

# Notice

**NOTICE** is hereby given that the Nineteenth (19<sup>th</sup>) Annual General Meeting ('AGM') of the members of SBFC Finance Limited will be held on Tuesday, July 14, 2026 at 03:00 pm (IST) through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), to transact the following business:

## Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Aseem Dhru (DIN: 01761455), Executive Vice-Chairman, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Jonathan Tatur (DIN: 08639243), Nominee Director, who retires by rotation, and being eligible, offers himself for re-appointment.

## Special Business:

### 4. Increase in the borrowing limits of the Company

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

**"RESOLVED THAT** in supersession of the resolution passed by the Members of the Company through Postal Ballot on January 26, 2024 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") read with Rules made thereunder, as amended from time to time and in terms of the relevant provisions of the Articles of Association of the Company and all other applicable provisions and rules (if any), the consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee constituted/which may be constituted by the Board of Directors or any other person(s) for the time being authorized by the Board) for borrowing from time to time, any sum or sums of monies for and on behalf of the Company in Indian Rupees and/ or in any foreign currency from domestic as well as international lenders, investors including banks, non-banking financial companies, mutual funds, financial institutions, investment institutions and their subsidiaries, trusts, other bodies corporate, any other lenders, by way of issuance of Bonds, Commercial Paper, Debentures (whether secured or unsecured, whether non-convertible, optionally convertible or compulsorily convertible) (including debentures issued on a private placement basis or to the public), Masala Bonds, Foreign currency bonds, Green Debt Securities, subordinated debt / perpetual debt, social bonds and any other short term debentures on fixed or floating rate basis or any other security or by way of availing of Term Loans, Working Capital Loans, cash credit, short term loans, External Commercial Borrowings, Inter Corporate Deposits, Foreign Currency

Non-Resident (Bank) Loans ("FCNR Loans") or any other type of facility, by way of issuance of any other permissible instruments or methods of borrowing, whether unsecured or secured by creation of mortgage, charge, hypothecation, lien, pledge or otherwise of the Company's assets and properties, whether movable or immovable, notwithstanding on such terms and conditions as the Board may consider suitable, where the monies to be borrowed together with the monies already borrowed by the Company, may exceed the aggregate of its paid-up share capital of the Company, securities premium and free reserves (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business), that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the sum of ₹16,000 crore (Rupees Sixteen Thousand Crore Only);

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof or any other person(s) authorized by the Board) be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise, howsoever, as it may think fit and to do all such acts, deeds and things as may be necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof or any other person(s) authorized by the Board to exercise its powers including powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, usual or proper and to settle all questions, difficulties or doubts that may arise in this regard, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

### 5. Creation of charges on the assets of the Company

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

**"RESOLVED THAT** in supersession of the resolution passed by the Members of the Company through Postal Ballot on January 26, 2024 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("the Act") read with Rules made thereunder, as amended from time to time and in terms of the relevant provisions of the Articles of Association of the Company and all other applicable provisions and rules (if any), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee constituted/which may be constituted by the Board of Directors or any

other person(s) for the time being authorized by the Board) for creation of such pledge, mortgages, charges (including creation /perfection / modification thereof), hypothecations and/or creating security interest of every nature and kind as may be necessary on over all or any of the assets of the Company including receivables and other immovable or movable properties of the Company wheresoever situated, present and/or future, and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating or fixed charge on all movable or immovable properties of the Company (present and future) in favour of banks, non-banking financial companies, mutual funds, financial institutions, investment institutions and their subsidiaries, trusts, other bodies corporate, any other lenders (hereinafter referred to as the "Lending Agencies / Lender(s)"), Security Trustee and Trustees for the holders of debentures / bonds and / or other instruments which may be issued on a private placement basis or otherwise, to secure rupee term loans / foreign currency loans, debentures, bonds and other permissible debt securities/ instruments issued/ to be issued by the Company in the domestic or international markets, loans/ borrowing limit(s)/financial assistance availed/ to be availed by the Company, upto an outstanding aggregate value not exceeding ₹19,000 crores (Rupees Nineteen Thousand Crores Only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lender(s) under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings;

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof or any other person(s) authorized by the Board) be and is hereby severally authorized to finalize with the Lender(s)/ Trustees, the documents for creating the aforesaid mortgages, charges and / or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this resolution;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof or any other person(s) authorized by the Board to exercise its powers including powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, usual or proper and to settle all questions, difficulties or doubts that may arise in this regard, to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**6. Issuance of debt securities including but not limited to Non-Convertible Debentures or such other debt securities**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** in supersession of the resolution passed by the members at the Annual General Meeting held on July 14, 2025 and pursuant to the provisions of Sections 42, 71 of the Companies Act, 2013 ('the Act'), read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India ('SEBI') (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the directions issued by the Reserve Bank of India ('RBI'), the provisions of the Memorandum of Association and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee constituted/which may be constituted by the Board of Directors or any other person(s) for the time being authorized by the Board of Directors to exercise powers conferred on the Board of Directors by this resolution) to offer / invite / issue / reissue / allot to eligible persons, Non-Convertible Debentures ('NCDs') including but not limited to Subordinated/Perpetual NCDs/Green Debt Securities, any other type of Bond, whether secured and/or unsecured, listed, redeemable, up to an amount of ₹4,000 crore (Four thousand crore), on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit and depending on the prevailing market conditions, during the period of one year from the date of passing this resolution, within the overall outstanding borrowing limits of the Company under Section 180(1)(c) of the Act as approved by the members from time to time;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof), be and are hereby severally authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above resolution, including determining the terms and conditions of the NCDs and / or Bonds and to delegate all or any powers under this resolution to officer(s) of the Company."

By order of the Board of Directors  
For **SBFC Finance Limited**

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

**Registered Office:**  
103, 1<sup>st</sup> Floor, C&B Square,  
Sangam Complex, Andheri Kurla Road, Village Chakala,  
Andheri (East) Mumbai 400 059  
Tel: +91-22-67875300  
E-mail: [complianceofficer@sbfc.com](mailto:complianceofficer@sbfc.com)  
Website: [www.sbfc.com](http://www.sbfc.com)  
CIN: L67190MH2008PLC178270

Place: Mumbai  
Date : April 25, 2026

## Notice

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### NOTES:

- The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') setting out the material facts and reasons for the proposed resolutions is annexed to the Notice of the AGM. Further, the relevant details with respect to 'Director seeking re-appointment at this AGM' are also provided as Annexure A. [Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India].
- The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 in relation to "Clarification on holding of AGM through VC/ OAVM, collectively referred to as "MCA Circulars""].
- The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.  
  
Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
- In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, SS-2, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting along with participation at the AGM through VC/OAVM and e-voting during the AGM is being provided by KFin Technologies Limited ('KFinTech'), the Registrar and Transfer Agent ('RTA') of the Company.
- The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the members from the date of dispatch of this Notice up to the date of AGM before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to [complianceofficer@sbfc.com](mailto:complianceofficer@sbfc.com) from their registered e-mail addresses mentioning their name, folio number/DP ID and Client ID and PAN.
- The Company has appointed Ms. Jigyasa N. Ved (Membership No. FCS 6488) or failing her Mr. Mitesh Dhaliwala (Membership No. FCS 8331) of M/s Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer for scrutinizing the entire

voting process i.e., remote e-voting and e-voting during the AGM to ensure that the process is carried out in a fair and transparent manner.

- 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](mailto:cs@parikhassociates.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and to the Company at [complianceofficer@sbfc.com](mailto:complianceofficer@sbfc.com).

### Electronic dispatch of annual report and process for registration of email id:

- Pursuant to the provisions of MCA circulars and SEBI circulars, this Notice along with the Annual Report of the Company are being sent through electronic mode to those members whose email addresses are registered with the Company/ KFinTech/National Securities Depository Limited ('NSDL') and/or Central Depository Services (India) Limited ('CDSL') (collectively referred to as 'Depositories') and whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories.  
  
Members can request for hard copy of the Annual Report & AGM notice by sending a request at [complianceofficer@sbfc.com](mailto:complianceofficer@sbfc.com) and [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- Members may note that this Notice along with the Annual Report of the Company are available on the website of the Company at <https://www.sbfc.com/investors>, website of KFin at <https://evoting.kfintech.com> website of the stock exchanges i.e., BSE Limited at <https://www.bseindia.com/> and the National Stock Exchange of India Limited at <https://www.nseindia.com/>.
- To support the 'Green Initiative', members who have not yet registered their e-mail address are requested to register the same with their Depository Participants ('DP') in case the shares are held in dematerialized form and with the Company/KFinTech in case the shares are held in physical form.

### Procedure for Remote E-Voting and E-Voting during the AGM:

- Members are requested to attend and participate at the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during AGM.
- The remote e-Voting period commences on **Friday, July 10, 2026 from 9.00 a.m. (IST)** and ends on **Monday, July 13, 2026 at 5.00 p.m. (IST)**. During this period, members of the Company holding shares in physical form or in demat form, as on **Tuesday, July 7, 2026 ('Cut-off date')** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFinTech for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- The facility of e-voting during the AGM will be available to those members who have not cast their vote by remote e-voting. Members, who cast their vote by remote e-voting, may attend the AGM through VC/OAVM, but will not be entitled to cast their vote once again on the resolutions. If a member cast votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.





14. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SEBI circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFinTech, on all the resolutions set forth in this Notice.
15. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
16. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date i.e., Tuesday, July 7, 2026.
17. Any person holding shares in physical form and non-individual shareholders, holding shares as on the Cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). In case they are already registered with KFinTech for remote e-Voting, they can use their existing user ID and password for voting.
18. The process and manner for remote e-voting and joining and voting at the AGM are explained below:
- Access to Depositories e-voting system in case of individual members holding shares in demat mode;
  - Access to KFinTech e-voting system in case of members holding shares in physical mode and non-individual members in demat mode;
  - Access to join the AGM on KFinTech system to participate and vote during the AGM.

**A) Access to Depositories e-voting system in case of individual members holding shares in demat mode.**

<b>Type of Members</b>	<b>Login Method</b>
Individual members holding shares of the Company in demat mode with NSDL	<p><b>1. User already registered under IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Visit the e-services website of NSDL at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile.</li> <li>On the e-services home page click on the "Beneficial Owner" icon under 'Login' under IDeAS section. Thereafter enter the existing user id and password.</li> <li>After successful authentication, members will be able to see evoting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the evoting page will be displayed.</li> <li>Click on the Company name i.e., 'SBFC Finance Limited' or ESP, i.e., Kfin.</li> <li>Members will be re-directed to Kfin's website for casting the vote during the remote e-voting period.</li> </ol> <p><b>2. User not registered under IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> for registering.</li> <li>Select 'Register Online for IDeAS Portal' or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a> Proceed with completing the required fields.</li> <li>After registration, visit the e-voting website of NSDL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>Once the home page of e-voting is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open.</li> <li>Members will have to enter their user ID (i.e. sixteen-digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen.</li> <li>After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>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.</li> </ol>

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Type of Members	Login Method
	<p>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual members holding shares of the Company in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li><b>1. User who have already opted for Easi/Easiest:</b> <ol style="list-style-type: none"> <li>i. Members are requested to visit <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on ‘New System Myeasi’.</li> <li>iii. Members are requested to login with their registered user ID and password.</li> <li>iv. Members will be able to view the e-voting menu. The menu will have links of KFin’s website, which will redirect them to e-voting page of KFin to cast their vote without any further authentication.</li> </ol> </li> <li><b>2. User not registered under Easi/Easiest:</b> <ol style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasitoken/Home/EasiRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiRegistration</a> for registering.</li> <li>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ol> </li> <li><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b> <ol style="list-style-type: none"> <li>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Members are required to provide their demat account number and PAN number. System will authenticate user by sending OTP on their registered mobile &amp; email ID as recorded in the demat account.</li> <li>iii. 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.</li> <li>iv. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ol> </li> </ol>
<p>Individual members login through their demat accounts/ website of Depository Participant</p>	<ol style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their DP registered with NSDL/CDSL for e-voting facility.</li> <li>ii. Once logged-in, members will be able to see e-voting option. After clicking on e-voting option, members will be redirected to NSDL/CDSL website after successful authentication, wherein members will be able to see e-voting feature.</li> <li>iii. Click on options available against the Company’s name i.e., SBFC Finance Limited or ESP i.e., KFin, and members will be redirected to e-voting website of KFin for casting vote during the remote e-voting period without any further authentication.</li> </ol>

**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 shares of the Company 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 1800 210 99 11

#### B) Access to Kfintech e-voting system in case of members holding shares in physical mode and non-individual members in demat mode

- 1) Members whose email IDs are registered with the Company/DP(s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), user ID and password. The following process shall be followed:
  - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - ii. Enter the login credentials (i.e. user ID and password). Members holding shares in physical mode: user ID will be EVEN, followed by folio number. Members holding shares in demat account: user ID will be DP ID and Client ID. However, if members are already registered with Kfintech for e-voting, they can use their existing user ID and password for voting purpose.
  - iii. After entering these details appropriately, click on 'LOGIN'.
  - iv. Members will be required to mandatorily change their 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 (@,#,\$, etc.,). The system will prompt to change the password and update the contact details like mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve the password (if required). It is strongly recommended that members should not share their password with any other person and take utmost care to keep their password confidential.
  - v. Members are required to login again with their new credentials.
  - vi. On successful login, the system will prompt to select the 'EVEN' i.e., 'SBFC Finance' 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, members 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. Members may also choose the option 'ABSTAIN'. If the 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. Members 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 members have 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](mailto:cs@parikhassociates.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and to the Company at [complianceofficer@sbfc.com](mailto: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'.
- 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.

- 2) Members whose email IDs are not registered with the Company/DP(s), and consequently the Annual Report, Notice of AGM 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](mailto:evoting@kfintech.com).

If you are an individual shareholder holding securities in demat mode, please refer to the login method explained at Note 18(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 18(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](mailto:evoting@kfintech.com).

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If you are an individual shareholder holding securities in physical mode, please refer to the login method explained at Note 18(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](mailto: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 18 to cast your vote by electronic means.

### C) Access to join the AGM on Kfintech system to participate and vote during the AGM.

- 1) Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/Kfintech. After logging in, click on the 'Video Conference' tab and select the 'EVEN' of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the user ID and password for e-voting or have forgotten their user ID and password may retrieve the same by following the remote e-voting instructions mentioned above.
- 2) Facility for joining this AGM through VC/OAVM shall be open at least 15 minutes before the commencement of the AGM.
- 3) Members are encouraged to join the AGM through their laptops/desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- 4) Members will be required to grant access to the webcam to enable VC/OAVM. Further, members connecting from their mobile devices/tablets/laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- 5) Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- 6) Facility of joining the AGM through VC/OAVM shall be available for atleast 2,000 members on first come first served basis.
- 7) Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.
- 8) In case of any query and/or assistance required, relating to attending the AGM through VC/OAVM mode, members may refer to the Help & Frequently Asked Questions ("FAQs") and 'AGM VC/OAVM' user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. Praveen Chaturvedi, Senior Vice President or Mr. Mohammed Shanoor, Deputy Manager, Kfintech at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) or on phone No.: 040-6716 2222 or call Kfintech's toll free No.: 1800 309 4001 for any further clarifications / technical assistance that may be required.

### GENERAL:

19. A member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a member cast votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
20. Members holding shares as on the Cut-off date i.e., July 7, 2026 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers at <https://emeetings.kfintech.com> by clicking on 'Speaker Registration' during the period from July 9, 2026 (9:00 a.m. IST) up to July 10, 2026 (5:00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

Alternatively, members holding shares as on the Cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries / views / questions in the window provided, by mentioning their name, demat account number / folio number, email ID and mobile number. The window will open from July 9, 2026 (9:00 a.m. IST) upto July 10, 2026 (5:00 p.m. IST).

21. Members whose names appear in the Register of Members / list of Beneficial Owners as on the Cut-off date, are entitled to vote on the resolutions set forth in this Notice. A person who is not a member as on the Cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
22. In case a person has become a member of the Company after dispatch of AGM Notice but on or before the Cut-off date for e-voting, they may obtain the user ID and password in the manner as mentioned below:
  - i) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.  
 Example for NSDL: MYEPWD <SPACE> IN12345612345678  
 Example for CDSL: MYEPWD <SPACE> 1402345612345678  
 Example for Physical: MYEPWD <SPACE> XXXX1234567890
  - ii) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the member may click 'Forgot Password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii) Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com). After due verification of the request, User ID and password will be sent to the member. Once the password is received/retrieved by the shareholder, you may kindly follow the instructions as mentioned under Note No. 18A above and cast vote by remote e-voting.
  - iv) In case e-mail ID of a member is not registered with the Depository Participant(s)/ Company/Kfintech, then such member is requested to register/update their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) and with Kfintech in case shares held in physical form.

23. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

24. Members to intimate change in their details:

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile no., PAN, mandates, choice of nominations, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

- a. For shares held in electronic mode: to their DPs
- b. For shares held in physical mode: to the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023]

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. [Section 72 of the Act].

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. The said forms

can be downloaded from the KFinTech's website <https://ris.kfintech.com/#>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

#### **DECLARATION OF VOTING RESULTS:**

25. The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and submit, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

26. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at <https://www.sbfsc.com/investors> and on the website of KFinTech at <https://evoting.kfintech.com/> immediately after the declaration of the result by the Chairperson or a person authorised by him in writing. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

## Notice

(continued)

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 4 and 5:

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, as amended ('the Act'), the Board of Directors of the Company cannot borrow moneys in excess of the amount of the paid-up share capital, free reserves and securities premium reserve, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), without the approval of the Members, by way of a special resolution.

The Members of the Company by way of Special Resolution passed through Postal Ballot on January 26, 2024 had accorded their consent to the Board of Directors for (i) borrowing monies up to a total outstanding limit of ₹10,000 crore, and (ii) creation of charge on the assets of the Company to secure such borrowings, up to an outstanding aggregate value of ₹10,000 crore.

The Company being a non-banking financial company engaged in offering secured loans to MSME and loans against gold, it is required to raise funds in the ordinary course of its business from time to time for the purpose of on-lending to its customers and for meeting its funding requirements. Taking into account the increased fund requirements, as well as the enabling provisions of Section 180(1)(c) of the Act, the approval of the Members for Item No. 4 of the AGM Notice is being sought by means of a Special Resolution, to increase the borrowing limit upto ₹16,000 Crore (Rupees Sixteen Thousand Crores only).

The said borrowings may be secured by way of pledge, mortgage, charge, hypothecation or any other security interest over the whole or any part of the Company's present and/or future movable and immovable assets, receivables and undertakings, in favour of banks, financial institutions, investment institutions and their subsidiaries, trust, other bodies corporate, non-banking financial companies, mutual funds, debenture trustees, security trustees and other lenders.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013, the Board of Directors of a company shall exercise the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only with the consent of the members by way of special resolution. The creation of security may be construed as sale, lease or disposal of whole or substantially the whole of the Company's undertaking.

Accordingly, the approval of the members is being sought by way of a Special Resolution under Section 180(1)(a) of the Act for increasing the limits upto an outstanding aggregate value not exceeding ₹19,000 crore (Rupees Nineteen Thousand Crore only) for the charges created/ to be created by the Company in connection with the borrowings in favour of its lenders.

The Board recommends the Special Resolutions at Item Nos. 4 and 5 of the accompanying Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, are concerned/interested, financially or otherwise, in the said resolution

#### Item No. 6:

The Company, in the ordinary course of its business, is required to borrow from time to time, by way of loans, external commercial borrowings, issue of non-convertible debentures (secured or

unsecured) and/or other instruments. The inter-mix of borrowings by the Company depends upon the market conditions, cost of funds, tenor, etc.

In terms of Section 42 of the Companies Act, 2013 ('Act') read with Rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, read with the Securities and Exchange Board of India ('SEBI') (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time, other applicable SEBI regulations, circulars and guidelines, the directions issued by the Reserve Bank of India ('RBI'), a company offering or making an invitation to subscribe to NCDs (including Bonds) on a private placement basis, is required to obtain prior approval of the members by way of a special resolution.

Members of the Company have approved similar proposal at its last Annual General Meeting (AGM) by way of a special resolution i.e., at 18<sup>th</sup> AGM. The resolution passed by the members at its 18<sup>th</sup> AGM had authorized the Company to issue NCDs within the overall borrowing limit for a period of one year from the date of its last AGM.

Accordingly, it is proposed to seek fresh approval of members by way of special resolution to authorize the Board to borrow by issue of NCDs on private placement basis, in the ordinary course of its business, for a period of one year commencing from the date of this AGM. Further, the amount to be raised by such issuance of NCDs will be within the overall outstanding borrowing limit as approved by the members of the Company under section 180(1)(c) of the Act.

The debentures would be issued either at face value or at a discount or at a premium, with coupon rate and/or on zero coupon basis, in such manner as may be permissible under the Act, RBI Guidelines and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The issue price and rate of interest depends, inter alia, on the market rates, tenor and security offered. In case of secured NCDs, security would primarily be by way of charge on any one or more asset of the Company.

Accordingly, the approval of the members is being sought by way of a special resolution under Section 42 and other applicable provisions, if any, of the Act and the Rules framed thereunder to offer / invite / issue / reissue / allot up to such number of NCDs including but not limited to Subordinated / Perpetual NCDs/ Green debt securities, any other type of Bond, whether secured and/or unsecured, listed, redeemable, up to an amount of ₹4,000 crore (Four Thousand Crore Only), on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit and depending on the prevailing market conditions, during a period of one year from the date of passing of resolution as set out at Item No. 6 of this Notice, within the overall outstanding borrowing limits of the Company under Section 180(1)(c) of the Act, as approved by the members from time to time.

Further, it is proposed to grant authority to the Board of Directors (hereinafter referred to as the 'Board' the term shall be deemed to include any committee constituted / which may be constituted by the Board of Directors or any other person(s) for the time being authorized by the Board of Directors to exercise powers conferred on the Board of Directors) to delegate or determine the terms of issue of NCDs .

In view of the aforesaid, the Board recommends the special resolution set forth in Item No. 6 for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding in the Company, are concerned/interested, financially or otherwise, in the said resolution.

# Annexure A

## Information pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 for seeking re-appointment at the 19<sup>th</sup> AGM of the Company:

Name of Director	Mr. Aseem Dhru	Mr. Jonathan Tatur
Director Identification Number (DIN)	01761455	08639243
Nationality	Indian	Germany
Date of Birth/ (Age)	April 7, 1970 (56 years)	November 29, 1984 (41 years)
Date of first appointment on the Board	Date of first appointment: September 28, 2017 Re-designated as Executive Vice-Chairman w.e.f April 1, 2026	December 17, 2019
Capacity/Position	Executive Vice-Chairman	Non-Executive Nominee Director
Brief resume, including qualification, experience, expertise in specific functional areas, skills & capabilities	<p>Mr. Aseem Dhru is the Executive Vice-Chairman of the Company. He holds a bachelor's degree in commerce from Gujarat University. He is a member of the Institute of Chartered Accountants of India and has been certified by the Institute of Cost and Works Accountants of India.</p> <p>He has more than 27 years of extensive experience in the banking industry and has been associated with the Company since September 28, 2017. He has played a pivotal role in steering the Company to creating significant value and strengthening its overall business.</p> <p>Prior to joining the Company, he was associated with HDFC Bank Limited as a group head – business banking working capital &amp; retail agri business, HDFC Securities Limited as managing director and chief executive officer and was a director on the board of HDB Financial Services Limited.</p>	<p>Mr. Jonathan Tadeusz Tatur holds a bachelors of arts degree from St. John's College in the University of Cambridge and a master's of philosophy degree in economics from Brasenose College in the University of Oxford.</p> <p>Mr. Jonathan Tadeusz Tatur is a Non-Executive Nominee Director of our Company and employee of Clermont Group. He has been associated with our Company since December 17, 2019.</p> <p>The core skill sets/expertise as identified by the Board to be collectively possessed by the Board of Directors of the Company in the context of the Company's business inter alia, include business &amp; financial experience, risk management, information technology, governance oversight, consumer insights and building strategy, investor relations. Mr. Tatur brings a strong skill set encompassing Financial expertise, Corporate Governance, Building Strategy, Risk Management and Investor relations.</p>
Details of remuneration sought to be paid	The terms of remuneration of Mr. Aseem Dhru shall be as per the approval received from shareholders of the Company through postal ballot dated March 8, 2026.	He is not entitled to any remuneration.
Directorships held in other Indian companies as on date of this notice	<ul style="list-style-type: none"> <li>Rossari Biotech Limited</li> <li>Safari Industries (India) Limited</li> <li>SBFC Home Finance Private Limited (under Voluntary Liquidation process)</li> </ul>	<ul style="list-style-type: none"> <li>Sterling Addlife India Private Limited</li> <li>SBFC Home Finance Private Limited (under Voluntary Liquidation process)</li> </ul>

**Notice / Annexure A**

(continued)

<b>Name of Director</b>	<b>Mr. Aseem Dhru</b>	<b>Mr. Jonathan Tatur</b>
Chairpersonship/ membership on the committees of the Company and other Indian companies as on date of this notice	<ol style="list-style-type: none"> <li>Rossari Biotech Limited: <ul style="list-style-type: none"> <li>Audit Committee - Chairperson</li> </ul> </li> <li>Safari Industries (India) Limited: <ul style="list-style-type: none"> <li>Audit Committee and Stakeholders Relationship Committee – Chairperson</li> <li>Risk Management Committee- Member</li> </ul> </li> <li>SBFC Finance Limited: <ul style="list-style-type: none"> <li>Risk Management Committee and IT Strategy Committee – Member</li> </ul> </li> </ol>	SBFC Finance Limited: <ul style="list-style-type: none"> <li>IT Strategy Committee – Member</li> </ul>
Listed entities from which the Director has resigned in the past three years	Nil	Nil
Number of equity shares held in the Company by such Director or as a beneficial owner as on March 31, 2026	Mr. Aseem Dhru holds 3,31,24,834 Equity Shares of face value of ₹10 each, equivalent to 2.99% of paid-up share capital of the Company. However, he does not hold any shares as a beneficial owner.	Nil
Terms and conditions of appointment/re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Details of last drawn remuneration (including sitting fees and commission) from the Company	₹12.78 crores	NA
Number of meetings attended (Board/ Committee) during FY 2025-26	Six out of Six Board meetings  He is a member of the Risk Management Committee and the IT Strategy Committee and attended four out of four meetings of each Committee.	Five out of Six Board meetings  He is a member of the IT Strategy Committee and attended four out of four meetings.
Relationship with other Directors/ Key Managerial Personnel/Manager	Mr. Dhru is not related, directly or indirectly, to any Director/ KMP of the Company. The Company does not have any Manager. Mr. Dhru is a professional Director and not related to the promoter of the Company.	Mr. Tatur is not related, directly or indirectly, to any Director/ KMP of the Company. The Company does not have any Manager.

By order of the Board of Directors  
For **SBFC Finance Limited**

**Namrata Sajjani**  
Company Secretary & Chief Compliance Officer  
ICSI Membership No.: F10030

**Registered Office:**

103, 1<sup>st</sup> Floor, C&B Square,  
Sangam Complex, Andheri Kurla Road, Village Chakala,  
Andheri (East) Mumbai 400 059  
Tel: +91-22-67875300  
E-mail: [complianceofficer@sbfc.com](mailto:complianceofficer@sbfc.com)  
Website: [www.sbfc.com](http://www.sbfc.com)  
CIN: L67190MH2008PLC178270

Place: Mumbai  
Date : April 25, 2026