registered for Easi / Easiest - Visit https://web.cdslindia.com/myeasitoken/Home/EasiRegistration - Proceed to complete registration using the DP ID, Client ID (BO ID), etc. - After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL - Visit www.cdslindia.com - Provide demat account number and PAN - System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.

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	iv. After successful authentication, members will be provided link for selecting the name of the Company i.e., SBFC Finance Limited or for selecting ESP i.e., KFin. v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual members login through their demat accounts / Website of Depository Participant	i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories viz. NSDL/CDSL for e-voting facility. ii. Once logged-in, members will be able to view e-voting option. iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against SBFC Finance Limited or KFin. v. Members will be redirected to e-voting website of KFin for casting their vote during the Remote E-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or contact at 022-4886 7000
Securities held 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 1800 210 99 11

B. Login Method for shareholders other than Individual shareholders holding shares of the Company in demat mode and shareholders holding shares of the Company in physical mode:

- 1) Members whose email IDs are registered with the Company / DPs, will receive an email from KFinTech which will include details of e-voting Event Number (EVEN), USER ID and password. They are requested to follow the following process:
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote

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- iii. After entering these details appropriately, click on “LOGIN”.
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,3, etc.,). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.
- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the “EVEN” i.e., “SBFC Finance Limited” and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, a Member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A Member may then cast their vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once a member has voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- xii. Corporates/Institutional members (i.e. other than Individuals, HUF, NRIs, etc.) are required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/Authority Letter, etc. authorizing its representative(s) to vote on its behalf, to the Scrutinizer at e-mail ID: cs@parikhassociates.com with a copy marked to evoting@kfintech.com and to the Company at complianceofficer@sbfc.com. They may also upload the same in the e-voting module in their login page. The scanned image of the above mentioned documents should be in the naming format ‘Corporate Name_EVEN’.

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It should reach the Scrutinizer, KFintech and the Company not later than Sunday, 14th December, 2025 (5.00 p.m. IST).

- xiii. If you have forgotten your password, you can reset your password by using 'Forgot Password' available on <https://evoting.kfintech.com> and following the password reset options provided therein or contact KFINTECH at toll free no.: 1800-309-4001.

17. Members whose email IDs are not registered with the Company/ DPs and e-voting instructions cannot be serviced, will have to follow the following process:

- i. In case shares are held in demat mode, please provide DP Id.-Client Id. (DP Id + Client Id), name, client master or copy of Consolidated Account Statement, self-attested scan copy of PAN card and Aadhar to evoting@kfintech.com.

If you are an individual shareholder holding securities in demat mode, please refer to the login method explained at Note 16(A) i.e. Login method for e-Voting for individual shareholders holding shares in demat mode.

If you are a non-individual shareholder holding securities in demat mode, please refer to the login method explained at Note 16(B) i.e. Login method for e-Voting for non-individual shareholders holding shares in demat mode.

- ii. In case shares are held in physical mode, please provide Folio No., name of shareholder, scan copy of the share certificate (front and back), self-attested scanned copy of PAN card and Aadhar by email to evoting@kfintech.com.

If you are an individual shareholder holding securities in physical mode, please refer to the login method explained at Note 16(B) i.e. Login method for e-Voting for individual shareholders holding shares in physical mode.

- iii. Alternatively, shareholder may send a request to evoting@kfintech.com for procuring user id and password for e-Voting by providing above mentioned documents. After receiving the e-voting instructions, please follow steps explained at Note 16 to cast your vote by electronic means.

In case of any query/grievance with respect to Remote E-voting, please visit the 'Help'/'FAQs' section available on KFINTECH's website: <https://evoting.kfintech.com> or send an e-mail to evoting@kfintech.com or call KFINTECH on toll free number 1800-309-4001. Members may also contact Mr. Praveen Chaturvedi, Senior Vice President or Mr. Mohammed Shanoor, Deputy Manager, KFin Technologies Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana (Unit: SBFC Finance Limited) at the e-mail ID einward.ris@kfintech.com.

18. In case of members who have not registered their e-mail addresses with the Company/KFintech/Depository Participant(s) then such Members are requested to register/ update

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their e-mail address with Depository Participant (in case of shares held in demat form) and inform KFintech at the e-mail ID evoting@kfintech.com. In case of shares held in physical form, Members are required to send the request letter to KFintech in prescribed Form ISR-1 and other forms. The said form(s) can be downloaded from the KFintech's website <https://ris.kfintech.com/#>.

19. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, e-mail addresses, nominations, power of attorney, change of address/name, contact number, etc. to their DPs only and not to the Company or KFINTECH. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
20. Members are requested to note that the RTA of the Company, based on SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 8, 2023, has created an online platform which can be accessed at <https://ris.kfintech.com/default.aspx> > Investor Services > Investor Support.

Members can register/sign-up, using their Name, PAN, Mobile and e-mail id. Post registration, Members can login via OTP and execute activities like raising Service Requests, Queries, Complaints, checking status, KYC details, dividend, interest, redemptions, e-meetings and e-voting details.

Quick link to access the sign-up page is <https://kprism.kfintech.com/signup>

By Order of the Board of Directors

Namrata Sajnani
Company Secretary & Chief Compliance Officer
ICSI Membership No. F10030

Date: 1st November, 2025

Place: Mumbai

Registered Office:
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EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 ("THE ACT") SETTING OUT THE MATERIAL FACTS CONCERNING THE RESOLUTION IN THE ACCOMPANYING NOTICE:

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

In order to retain, reward, motivate and foster ownership and participation amongst the Eligible Employees of the Company, the Company is proposing to introduce a new ESOP Policy viz. SBFC Stock Option Policy 2025 – I ("ESOP 2025 – I Policy") comprising a pool of 1,21,00,000 (One Crore Twenty-One Lakh) Employee Stock Options ("Stock Options").

The objectives and purpose of this Policy is, inter alia, to attract and retain appropriate human capital in the employment of the Company, motivate the employees of the Company with incentives and reward opportunities, align the interests of the employees with those of the Company and its Members, and to create a sense of ownership and participation amongst the employees, thereby promoting their welfare.

The requisite disclosures as required under Section 62(1)(b) of the Companies Act, 2013 ("the Act") read with rules made thereunder and Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations") read with Part C of Schedule I to the SBEB & SE Regulations are set out below:

a. Brief description of the ESOP 2025 – I Policy:

The objective of ESOP 2025 - I Policy is to provide means to enable the Company to attract and retain appropriate human capital in the employment of the Company, to motivate the employees of the Company with incentives and reward opportunities, to achieve sustained growth of the Company and the creation of shareholder value by aligning the interest of the employees with the long term interest of the Company and to create a sense of ownership and participation amongst the employees.

Each Stock Option granted to an option grantee shall entitle him/her to one equity share of the Company of nominal value of ₹ 10/- (Rupees Ten only) each, subject to the terms and conditions of ESOP 2025 – I Policy. The ESOP 2025 - I Policy shall remain effective until it is renewed or terminated whichever is earlier.

b. The total number of Stock Options, to be offered and granted under the ESOP 2025 – I Policy:

A maximum of 1,21,00,000 (One Crore Twenty-One Lakh) Stock Options ("ESOP Pool") may be offered and granted under the ESOP 2025 - I Policy to the Eligible Employees, which on exercise would entitle not more than 1,21,00,000 (One Crore Twenty-One Lakh) equity shares of face value ₹ 10/- (Rupees Ten only) each. The ESOP Pool may be adjusted for any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, change in capital structure, merger/demerger/amalgamation etc., in terms of the ESOP 2025 - I Policy and in accordance with the SBEB & SE Regulations.

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If any Stock Options granted under the ESOP 2025 - I Policy are lapsed/forfeited, then such Stock Options shall be added back to the ESOP Pool and shall be available for further grant under the ESOP 2025 - I Policy as per the discretion of the NRC.

c. Identification of classes of Employees entitled to participate and be beneficiaries in ESOP 2025 – I Policy:

The NRC shall have the right and discretion to identify employees entitled to participate in ESOP 2025 – I Policy (“Eligible Employees”). The decision of the NRC with respect to the eligibility of an employee for Stock Options and the terms and conditions of such Stock Options, shall be final and is not subject to challenge.

Following classes of Employees are eligible to participate in the ESOP 2025 - I Policy:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director (as defined under relevant provisions of the Act) or not, including a non-executive director who is not a promoter or member of the promoter group, but at all times excluding:
 - an independent director of the Company; or
 - an employee who is a promoter or a person belonging to the promoter group; or
 - a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

Provided however, a contractual employee can also be designated by the Company as an Eligible Employee.

d. Requirements of vesting and period of vesting:

The Stock Options granted under ESOP 2025 - I Policy shall vest on completion of 12th (twelfth) month from the date of grant, over a period of 48 (Forty-Eight) months from the date of grant, as per the schedule below. For the purpose of calculating the time duration for vesting, continued and uninterrupted employment of the grantee shall be taken into consideration.

Completion of months from Grant Date	% Vesting
12 months	25%
15 months	6.25%
18 months	6.25%
21 months	6.25%
24 months	6.25%
27 months	6.25%
30 months	6.25%
33 months	6.25%
36 months	6.25%

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39 months	6.25%
42 months	6.25%
45 months	6.25%
48 months	6.25%

The NRC shall be entitled to make the vesting of any or all of the Stock Options awarded to an Eligible Employee conditional upon the fulfilment of such performance criteria whether of the Eligible Employee and/ or any team or group of which he is a part and/ or of the Company, as may be determined by the NRC or determine a vesting schedule other than that specified herein above for any Eligible Employee or class of Eligible Employees.

The vesting of Stock Options shall be as per the respective grant letter, unless otherwise determined by the NRC, in case of employees who are on long leave.

Subject to the grant letter, unless the NRC provides otherwise, the vesting of Stock Options granted shall be suspended during any authorized or unauthorized leave of absence for such period as may be determined by the NRC as per its discretion and such decision in this regard shall be final and binding on the grantees.

The NRC shall be entitled, in its absolute discretion, to vary or alter the vesting schedule from grantee to grantee or class thereof, as it may deem fit, subject to fulfillment of minimum vesting period as set out above.

The vested and unvested Stock Options may lapse or expire or forfeit or accelerate (as the case maybe) in the following circumstances:

- In the event that a grantee's association with the Company ceases, the following consequences shall apply with respect to the vested and unvested Stock Options:

Sr. No.	Event	Consequences with respect to vested Stock Options	Consequences with respect to unvested Stock Options
1.	Termination of employment for Cause as defined in the ESOP 2025 – I Policy	Lapse immediately with no further obligation of the Company.	Lapse immediately with no further obligation of the Company.
2.	Resignation or Termination of employment in accordance with the terms of the employment agreement	In case of resignation or termination, all the vested Stock Options as on date of such resignation or termination shall be exercisable by the employee within a period of 90 days from his/her last working day with the Company or such time as maybe extended by the NRC.	Lapse immediately with no further obligation of the Company.

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3.	Retirement / Early Retirement/ Superannuation	In the case of retirement under a voluntary retirement scheme of the Company or retirement on attaining the superannuation age or onwards, the Stock Options shall continue to remain vested in accordance with the vesting schedules as mentioned in respective grant letters in accordance to ESOP 2025 – I Policy. All vested Stock Options shall be exercised by the grantee or their legal heirs within 90 days from the last date of employment.	In the case of retirement under a voluntary retirement scheme of the Company or retirement on attaining the superannuation age or onwards, all unvested Stock Options on the last working day shall continue to vest in accordance with the vesting schedules as mentioned in respective grant letters in accordance to ESOP 2025 – I Policy. Such aforesaid vested Stock Options shall be exercised within a period of 90 days from the date of vesting.
4.	Death or Permanent Incapacity	In case of death or permanent incapacity, all the vested Stock Options as on the date of death or permanent incapacity of the employee may be exercised by the grantee, nominee or legal heirs of the employee, as applicable, within a period of 12 (twelve) months from the date of occurrence of such an event.	All the unvested Stock Options as on date of cessation due to permanent incapacity of the employee shall vest in him/her immediately. In case of cessation of employment in the event of death of an employee while in employment or while serving as a director, all unvested Stock Options granted to the employee shall immediately vest, with effect from his/ her death in the legal heirs or nominees of the deceased employee, as the case may be. All the Stock Options so vested, shall be exercisable, within a period of 12 (twelve) months from the date of occurrence of such an event.
5.	Abandonment*	All the vested Stock Options shall stand cancelled.	All unvested Stock Options shall stand cancelled.

**The Board/ NRC, at its sole discretion shall decide the date of cancellation of Stock Options and such decision shall be binding on all concerned.*

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e. Maximum period within which the Stock Options / benefits shall be vested:

The maximum vesting period of Stock Options shall be 48 (forty-eight) months from the date of grant. The Stock Options shall lapse if not exercised within the exercise period. The NRC shall be entitled to make the vesting of any or all of the Stock Options awarded to an Eligible Employee conditional upon the fulfilment of such performance criteria whether of the Eligible Employee and/ or any team or group of which he is a part and/ or of the Company, as may be determined by the NRC or determine a vesting schedule other than that specified herein above in point (d) for any Eligible Employee or class of Eligible Employees.

f. Exercise price, purchase price or pricing formula:

The exercise price of per vested Stock Option shall be determined based on the average of closing price of immediate five (5) trading days preceding the Relevant Date* in case of grant.

**Relevant Date is defined in ESOP 2025-I Policy as (a) in the case of grant, the date of the meeting of the NRC in which the grant is to be made/ is made and (b) in the case of exercise, the date on which notice of exercise is given to the Company by the Grantee.*

Explanation - If such shares are listed on more than one recognized stock exchange, then the closing price on the stock exchange having the higher trading volume during such period to be considered.

g. Exercise period/offer period and process of exercise/acceptance of offer:

The vested Stock Options can be exercised within 6 (six) months from the date of the vesting; and in case of termination of employment of a grantee, as per the period mentioned in the table under Point (d) above. Further, in case of “Change in Capital Structure” or a “Corporate Action” as defined in ESOP 2025 – I Policy, the Board may decide the treatment of outstanding Stock Options, whether vested or unvested, as it may deem fit in its discretion and subject to applicable laws – including but not limited to accelerating the vesting of Stock Options, cashing-out the Stock Options, amending the exercise period, and so on and so forth.

A vested Stock Option shall be deemed to be exercised only when the Company/NRC/authorised committee receives notice of exercise in either written, electronic or in any other manner notified by the Company/NRC/ authorised committee, from the grantee. Upon exercise by a grantee of the Stock Options granted pursuant to ESOP 2025 – I Policy, the grantee shall pay to the Company the exercise price through normal banking channel. Stock Options shall lapse if not exercised within the exercise period and will be added back to the ESOP Pool.

h. The appraisal process for determining the eligibility of employees for ESOP 2025 – I Policy:

The NRC shall have the right and discretion to identify Eligible Employees. The decision of the NRC with respect to the eligibility of an employee for Stock Options and the terms and conditions of vesting and exercise of Stock Options, shall be final and is not subject to challenge.

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i. **Maximum number of Stock Options, shares, as the case may be, to be offered and issued per employee and in aggregate, if any:**

The maximum number of Stock Options to be offered or issued in aggregate under ESOP 2025 - I Policy shall not, upon exercise, exceed 1,21,00,000 (One Crore Twenty-One Lakh) equity shares of face value ₹ 10/- (Rupees Ten only) each, subject to any adjustment as may be required due to any corporate action or change in capital structure or any restructuring of the Company. However, in any financial year no single eligible employee will be offered or issued more than 1% of the issued share capital.

j. **Maximum quantum of benefits to be provided per employee under ESOP 2025 – I Policy:**

The Maximum quantum of benefits underlying the options issued to an Eligible Employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of exercise of Stock Options.

k. **Whether ESOP 2025 - I Policy is to be implemented and administered directly by the Company or through a trust:**

ESOP 2025 - I Policy will be implemented and administered directly by the Company through the NRC.

l. **Whether ESOP 2025 – I Policy involves new issue of shares by the Company or secondary acquisition by the trust or both:**

ESOP 2025 – I Policy involve only fresh issue of equity shares by the Company in compliance with the SBEB & SE Regulations and other applicable laws.

m. **The amount of loan to be provided for implementation of ESOP 2025 - I Policy by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

Not applicable as the ESOP 2025 – I Policy is being implemented and administered directly by the Company through the NRC and not through a trust.

n. **Maximum percentage of secondary acquisition (subject to limits specified under the SBEB & SE Regulations) that can be made by the trust for the purposes of ESOP 2025 – I Policy:**

Not applicable as the ESOP 2025 – I Policy is being implemented and administered directly by the Company through the NRC and not through a trust.

o. **A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15 of the SBEB & SE Regulations:**

In compliance with Regulation 15 of the SBEB & SE Regulations, the Company shall comply with the applicable disclosure requirements, accounting policies and accounting standards as issued by the competent/relevant authorities from time to time.

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

The Company shall use the fair value method for valuation of the Stock Options as prescribed under the Accounting Standards, as applicable and notified by appropriate authorities from time to time.

q. Declaration:

The following declaration required under the SBEB & SE Regulations is not applicable since the Company will adopt fair value method for valuation of Stock Options:

"In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report."

r. Period of lock-in:

The equity shares allotted upon exercise of Stock Options under the ESOP 2025 - I Policy shall not be subject to any lock in period, except as may be required for compliance of any regulatory / statutory / judicial requirements from time to time.

s. Terms & conditions for buyback, if any, of specified securities covered under the SBEB & SE Regulations:

None.

t. Other terms and conditions

- i. An option grantee shall not have the right to receive any dividend or to vote or in any manner enjoy the benefits available to a shareholder in respect of Stock Options granted to him/her, unless the option grantee Exercises the Option and becomes a registered holder of the Shares of the Company.
- ii. The Stock Options shall not be transferable or assignable by the Grantee, otherwise than by will or the laws of descent and distribution and the Option shall be exercisable, during the Grantee's lifetime, only by him or, during period of legal disability, by his legal representative. No Stock Option shall be subject to execution, attachment or similar process.

The Stock Options shall not be pledged, hypothecated, mortgaged, encumbered or otherwise transferred/alienated.

- iii. The Board may at any time, at its sole discretion, decide to offer cash consideration to grantees against the vested Stock Options, at such price, as the Board may determine, in order to provide

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certain liquidity to such grantees. Where the Board decides to exercise its right to cash settlement, the grantees shall be obliged to accept such cash settlement.

Approval of members by way of Special Resolution is being sought pursuant to the provisions of Regulation 6(1) of the SBEB & SE Regulations and Section 62(1)(b) of the Act and the rules made thereunder, for adoption and implementation of ESOP 2025 - I Policy and the creation, offer, grant, issuance and allotment of equity shares to Eligible Employees of the Company under ESOP 2025 – I Policy. Accordingly, Special Resolution as set out in this Notice is proposed for approval by the members.

In accordance with the details of the proposal and the rationale as aforesaid, the Board recommends passing of the Special Resolution as set out in this Postal Ballot Notice for approval of the Members of the Company.

All relevant documents and papers referred to in this Notice and Explanatory Statement shall be available for electronic inspection without any fee by the Members, as provided in the Notes to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the resolution as set out in this Notice, except to the extent of their respective shareholding, if any, in the Company or to the extent they may be granted any Stock Options under the ESOP 2025 – I Policy, in accordance with the Applicable Laws.

By Order of the Board of Directors

Namrata Sajnani
Company Secretary & Chief Compliance Officer
ICSI Membership No. F10030

Date: 1st November, 2025

Place: Mumbai

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