



India Finsec Limited
(L65923DL1994PLC060827)

Notice

Notice is hereby given that the Thirty First (31st) Annual General Meeting (AGM) of the members of **India Finsec Limited** will be held on **Thursday, July 31, 2025 at 11:30 a.m. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')** to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of financial Statements

To consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

- a) **"RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Item No. 2 – Re-appointment of Mr. Mukesh Sharma as a director liable to retire by rotation

To re-appoint Mr. Mukesh Sharma, Non- Executive Director (DIN:00274217), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mukesh Sharma (DIN 00274217), who retire by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3 – Re-appointment of Mr. Gopal Bansal (DIN: 01246420), as Managing Director

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

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (hereafter called the 'Act'), if any and rules made there under and any amendments thereto or statutory modifications or reenactment thereof, Articles of Association of the Company, recommendation of Nomination & Remuneration

D-16, First Floor, above ICICI Bank, Prashant Vihar, Sector - 14,
Rohini, New Delhi - 110085

Tel : 011-47096097 • e-mail id : indiafinsec@gmail.com • Website : www.indiafinsec.com

Committee and Board of Directors and subject to the approvals of the Central Govt., if necessary and such other approvals, permissions and sanctions as may be required in this regard, consent of the Company is hereby accorded for the re-appointment of Mr. Gopal Bansal (DIN: 01246420) as the Chairman and Managing Director of the Company without any remuneration for a further period of five (5) consecutive years commencing from 16th January, 2026 till 15th January, 2031, on such terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Gopal Bansal, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

Item No. 4 – Appointment of Secretarial Auditor

To appoint M/s Sarita Singh & Associates, Practicing Company Secretaries, (C.P No.: 24682) as Secretarial Auditors of the Company for the period of five years commencing from the FY 2025-26 to FY 2029-30 on such remuneration as may be mutually agreed between the Board of Directors/Audit Committee and the Secretarial Auditor.

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Sarita Singh & Associates, Practicing Company Secretaries, (C.P No.: 24682) be and is hereby appointed as Secretarial Auditors of the Company for conducting Secretarial Audit and issue the Secretarial Compliance Report for a term of five consecutive years from FY 2025-26 to FY 2029-2030 in accordance with the provisions of the Companies Act, 2013 and the rules made there under, and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board from time to time.

RESOLVED FURTHER THAT the purpose of giving effect to this resolution, the Board of Directors/Committee and Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable to give effect to the above resolution.”

Item No. 5- Approval for Material Related Party Transactions

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) (“Listing Regulations”), and pursuant to the consent of the Audit Committee and the Board of Directors obtained at their respective meetings, consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors (which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise its power, including the powers conferred by this Resolution) to enter into the **arrangements/ transactions/ contracts/Corporate Guarantee/investment in shares (including any other transfer of resources, services or obligations)** upto an amount upto Rs. 200 Crores in financial year 2026-27 entered or to be entered into by the Company with IFL Finance Limited (Formerly known as IFL Housing Finance Limited), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations as applicable, in the ordinary course of business and on arms’ length basis as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts/Corporate Guarantee/investment in shares and to perform all other obligations in terms of such arrangements/ transactions/ contracts/Corporate Guarantee/investment in shares with the Related parties.”

**By order of the Board of Directors
For India Finsec Limited**

**Sd/-
Rahul**

Company Secretary

**Date: 07.07.2025
Place: New Delhi**

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of Item Nos. 3 to 5 of the accompanying Notice, is annexed hereto. Further, disclosures in relation to Item Nos. 3 to 5 of the Notice, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and ‘Secretarial Standard 2 on General Meetings’ issued by the Institute of Company Secretaries of India (“SS-2”) forms an integral part of this Notice.
2. In compliance with General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular issued by SEBI vide Circular No. SEBI/HO/CFD/ CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (“SEBI Circular”), other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof) for the time being in force and as amended from time to time and the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 31st Annual General Meeting (“AGM”) of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. The deemed venue for the 31st AGM will be the Registered Office of the Company – India Finsec Limited, D-16, Prashant Vihar, Sector-14, Rohini, New Delhi-110085

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 31st AGM of the Company is being held virtually. The Notice convening this AGM along with the Annual Report for FY25 is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening this AGM and Annual Report for FY25 will also be available on the Company’s website <https://www.indiafinsec.in/>, website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>. The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members viz. manner of registering e-mail Id., Cut-off date for e-voting, Record Date for payment of dividend, etc.

3. Since this AGM is held through Video Conference/Other Audio Visual Means (“VC/OAVM”), route map to the venue is not required and therefore, the same is not annexed to this Notice.
4. Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares as on Friday, July 25, 2025 (“Cut-off date”) may join the AGM anytime 30 minutes before the scheduled time by following the procedure outlined in the Notice. A person who is a Member as on the Cut-off date shall be eligible to attend and vote on resolutions proposed at the AGM. Any person who is not a Member as on the Cut-off date shall treat this Notice for informational purpose only.
5. Attendance through VC/OAVM is restricted and hence, Members shall be eligible to join the meeting on first come-first-serve basis. However, attendance of Members holding more than 2% of the paid-up equity share capital, Institutional investors, Directors, Key Managerial Personnel, and Auditors will not be restricted on first- come-first serve basis.
6. **Appointment of Proxy and Attendance Slip:**

Since the 31st AGM is being held through VC/OAVM in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxy would not be available to the Members for attending the 31st AGM, and therefore, proxy form and attendance slip are not annexed to this Notice.

7. The Company has appointed M/s., Sarita Singh & Associates, Company Secretary (Membership No. A55937 and Certificate of Practice No. 24682) as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the AGM in a fair and transparent manner.
8. Corporate shareholders/institutional shareholders intending to send their authorised representative(s) to attend / vote at the 31st AGM are requested to send from their registered e-mail address, scan copy of the relevant Board Resolution/Authority Letter, etc. authorizing their representative(s) to attend / vote, to the Scrutinizer on her e-mail ID at cs.saritasingh2614@gmail.com with a copy marked to evoting@nsdl.com and indiafinsec@gmail.com.
9. SEBI vide its notification dated January 25, 2022, has mandated listed companies to issue securities in dematerialised form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further, as per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or M/s. Skyline Financial Services Private Limited('RTA'), for assistance in this regard. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account.
10. The Members are encouraged to furnish/ update their PAN, KYC details including contact details & bank account details, Nomination and specimen signature with the RTA/the Company in specified forms. The Securities and Exchange Board of India ("SEBI") has mandated Members holding shares in physical mode to furnish their PAN, KYC details including contact details & bank account details, Nomination and specimen signature with the RTA/the Company.
Please note that unless the above details are updated with the RTA/the Company, Members would not be able to receive any correspondence(s)/information/intimation from the RTA/the Company.

Please note that it is also mandatory to link PAN with Aadhar number. Investors who are yet to link the PAN with Aadhar number are requested to complete the same. Securities held in physical folios which have no PAN registered/have invalid PAN registered/no PAN linked with their Aadhar numbers in the records of the RTA/Company shall be considered inoperative/inactive/ incomplete.

The formats for nomination and updation of KYC details in accordance with the SEBI circular are available on the Company's website at <https://www.indiafinsec.in/investors-info/>.

Effective January 01, 2022, Grievance Redressal/ Service Requests can be availed with the RTA only after the required documents/complete data as mandated are furnished for physical folios.

The duly filled-in Forms along with supporting documents may be sent to the RTA at their address – Skyline Financial Services Private Limited, D-153 A, Ist Floor, Okhla Industrial Area, Phase – I, New Delhi-110 020 and email id: info@skylinerta.com . Members may submit the duly filled complete set of scanned documents with e-sign* through e-mail. Please note that only documents received from the registered e-mail address of the shareholders will be considered. The documents received from e-mail address of brokers and third parties will not be entertained.

*e-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e-sign user. You may approach any of the empanelled e-sign Service providers available on <https://cca.gov.in/> for the purpose of obtaining e-sign.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as the name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant(s), in case they hold the shares in electronic form and to the Company's RTA for shares held in physical form, with relevant documents, by following the instructions given above.

12. Manner of registration of e-mail address to receive the Annual Report for 2024-25 including AGM Notice:

In terms of MCA Circulars, for the purpose of the 31st AGM, the eligible Members, whose e-mail addresses are not registered with the Company/ DP and who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically, may register their e-mail addresses with the RTA/ Company/Depositories, pursuant to which such Member shall receive the Notice of this AGM along with the Annual Report 2024-25.

13. Electronic dissemination of the AGM Notice and Annual Report: Electronic/digital copy of the Annual Report for FY25 and Notice convening the 31st AGM are being sent to all Members whose e-mail Id. are registered with the RTA/ Company/Depositories. Members who have not registered their e-mail Id. may get the same registered by following the instructions mentioned below. For Members who have not registered their e-mail address, a letter containing exact web-link of the website i.e. <https://www.indiafinsec.in/investors-info/> where the Annual Report is hosted is being sent at the address registered in the records of RTA/Company/Depositories. The Company shall provide hard copy of the Annual Report for FY25 to the Members, upon request.

14. E-voting:

- In accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company has extended the facility of voting through electronic means including 'Remote e-voting' (e-voting other than at the AGM) to transact the business mentioned in the Notice convening the 31st AGM.
- Necessary arrangements have been made by the Company to facilitate 'Remote e-voting' as well as e-voting at the aforementioned AGM. Members shall have the option to vote either through remote e-voting (during the remote e-voting window) or at the AGM.
- Voting rights of Members shall be reckoned on the paid up value of equity shares registered in their name as on the Cut-off date.
- Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e, 25th July, 2025, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM, as the case may be.
- The procedure for e-voting on the day of the AGM is identical to Remote e-voting instructions as outlined in this Notice.
- Any person who becomes a Member of the Company after dispatch of the Notice and holds equity shares as on the Cut-off date can vote by following the procedure for e-voting, as outlined in the Notice.
- Any person holding shares in physical form, who acquire equity shares of the Company and become Member after the notice is sent through e-mail and is holding shares as of the Cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on

022 - 4886 7000. In case of Shareholders holding securities in demat mode who acquire shares and become Member after the notice is sent through e-mail and holding shares as of the **Cut-off date** may follow steps mentioned in the Notice.

- Members present at the 31st AGM and who have not cast their vote on resolutions set out in the Notice convening the AGM through remote e-voting and who are not otherwise barred from doing so, shall be allowed to cast their vote through e-voting facility during the AGM.
- However, Members who have exercised their right to vote during the Remote e-voting period may attend the AGM but shall not be entitled to cast their vote again.
- Once the vote on a resolution is cast, Member shall not be allowed to change the same subsequently or cast vote again.
- Members can opt for only one mode of voting i.e. either through Remote e-voting or e-voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail.
- In case of joint holders attending the 31st AGM, only such joint holder who is higher in the order of names as per the Company's records, will be entitled to cast vote.
- With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
- As per SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/2018/73 dated April 20, 2018, members holding shares in Physical forms are requested to submit their PAN details and Bank Details to the RTA of the Company.
- Members who have not registered their email addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

15. Book Closure

Register of Members and Share Transfer Books of the Company will remain closed from **July 25, 2025 to July 31, 2025** (both days inclusive) for the purpose of AGM.

16. Cut- off date:

- (i) This Notice is being sent to all the members whose name appears as on **Friday, July 04, 2025** in the register of members or beneficial owners as received from **M/s Skyline Financial Services Private Limited, the Registrar and Transfer Agent** of the Company.
- (ii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **Friday, July 25, 2025** (the "**Cut-off Date**") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

- 17. Inspection of documents:** Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at indiafinsec@gmail.com.

18. Instructions for remote e-voting and access to the 31st AGM

Members are requested to follow the instructions given below to cast their vote through e-voting and to access the Video Conference facility at the AGM:

The remote e-voting period begins on Sunday, July 27, 2025 at 09:00 A.M. and ends on Wednesday, July 30, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, July 25, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, July 25, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during

	<p>the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at

<https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at

evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.saritasingh2614@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User

Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022-48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to indiafinsec@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to indiafinsec@gmail.com.

If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

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1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through 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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at indiafinsec@gmail.com. The same will be replied by the company suitably.

19. Registration as speaker at the AGM

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address, mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at indiafinsec@gmail.com on or before 25th July, 2025. The facility to express views/ask questions during the AGM shall be restricted only to those members who have pre-registered themselves as speakers. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

20. Declaration of results of voting:

After conclusion of the meeting, the Scrutinizer will submit the report on votes cast in favour or against and invalid votes, if any, to the Chairman or any other person authorized by him, who shall countersign the same, and the result of the voting will be declared within the time stipulated under the applicable laws.

The voting results along with the Scrutinizer's report, will be hosted on the Company's website, <https://www.indiafinsec.in/investors-info/>, website of NSDL, <https://www.evoting.nsdl.com/>, displayed on the Notice Board of the Company at the Registered Office and will be simultaneously forwarded to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to the Company/ R & T Agents.

- 21. The Members are requested to inform of any change in their addresses, name, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, e-mail address, contact numbers, etc., for providing efficient and better services immediately to:**

- (i) Registrar and Share Transfer Agents (R&T Agents) in case of shares held in Physical Form or
- (ii) Depository Participants in case of shares held in Electronic Form

22. Details as per Regulation 36(3) of Listing Regulations Clause 1.2.5 of the SS-2, in respect of the Directors seeking appointment/ re- appointment at the Annual General Meeting attached as **Annexure –I** , forms integral part of the notice.

**By order of the Board of Directors
For India Finsec Limited**

**Sd/-
Rahul
Company Secretary**

**Date: 07.07.2025
Place: New Delhi**



EXPLANATORY STATEMENT
(Pursuant to section 102(1) of the Companies, Act, 2013)

Item No. 3: Re-appointment of Mr. Gopal Bansal (DIN: 01246420), as Managing Director

The Shareholders of the Company at the Annual General Meeting of the Company held on 30th day of September, 2020, had approved the re-appointment of Mr. Gopal Bansal, as Managing Director of the Company for a period of Five (5) Years with effect from 16th January, 2021 till 15th January, 2026, in compliance with the provisions of Companies Act, 2013 and rules made thereunder.

The Board of Directors of the Company, at its meeting held on 07th July, 2025, based on the recommendation of Nomination and Remuneration Committee, have re-appointed, subject to the shareholders' approval, Mr. Gopal Bansal, Chairman & Managing Director of the Company for a period of 5 years w.e.f. 16th January, 2026.

The Board of Directors, after careful consideration and evaluation, is pleased to appoint Mr. Gopal Bansal as the Managing Director of the company. Mr. Bansal, a Fellow Member of the Institute of Chartered Accountants of India (ICAI), has been an integral part of the company since its inception and is the Managing Director and promoter of the organization.

Mr. Bansal brings exceptional leadership capabilities, a disciplined approach to business, and a robust governance framework, all of which are crucial for steering the company towards its strategic objectives. His sharp financial acumen, coupled with his profound understanding of business dynamics, has been a driving force behind the company's growth and success.

The terms and conditions of his re-appointment and remuneration are set out in the Resolution proposed to be passed, including the following:

- (a) The term of Managing Director's re-appointment is for a period of 5 years with effect from January 16, 2026 till January 15, 2031.
- (b) The re-appointment of the Managing Director shall be without remuneration. Further, no sitting fee shall be payable to the Managing Director during his tenure for attending any meeting of the Board or a Committee thereof.
- (c) The Managing Director shall be reimbursed for all the expenses incurred by him/her for travelling, boarding and lodging during his/her business trips conducted on behalf of the Company. These reimbursement of expenses will not be included in the calculation of the remuneration of the Managing Director.

(d) The Managing Director shall adhere to various policies, code of conduct, staff rules of the Company as may be applicable by virtue of his office for the purpose of discharging his official duties/powers as delegated by the Board from time to time.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Gopal Bansal under Section 190 of the Companies Act, 2013.

In compliance with the provisions of Sections 197, 198 read with Schedule V and other applicable provisions of the Act, the terms and conditions of re-appointment and remuneration specified in the resolution are now being placed before the Members in General Meeting for your approval.

The Board of Directors recommends the passing of this Resolution by Special Resolution. Other than Mr. Gopal Bansal, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is in any way concerned or interested, financially or otherwise, in the resolution at Item No. 3 of the accompanying Notice.

Mr. Gopal Bansal is not related to any other Director or KMP of the Company. For further details of Mr. Gopal Bansal, Kindly refer **Annexure-I**.

Item No. 4: Appointment of Secretarial Auditor

The Members are hereby informed that SEBI vide Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has mandated appointment of secretarial auditor for a term of five consecutive years in case an individual is appointed as a secretarial auditor and two terms of five consecutive years in case a secretarial audit firm is appointed as secretarial auditor. Further, pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company and its material subsidiaries are required to annex with its Annual Report a Secretarial Audit Report issued by a Secretarial Auditor.

SEBI vide its notification dated 12 December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("the Listing Regulations"). The Amended regulation read with the SEBI circular no. SEBI/ HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31 December, 2024 (the Circular) have inter-alia prescribed the term of appointment/ reappointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

In compliance with the above requirements, the Board of Directors of the Company, based on the recommendation of the Audit Committee and after considering various parameters such as professional expertise, industry experience, independence, resource adequacy, and track record, at its meeting held on May 22, 2025, approved the proposal for the appointment of M/s Sarita Singh & Associates, Practicing Company Secretaries, (C.P No.: 24682), as the Secretarial Auditors of the Company for a period of five (5) consecutive financial years, commencing from Financial Year 2025–26 to Financial Year 2029–30.

The Board of Directors have approved that in addition to the Secretarial Audit Report, the Secretarial Auditor may also render such other services or provide such certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws.

The rationale of the Board has decided to appoint M/s Sarita Singh & Associates, Practicing Company Secretaries, to support the company's corporate governance initiatives, compliance management, and legal advisory needs. M/s Sarita Singh & Associates brings a wealth of expertise in handling complex corporate matters, with a proven track record in due diligence, compliance audits, and offering strategic guidance on regulatory frameworks. The firm's deep understanding of evolving legal landscapes, coupled with its commitment to delivering personalized, practical solutions, aligns perfectly with the company's requirements. This appointment is in line with the company's strategic objective of maintaining the highest standards of corporate responsibility and transparency.

The proposed remuneration for conducting the Secretarial Audit for the Financial Year 2025–26 would be as may be mutually decided between the Company and Auditor. The remuneration for the subsequent financial years shall be determined by the Audit Committee and Board of Directors in consultation with the Auditors. Additional fees for statutory certifications and other professional services, if any, required to be obtained from the Secretarial Auditor, will be determined separately by the Board of Directors (including any Committee thereof) in consultation with the Secretarial Auditors. The remuneration for the subsequent financial years will also be approved by the Board (including any Committee thereof).

In this regard, the Company has received the written consent from M/s Sarita Singh & Associates, Practicing Company Secretaries, to the said appointment and have confirmed their eligibility and compliance with the conditions prescribed under Section 204 of the Companies Act, 2013 and relevant rules framed thereunder and Regulation, 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. M/s Sarita Singh & Associates, Practicing Company Secretaries, has also confirmed that they hold valid certificate issued by the Peer Review Board of the Institute of Company Secretaries of India.

Details as required under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Requirement	Particulars
Proposed fees payable to the secretarial auditor(s) along with terms of appointment and in case of a new auditor, any material change in the fee payable to such outgoing auditor along with the rationale for such change auditor from that paid to the outgoing auditor along with rationale for such change	<p>The term of appointment of M/s Sarita Singh & Associates, Practicing Company Secretaries, (C.P No.: 24682), as Secretarial Auditor of the Company would be for a period of 5 years i.e. from FY 2025-26 to FY 2029-30.</p> <p>The remuneration proposed to be paid to the proposed Auditor for the audit services to be provided during the financial year ending March 31, 2026 and for other remaining financial yeras, would be as may be mutually decided between the Company and Auditor. In addition to the audit services, the Secretarial auditors would also be paid the fees for various certifications and non-audit services as may be obtained by the Company from time to time, for which the Auditors would be remunerated separately on mutually agreed terms,</p>

	<p>as may be approved by the Board of Directors on the recommendations of the Audit Committee. The Members are informed that M/s Sarita Singh & Associates, Practicing Company Secretaries, are currently serving as the secretarial auditor of the Company for the FY 2024-25. Accordingly, as there is no change in the secretarial auditor, the fees payable to the proposed Auditors would be on the same terms as applicable to the existing Auditors and hence there is no material change.</p> <p>The audit fee for subsequent financial years shall be on mutually agreed terms, as may be approved by the Board on the recommendations of the Audit Committee.</p>
Basis of recommendation for appointment including the details in relation to and credentials of the secretarial auditor(s) proposed to be appointed	<p>M/s Sarita Singh & Associates, Practicing Company Secretaries, is a Company Secretary firm, which provides wide array of professional services such as Due Diligence, handling corporate governance matters, managing compliance, and advising on various corporate legal issues</p>

Item No. 5

The members may note that the Securities and Exchange Board of India (“SEBI”) notified SEBI (Listing Obligation and Disclosure Requirements) (Sixth Amendment) Regulation, 2021 on November 9, 2021 which were effective from April 1, 2022. The amended provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) defines a “material related party transaction” as transaction to be entered into individually or taken together with previous transactions during a financial year by the company, which exceeds INR 1,000 crore or 10% of annual consolidated turnover of the listed entity, whichever is lower, as per last audited financial statements of the listed entity. Further, such “material related party transactions” require prior approval of shareholders of the company.

SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 and vide SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 (hereinafter collectively referred to as “SEBI Circulars”) had, inter-alia, clarified that the shareholders’ approval of omnibus related party transactions approved in an annual general meeting shall be valid up to the date of the next annual general meeting for a period not exceeding fifteen months. SEBI had also clarified that in case of omnibus approvals for material RPTs obtained from shareholders in general meeting other than AGMs, the validity of such approvals shall not exceed one year. Pursuant to the provisions of said Circulars of SEBI, it is proposed to seek approval from the shareholders of the Company for “material related party transactions” by the Company as mentioned hereinunder.

IFL Finance Limited is Related Party as defined under Section 2 (76) of the Companies Act, 2013 and/ or under applicable accounting standards. IFL Finance Limited is Subsidiaries of India Finsec Limited. Your Company holds 71.01% equity share capital in IFL.

Your Company operates in the loan and investment sector and is duly registered with the Reserve Bank of India (RBI) as a Non-Banking Financial Company (NBFC) with a focus on loans and investments. Given the nature of your Company's operations, the transactions with IFL Finance Limited are ongoing and integral to the course of our business, conducted at an arm's length basis.

In light of IFL Finance Limited's consistent growth and its evolving business needs, the Board of Directors, in consultation with the Audit Committee, has deemed it necessary for the holding company to provide a Corporate Guarantee to facilitate the company's financing arrangements. As IFL Finance Limited continues to expand its operations and pursue strategic initiatives, the need for additional financial support has arisen, particularly to meet the requirements of its lenders.

Given our position as the holding company, it is in the best interest of both entities to extend the necessary support to ensure the continued financial stability and operational growth of IFL Finance Limited. The approval of a resolution by the Board and Audit Committee authorizes the holding company to extend a Corporate Guarantee or provide security, as required, in connection with loans, arrangements, transactions, contracts, or investments in shares up to a maximum of Rs. 200.00 Crores on behalf of IFL for each fiscal year, specifically 2026-27.

Since the value of these transactions may exceed the materiality threshold as stipulated by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are seeking your approval for these Related Party Transactions as detailed in the resolution for the financial years 2026-27.

Additional information required under the Act and SEBI Regulations, 2015, pertinent to these transactions is provided herein:

Name of the Related Party	IFL Finance Limited
Nature of relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Subsidiary of the Company
Type, material terms and particulars of the contract or arrangement/Proposed RPTs	To provide Corporate Guarantee or security in connection with a loan to any other body corporate or person/ arrangements/ transactions/ contracts/investment in shares (including any other transfer of resources, services or obligations)
Tenure of the Proposed Transaction	Financial Year 2026-27
Estimated Value of the Proposed Transaction	Up to Rs 200.00 Crores for each financial year i.e. 2026-27.
Percentage of the Company's annual consolidated turnover (including other income) for the immediately	278.07%

preceding financial year that is represented by the value of the proposed transaction	
Details of the source of funds in connection with the proposed transaction	NIL
Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure;	
Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	
Purpose for which funds will be utilized	
Justification as to why the RPT is in the interest of the Company	The company is having major stake in its subsidiary. Thus, increase in its subsidiary's revenue will increase its investment value.
Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	N.A
Name of the Director or KMP who is related, if any	Mr. Gopal Bansal Being Managing Director & shareholder, Mr. Mukesh Sharma Director & Shareholders and Mrs Sunita Bansal being Shareholder of the Company and their relatives may be deemed concerned or interested, financially or otherwise in the said resolution.
Any other information	Nil

Mr. Gopal Bansal being Managing Director & shareholder, Mr. Mukesh Sharma Director & Shareholder and Mrs Sunita Bansal being Shareholder of the Company and their relatives may be deemed concerned or interested, financially or otherwise in the said resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 5 of the Notice, whether the entity is a Related Party to the particular transaction or not. The Board recommends the Ordinary Resolution set out

at Item No. 5 of the Notice for approval of the shareholders.

**By order of the Board of Directors
For India Finsec Limited**

**Date: 07.07.2025
Place: New Delhi**

**Sd/-
Rahul
Company Secretary**

Annexure I to the Notice

Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting [Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India]

Name of the Director	Mr. Gopal Bansal	Mr. Mukesh Sharma
Age	49 Years	47 Years
Qualifications	He is Chartered Accountants by profession.	Master of Commerce (M.Com)
Brief Resume	Mr. Gopal Bansal is a fellow member of the Institute of Chartered Accountants of India (ICAI). He is the Managing Director & promoter of the company. He is having excellent leadership skills, discipline and robust governance ability. He is the key driver of company's goals and has sharp financial acumen. He oversees the policy, vision and diversification and strategic planning and ensures flawless performance of the Group.	Mr. Mukesh Sharma having expertise in the field of financing, investment, management consultancy and Finance etc. He was appointed as a Director on December 18, 2006. Thereafter, as per his knowledge and experience, the members of the Company had re-appointed him as Whole Time Director of the Company during the financial year 2016-17. Due to his busy schedule and some other commitments elsewhere, he was designated as Non- Executive Director w.ef. 14 th August, 2017. Presently, he is providing valuable services to the Company.
Experience (including expertise in specific functional area)	He has over two decades of diverse experience in the field of finance & taxation. portfolio management, treasury management, finance product designing, business takeovers, mergers, corporate laws, assets restructuring & assets recovery.	He has diverse experience in the field of Financial & Portfolio Management.
Terms and Conditions of Appointment/ Reappointment	Mr. Gopal Bansal is being reappointed on the same terms and conditions.	Mr. Mukesh Sharma is being reappointed on the same terms and conditions.

Remuneration last drawn (including sitting fees, if any)	Nil	Nil
Remuneration proposed to be paid	He shall not be paid any remuneration and sitting fees for attending Board or Committee meetings.	He shall not be paid any remuneration and sitting fees for attending Board or Committee meetings.
Date of first appointment on the Board	15th July, 2011	18th December, 2006
Shareholding in the Company as on March 31, 2025	Mr. Gopal Bansal holds 40,44,141 equity shares of the Company amounting to 13.85% of total shareholding in the Company.	Mr. Mukesh Sharma holds 1292540 equity shares of the Company amounting to 4.43% of total shareholding in the Company.
Relationship with other Directors/Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	21 Board meetings	21 Board meetings
Name of other Public Companies in which the person holds the Directorships	IFL Finance Limited	Nil
Name of the other Public Companies in which the person holds the Memberships of committees of the Board	IFL Finance Limited	Nil
Name of Listed entities in which person also holds directorship and Membership of Committees of the Boards	India Finsec Limited	India Finsec Limited
Listed entities from which the person has resigned in the past three years	Nil	Nil

**By order of the Board of Directors
For India Finsec Limited**

**Sd/-
Rahul
Company Secretary**

**Date: 07.07.2025
Place: New Delhi**