

Date: November 17, 2025

To,

**Department of Corporate Relations
BSE Limited**
P. J. Towers, Dalal Street
Mumbai-400 001

Our Values



Innovation

Scrip Code: 541358

Subject: Submission of Notice of Extra Ordinary General Meeting of the Company



Trust

Dear Sir,

We are pleased to inform you that Extra Ordinary General Meeting ("EGM") for FY 2025-26, of Unifinz Capital India Limited ("the Company") is scheduled to be held on **Wednesday, December 10, 2025 at 03:00 P.M(IST) through video conference / other audio-visual means ("VC")** at the corporate office of the Company at MCT House, First Floor, New Friends Colony, Near Sukhdev Vihar Metro Station, Delhi-110025.



Growth

The Notice of EGM along with the explanatory statement as required under the law is attached herewith and the same is also available on the Company's website <https://www.unifinz.in>



Integrity

The Company will provide to its members the facility to cast their vote(s) on all resolutions set out in the Notice by electronic means ("e-voting").

We request you to kindly take the above information on record

Thanking You,

Yours Faithfully

For UNIFINZ CAPITAL INDIA LIMITED

Ritu Tomar
Company Secretary & Compliance Officer



Unifinz Capital India Limited

Registered Office : Rajlok Building (Floor-5), 24, Nehru Place, New Delhi - 110 019

Corporate Office : MCT House (Floor-1), New Friends Colony, Near Sukhdev Vihar Metro Station, New Delhi - 110 025

CIN : L17111DL1982PLC013790 | +91-11-49953454 | +91-7373737316 | info@lendingplate.com | lendingplate.com | unifinz.in

NOTICE

Notice is hereby given that **Extra Ordinary General Meeting** of members of **Unifinz Capital India Limited** will be held on **Wednesday, 10th December 2025** at **03:00 P.M.** through video conferencing (VC)/ other audio-visual means (OAVM) to transact the following business:

SPECIAL BUSINESS:

1. To approve the appointment of Mr. Manish Aggarwal (DIN: 09197754) as Non-Executive and Non-Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’ (including any statutory modification or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and approval of Board of Directors, Mr. Manish Aggarwal (DIN: 09197754), who was appointed as an Additional Director and further classified as Non-Independent Director by the Board of Directors, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, to hold office with effect from 14th October, 2025 whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is 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 this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

2. To approve the appointment of Mrs. Ritu Sharma (DIN: 07960832) as Non-Executive and Non-Independent Woman Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’ (including any statutory modification or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and approval of Board of Directors, Mrs. Ritu Sharma (DIN: 07960832), who was appointed as an Additional Director and further classified as Non-Independent Woman Director by the Board of Directors, be and is hereby appointed as a Non-Executive and Non-Independent Woman Director of the Company, to hold office with effect from 14th October, 2025 whose office shall be liable to retire by rotation.

Unifinz Capital India Limited

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Our Values



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Growth



Integrity



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is 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 this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

3. **To approve the appointment of Mr. Shubh Charn Bansal (DIN: 11270668) as Non-Executive and Independent Director of the Company.**

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

“**RESOLVED THAT** in compliance with Sections 149, 150, 152, 161 read with Schedule IV, and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable Rules made thereunder read with Schedule IV of the Companies Act, 2013 (the “**Companies Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”) as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable laws and pursuant to the provisions of the Articles of Association of the Company and Nomination and Remuneration Policy of the Company and based on the approval and recommendation of the Nomination and Remuneration Committee to the Board of Directors and subsequent approval of the Board of Directors of the Company, **Mr. Shubh Charn Bansal (DIN: 11270668)** who was appointed as an Additional Director of the Company, under the category of Non-Executive Independent Director with effect from 14th October, 2025 and who possesses relevant expertise and experience and has signified his consent to act as an Independent Director of the Company and submitted a declaration that he meets the criteria for appointment of an Independent Director under the Companies Act and the SEBI Listing Regulations and is otherwise eligible for appointment, approval of the shareholders be and is hereby accorded for the appointment of **Mr. Shubh Charn Bansal (DIN: 11270668)** as an Independent Director of the Company for a period of 5 (five) consecutive years i.e., from 14th October, 2025 till 13th October, 2030 (both days inclusive) in which he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is 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 this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

4. **To issue Bonus Shares.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), and the rules made thereunder, the Securities

and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Foreign Management Act, 1999 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the enabling provisions of the Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of a sum not exceeding Rs. 35,41,44,680 (Rupees Thirty-five crore forty-one lakh forty-four thousand six hundred eighty Only) from and out of the Company's Free Reserves (Retained Earnings) and the securities premium account for the purpose of the issue of bonus equity shares of Rs. 10/- (Ten only) each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 4 (Four) equity share of Rs. 10/- (Rupees Ten Only) each for every 1 (One) existing equity shares of Rs. 10/- (Rupees Ten Only) each held by the Members and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.

RESOLVED FURTHER THAT the bonus shares so allotted shall be subject to the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the restrictions imposed under Regulation 294 of ICDR Regulations, the bonus equity shares shall be issued in dematerialized form only and accordingly, the same shall credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non- Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company, if any will be subject to the approval of the RBI, if applicable and as may be necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board including any Committee of the Board or person authorised by the Board, be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and

absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto.”

5. **To Approve the Unifinz Capital India Limited Employee Stock Option Plan 2025 (“UCIL ESOP 2025”)**

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

“RESOLVED THAT, pursuant to Section 62 of the Companies Act, 2013 (the “Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”) and other applicable provisions, if any, if the Act, and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (“the SEBI SBEB Regulations”), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India (“SEBI”) from time to time, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (“FEMA Regulations”) and any other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines of any/various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the “Applicable Laws”), the Memorandum of Association and Articles of Association of Unifinz Capital India Limited (“Company”), and subject to such approvals, consents, permissions and sanctions as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Compensation Committee and the Board of Directors (“Board”), the approval of the members be and is hereby accorded for the adoption of the Unifinz Capital India Limited Employee Stock Option Plan 2025 (“UCIL ESOP 2025”) for the benefit of the eligible employees of the Company, the salient features of which are furnished in the explanatory statement to this notice as set out below.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to the Compensation Committee to create, offer, issue, grant and allot from time to time, in one or more tranches under UCIL ESOP 2025, at any time to or for the benefit of the eligible employees of the Company, such number of employee stock options (“Options”) be exercisable into not more than 50,00,000 [Fifty lakhs] equity shares, at such price and on such terms and conditions as may be fixed or determined by the Compensation Committee in accordance with the applicable laws as may be prevailing at that time.

RESOLVED FURTHER THAT the equity shares allotted pursuant to the exercise of the Options, as the case may be, shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT, subject to the terms of UCIL ESOP 2025 and any applicable grant letter, the Options granted under UCIL ESOP 2025 shall vest in the grantees for a minimum period of 1 (one) year, subject to a maximum period of 4 (Four) years provided the grantee remains in continuous employment with the Company (or as per other conditions as may be determined by the Compensation Committee) on each vesting date.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc. the number of above-mentioned employee stock options in UCIL ESOP 2025 shall be appropriately adjusted.

RESOLVED FURTHER THAT the Board and Compensation Committee be and are hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the UCIL ESOP 2025, in accordance with the terms of UCIL ESOP 2025 and subject to applicable laws prevailing from time to time, as it may deem fit.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing UCIL ESOP 2025 and generally for giving effect to these resolutions, each member of the Compensation Committee and Board is hereby severally or/and jointly authorized, on behalf of the Company, to do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the above and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

6. **To approve the grant of ESOP Options exceeding one percent of the issued capital of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and other applicable provisions of the Companies Act, 2013 ('Act') read together with Companies (Share Capital and Debentures) Rules, 2014 ('Rules') including any statutory modification(s) or re-enactment of the Act, for the time being in force and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto ('SEBI SBEB Regulations') and in accordance with the Memorandum and Articles of Association of Unifinz Capital India Limited ("Company"), and such other approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications as may

be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to create, offer and grant Employee Stock Options ('ESOP Options'/'Options') to identified employees, as may be recommended by the Compensation Committee, under the Unifinz Capital India Limited Stock Option Plan 2025 ("UCIL ESOP 2025"), during any 1 (one) year equal to or in excess of 1% (one percent) of the issued share capital of the Company, at the time of grant of ESOP Options in accordance with the SEBI SBEB Regulations and UCIL ESOP 2025.

RESOLVED FURTHER THAT the ESOP Options shall be granted to employees as identified and recommended by the Compensation Committee in their discretion and in accordance with the SEBI SBEB Regulations and UCIL ESOP 2025.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc. the number of above-mentioned employee stock options in UCIL ESOP 2025 shall be appropriately adjusted.

RESOLVED FURTHER THAT the Board and Compensation Committee be and are hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the UCIL ESOP 2025, in accordance with the terms of UCIL ESOP 2025 and subject to applicable laws prevailing from time to time, as it may deem fit.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing UCIL ESOP 2025 and generally for giving effect to these resolutions, each member of the Compensation Committee and Board is hereby authorized jointly and/or severally, on behalf of the Company, to do all such acts, deeds, matters and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the above including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard."

Date: 14th November 2025
Place: Delhi

By Order of the Board
For UNIFINZ CAPITAL INDIA LIMITED
Sd/-
Ritu Tomar
Company Secretary & Compliance Officer

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the above Items of the accompanying Notice, is annexed hereto. Further, disclosures in relation to above Items 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. Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated September 22, 2025 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI vide its Circular No. SEBI/HO/ CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the Extra Ordinary General Meeting ("EGM") virtually, without physical presence of Members at a common venue.
3. In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the EGM of the Company is being held virtually.
4. The Notice together with the explanatory statement convening this EGM 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 together with the explanatory statement convening this EGM will also be available on the Company's website www.unifinz.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 www.evoting.nsdl.com. The Company will also publish an advertisement in the newspapers containing details of the EGM and other relevant information for Members viz. manner of registering e-mail Id., Cut-off date for e-voting etc.

Since this EGM 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.

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 Wednesday, December 03, 2025 ("Cut-off date") may join the EGM 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 EGM. Any person who is not a Member as on the Cut-off date shall treat this Notice for informational purpose only.

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.

5. Members of the Company are advised to nominate a person pursuant to Section 72 of the Act read with SEBI Circular, in whom the shares held by him/her/them shall vest in the unfortunate event of his/her/their death. Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. Members holding shares in dematerialized form may file their nomination directly with their respective Depository Participant. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she/they may submit the same in Form SH-14. The said forms can be downloaded from the Company's website i.e. www.unifinz.in
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN'), mandates, nominations,

bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

- i) **For shares held in physical form:** Members holding shares in physical mode are requested to notify change, if any, in their e-mail address, mailing address including pin code, bank details, residential status etc. to the Company or RTA in prescribed Form ISR -1 and other forms pursuant to SEBI Master circular SEBI/HO/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 (as amended), as per instructions mentioned in the form. The said form can be downloaded from the company's website at i.e. www.unifinz.in and is also available on the website of the RTA at <https://www.skylinerta.com/> quoting their folio number, at admin@skylinerta.com
- ii) **For shares held in electronic form:** Members holding shares in electronic form should notify any change in their e-mail address, mailing address including pin code, bank details, residential status etc. directly to their respective Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records, which will help the Company and its RTA to provide efficient and better service to the Members.

The Members may contact the Share Department of the Company at the above-mentioned address, telephone numbers and e-mail id or the RTA at their registered office at D-153A, 1st Floor, Okhla Industrial Area, Phase I, New Delhi, Delhi, 110020; Tel- 011 - 40450193-97; Email- admin@skylinerta.com for any assistance/ clarification.

Appointment of Proxy and Attendance Slip:

1. Since the EGM 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 EGM, and therefore, proxy form and attendance slip are not annexed to this Notice.
2. The Company has appointed Mr. Akash Goel, Practicing Company Secretary (Membership No. 13219) of M/s. Akash & Co., Company Secretaries, as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the EGM in a fair and transparent manner.
3. Corporate shareholders/institutional shareholders intending to send their authorized representative(s) to attend / vote at the EGM 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 his e-mail ID at akash@akashandco.com with a copy marked to evoting@nsdl.com and cs@lendingplate.com.

Electronic dissemination of the EGM Notice:

Notice of the EGM is being sent only through electronic mode to those Members whose names appear in the Register of Members/list of beneficial owners as furnished by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of November 07, 2025 and have their email addresses registered with the Company/Depositories.

Members may note that Notice of the EGM will also be available on the Company's website www.unifinz.in, website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com/> and also on the website of the Registrar & Transfer Agent at <https://www.skylinerta.com/>

E-voting:

1. 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 EGM) to transact the business mentioned in the Notice convening the EGM.
2. Necessary arrangements have been made by the Company to facilitate 'Remote e-voting' as well as e-voting at the aforementioned EGM. Members shall have the option to vote either through remote e-voting (during the remote e-voting window) or at the EGM.
3. 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.
4. 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, shall be entitled to avail the facility of remote e-voting or e-voting at the EGM, as the case may be.
5. The procedure for e-voting on the day of the EGM is identical to Remote e-voting instructions as outlined in this Notice.
6. 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.
7. 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.
8. Members present at the EGM and who have not cast their vote on resolutions set out in the Notice convening the EGM 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 EGM.
9. However, Members who have exercised their right to vote during the Remote e-voting period may attend the EGM but shall not be entitled to cast their vote again.
10. Once the vote on a resolution is cast, Member shall not be allowed to change the same subsequently or cast vote again.
11. Members can opt for only one mode of voting i.e. either through Remote e-voting or e-voting at the EGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail.
12. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names as per the Company's records, will be entitled to cast vote.

Inspection of documents:

The statutory registers maintained under Section 170 and Section 189 of the Act and other documents referred in the Notice convening this EGM shall be made available for inspection by Members during the remote e-voting period and during the proceedings of the EGM. Members may seek inspection of documents by accessing to the NSDL e-voting platform at <https://www.evoting.nsdl.com> during the aforementioned period.

Speaker registration/facility for non-speakers:

Process

1. Registration as speaker at the EGM Members who wish to raise query at the EGM may register themselves as 'Speaker' by sending request to the said effect from their registered e-mail address, to e-mail ID: cs@lendingplate.com quoting their name, DP Id. and Client Id./Folio number, on or before 09th December ,2025.
2. The Company reserves the right to restrict the number of questions and/or number of speakers during the EGM, depending upon availability of time and for smooth conduct of the meeting.
3. However, the Company will endeavor to respond to the questions which have remained unanswered during the meeting to the respective shareholders. 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.
4. The voting results along with the Scrutinizer's report, will be hosted on the Company's website, www.unifinz.in 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 Exchange i.e. BSE Limited.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Sunday, 07th December 2025 at 9:00 A.M. and ends on Tuesday, 09th December 2025 at 5:00 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. Wednesday, 03rd December 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 Wednesday, 03rd December 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 in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 the meeting. 2. 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 3. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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 user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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 also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 akash@akashandco.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 on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, SenapatiBapatMarg, Lower Parel, Mumbai- 400 013 at evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email cs@lendingplate.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 cs@lendingplate.com. If you are an Individual shareholders 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 in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the ~~AGM~~/EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the EGM 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 cs@lendingplate.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

The result of voting will be announced at the registered office of the company, by the Chairperson of the **EGM on Thursday, 11th December 2025**. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

**By Order of the Board
For UNIFINZ CAPITAL INDIA LIMITED**

**Date: 14th November 2025
Place: Delhi**

**Sd/-
Ritu Tomar
Company Secretary & Compliance Officer**

Annexure A**DETAILS AS REQUIRED PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH THE RELEVANT PROVISIONS OF SECRETARIAL STANDARD-2**

Particulars	MANISH AGGARWAL	RITU SHARMA	SHUBH CHARN BANSAL
Category of Directors	Non- Executive Non-Independent Director	Non-Executive Non-Independent Director	Independent Director
Age	40 Years	40 Years	48 Years
Qualification/Brief Resume	Mr. Manish Aggarwal is a Chartered Accountant.	She is a commerce graduate with a PG Diploma in Business Administration.	Mr. Shubh Charn Bansal is a chartered accountant.
Experience/ nature of expertise	He is a qualified member of the Institute of Chartered Accountants of India (ICAI) with over 15 years of experience in taxation, finance, and accounting across the real estate, broadcasting, and corporate sectors. His expertise includes managing statutory compliance, handling audits, implementing GST migration, fund management, and preparing comprehensive financial reports.	She has over 15 years of experience in treasury and financial management. She has also served as the Chief Financial Officer (CFO) of the company before being inducted to the Board. She is certified in Insurance underwriting from American Institute for Chartered Property Casualty Underwriters (AICPCU) and also holds NISM V-A certification.	He has over 22 years of experience in financial management, statutory compliance, taxation, internal controls, and business process improvement. He led critical projects such as GST rollout and Oracle ERP implementation, ensuring strong regulatory compliance and operational efficiency in National Informatics Centre Services Inc. (NICSI).
Date of appointment & Terms and Conditions of Appointment/re-appointment	14th October,2025	14th October,2025	14th October, 2025 Appointment for the period of 5 years w.e.f. 14 th October,2025.
Disclosure of relationship as between the Directors, Managers and Key Managerial Personnel	He is not related to any Director of the Company.	She is not related to any Director of the Company.	He is not related to any Director of the Company.
Remuneration sought to be paid	He shall be paid remuneration by way of sitting fees for attending	She will be paid remuneration within the Limit not	He shall be paid remuneration by way of sitting fees for

	Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company stipulated under Section 197 of the Companies Act, 2013, effective his date of appointment.	exceeding 1% or 3% of the net profits of the Company to be determined as per the provisions of Section 198 of the Companies Act, 2013 to its non-executive directors.	attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company stipulated under Section 197 of the Companies Act, 2013, effective his date of appointment.
Shareholding in the Company	NIL	NIL	77251
Names of entities in which the person also holds directorship, and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years]	1. Yourtemplatebox Web Services Private Limited (Director)	2. Hopes & Harmony Foundation (Director)	NIL
The skills and capabilities required for the role of independent director and the manner in which the proposed person meets such requirements.	Not Applicable	Not Applicable	The role requires strong governance, strategic insight, and independent judgment; Mr. Shubh Charn Bansal brings proven expertise in retail, market and trading industry, risk oversight, and board-level leadership, fitting these requirements succinctly.

Credit of bonus shares of the members holding shares in physical form:

In compliance with the provisions of Chapter XI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Bonus Shares would be allotted to the shareholders in demat mode only. Accordingly, the shareholders holding shares in physical mode are requested to provide their demat account number to the Company/ RTA so that their bonus shares are credited to their respective account.

In this connection, the shareholders holding shares in physical mode are requested to submit the following documents –

1. Request letter for credit of Bonus Share in Demat Account.
2. Form ISR-1
3. Self-attested copy of PAN
4. Self-attested copy of Aadhar/ Any other Government Issued Address Proof; and
5. Client Master List duly attested by your Depository Participant.

Above forms can be downloaded from the website of the Company at www.unifinz.in

The above details can also be submitted either through in person verification, through post to RTA by way of email to admin@skylinerta.com

The above documents are required to be sent to the Company or RTA before the record date as may be fixed by the Board of Directors for the bonus issue. In case of non-receipt of the above documents to the Company or RTA by the said date, the respective bonus shares shall be dealt with as may be specified by the Stock Exchange or any other relevant authority.

Explanatory Statement

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

As required by Section 102 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material acts relating to the aforementioned special businesses:

ITEM: 1&2-

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed at its meeting held on 14th October, 2025, the following Directors as an Additional Director in the category of Non-executive and Non-independent Director, under Sections 152 and 161 of the Companies Act, 2013 (the ‘Act’) and Articles of Association of the Company subject to the approval of the Shareholders and any other approval as may be required from time to time:

1. Mr. Manish Aggarwal (DIN: 09197754), as an Additional Director in the category of Non-executive Non-independent Director; and
2. Mrs. Ritu Sharma (DIN: 07960832), as an Additional Director in the category of Non-executive Non-Independent Director.

Therefore, the Company is seeking approval of Shareholders for the appointment of Mr. Manish Aggarwal and Mrs. Ritu Sharma as a Non-executive Non-independent Director of the Company by way of Ordinary Resolution. The Company has received their consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (as amended from time to time). Further, they are not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time.

Disclosure as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out and annexed as **Annexure A** to this notice.

The Nomination and Remuneration Committee is of the view that Mr. Manish Aggarwal (DIN: 09197754) and Mrs. Ritu Sharma (DIN: 07960832) possess the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to approve their appointment as Non-Executive and Non-Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of the Company recommends shareholders to pass these Ordinary Resolutions as set forth in items no. 1&2 for your approval.

The terms and conditions for appointment of Mr. Manish Aggarwal (DIN: 09197754) and Mrs. Ritu Sharma (DIN: 07960832) as a Non-Executive Non-Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Except all the appointees, and their relatives, none of the Directors, Key Managerial Personnel, or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company.

ITEMS: 3-

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed at its meeting held on 14th October 2025, Mr. Shubh Charn Bansal for a term of five years with effect from 14th October 2025 till 13th October, 2030, under Section 149, 150, 152 and 161 of the Companies Act, 2013 (the 'Act') and Articles of Association of the Company subject to the approval of the Shareholders and any other approval as may be required from time to time:

As per Regulation 25(2A) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the appointment of independent director shall be subject to the approval of shareholders by special resolution. Further, pursuant to amendment (effective from 1st January 2022) to Regulation 17(1C) of the Listing Regulations, a listed entity is required to obtain the approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the Company is seeking approval of Shareholders for the appointment of Mr. Shubh Charn Bansal as an Independent Directors of the Company.

The Company has received a declaration from Mr. Shubh Charn Bansal, being eligible for appointment as an Independent Director, providing his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (as amended from time to time). Further, he is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time. The Company has also received a declaration from Mr. Shubh Charn Bansal confirming the criteria of his Independence as prescribed under Section 149(6) of the Act and under the Regulation 16(b) of the Listing Regulations, (as amended from time to time). Also, in terms of Regulation 25(8) of the Listing Regulations, he confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge their duties.

The proposed Director has also affirmed to the Company that he has registered himself with the databank maintained by the Indian Institute of Corporate Affairs (IICA) as an Independent Director in compliance with the prescribed Rules under the Act. As per the opinion of the Board, he fulfil the criteria as specified in the Act & the Rules framed hereunder and the Listing Regulations for his appointment as an Independent Director and it is desirable to avail his services as an Independent Director.

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee considers the appointment of Mr. Shubh Charn Bansal as an Independent Directors in the interest of the Company and recommends the Special Resolution as set out at Item no. 3 of the EGM notice for approval of the Shareholders.

Disclosure as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out and annexed as **Annexure A** to this notice.

The terms and conditions for the appointment of Mr. Shubh Charn Bansal as a Non-Executive and Independent Director of the Company shall be open for inspection by the

Members at the Registered Office of the Company during normal business hours on any working day.

Except all the appointees, and their relatives, none of the Directors, Key Managerial Personnel, or their relatives, are in any way concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Special Resolution as set out in Resolution No. 3 of this Notice.

ITEM: 4-

The equity shares of your Company are listed and actively traded on BSE Limited. With a view to encouraging the participation of retail investors in the long term, increasing the overall tradeable float/activity level in the Equity shares and retail diversification of shareholding, the Board of Directors at its meeting held on November 14, 2025, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of Rs. 10/- (Rupee Ten only) each credited as fully paid up to eligible members of the Company in the proportion of 4 (Four) equity shares of Rs. 10/- (Rupees Ten) each for every 1 (One) existing equity share of Rs. 10/- (Rupees Ten) each by capitalizing a sum not exceeding Rs. 35,41,44,680 (Rupees Thirty-five crore forty-one lakh forty-four thousand six hundred eighty Only) from and out of the Company's Free Reserves (Retained Earnings) and the securities premium account and/or or such other account as may be considered necessary by Board of Directors of the Company ("the Board").

Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

According to the restrictions specified under Chapter XI of SEBI (ICDR) Regulations 2018, the bonus shares shall be issued in dematerialised form only. Hence, the shareholders holding shares in physical form shall follow the procedure as specified in **Annexure B** which forms an integral part of this notice to ensure their entitlement to the bonus shares.

The Bonus Shares so allotted shall rank pari- passu in all respects with the fully paid-up Equity Shares of the Company as on the Record Date and shall be made according to the regulations as specified under Chapter XI of SEBI (ICDR) Regulations 2018.

The Board recommends the Ordinary Resolution set out at item No. 4 in the accompanying notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at item No.4 of the notice.

ITEM: 5-

The Company values employees who are committed to building a successful organization and in order to incentivize, reward and motivate the employees to contribute effectively towards the future growth and profitability of the Company, the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors ("**Board**") of the Company in their meeting held on November 14, 2025, have approved, the Unifinz Capital India Limited Employee Stock Option Plan 2025 ("UCIL ESOP 2025") in terms of the Securities and

Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB Regulations**”).

The Company intends to implement this Scheme by way of grant of employee stock options (“**Options**”) to the eligible employees with an objective to enable the Company to attract and retain talented human resources by offering them an opportunity to acquire an equity interest in the Company which will reflect their efforts in building the growth and the profitability of the Company and also provide existing employees an opportunity for investment in the Company’s equity interest in recognition of their efforts to grow and build the Company.

In terms of Regulation 6 of SEBI SBEB Regulations, for issue of equity shares to the employees of the Company, the approval of the existing members by way of special resolution is required.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of the SEBI SBEB Regulations are as under:

1. Brief description of the Scheme:

The objective of the UCIL ESOP-2025 Scheme is to reward the eligible employees of the company as per their performance and to motivate them to contribute to the growth and profitability of the company. After vesting of Options, the employees earn a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The Board/Committee may administrate the scheme. All questions of interpretation of the Scheme shall be determined by the Board/Committee, and such determination shall be final and binding upon all people having an interest in the Scheme.

2. The total number of Options to be offered and granted:

A maximum of 50,00,000 (Fifty Lakh) Options may be offered and granted under the Scheme, which on exercise would entitle not more than 50,00,000 (Fifty Lakh) equity shares of face value of Rs. 10/- (Rupee Ten only) each of the Company. Further, all lapsed options shall be returned to ESOP pool and can be reused.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

The following classes of employees / directors shall be entitled to participate and shall be the beneficiaries under the Scheme:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including non-executive director who is not a promoter or member of the promoter group, but excluding an independent director.
- (iii) an employee as defined in sub-clauses (i) or (ii) above, of a group company including subsidiary or its associate Company, in India or outside India, or of a holding company of the Company, but does not include-

(a) an employee who is a promoter or belongs to the promoter group.

(b) director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.

4. Requirements of vesting and period of vesting:

The grant of options shall vest so long as an employee continues to be in the employment of the company, the vesting of options granted under the Scheme shall vest not earlier than statutory minimum period of 1 (one) year which may be extended to a maximum period of 4 (four) years.

5. Maximum period within which the Options shall be vested:

The vesting period of the Options granted under the Scheme shall not be less than a period of 1 (one) year, and which may extend to maximum period of 4 (four) years from the date of grant or such other period during the period of 4 (four) years from the date of grant, as may be decided by the Compensation Committee from time to time.

6. Exercise price or pricing formula:

The exercise price for the options can be any price as decided by the compensation committee and it may be different for different class/classes of Employees falling in the same tranche of grant of Options issued under UCIL ESOP 2025.

7. Exercise period and process of exercise:

The Exercise period shall be decided by the Compensation Committee from time to time. The vesting Options shall be exercised by the employee by a written application to the Company expressing his/her desire to exercise such options in such manner and such format as may be prescribed by the Compensation Committee from time to time.

8. Appraisal process for determining the eligibility of employees for the Scheme:

The appraisal process for determining the eligibility of employees shall be decided by the Compensation Committee from time to time.

9. Maximum number of Options to be offered and issued per employee and in aggregate, if any:

Maximum number of options that may be issued per employee and in aggregate shall be subject to such number of options as reserved under this Scheme.

10. Maximum quantum of benefits to be provided per employee under a scheme(s)

As determined by the Compensation Committee in accordance with the UCIL ESOP 2025.

11. Whether the Scheme is to be implemented and administered directly by the Company or through a trust:

The Scheme is to be implemented and administered directly by the Company.

12. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

The Scheme involves only new issuance of shares by the Company.

13. The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.

The UCIL ESOP 2025 currently not implemented under Trust Route.

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme:

This is not relevant under UCIL ESOP 2025.

15. Statement to the effect that the Company shall conform to the accounting policies specified in regulation 15:

The company shall conform to laws/regulations, applicable accounting and disclosure related to employee stock options, including but not limited to the Guidance Note on Accounting for employee share-based Payments' (Guidance Note) of Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time under Regulation 15 of SEBI (SEBE) Regulations.

16. The method which the Company shall use to value its Options:

As determined by the Compensation Committee in accordance with the UCIL ESOP 2025.

17. Period of lock-in:

Shares issued under the Scheme shall not be subject to any transfer restrictions or lock in restrictions.

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

The Compensation Committee will determine the procedure for buyback, if any, of Options granted under the Scheme, if to be, undertaken at any time by the Company, and the applicable terms and conditions in accordance with the applicable laws.

19. The Conditions under which options vested in employees may lapse:

Pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the UCIL ESOP 2025 of the Company, the Options not exercised within the prescribed Exercise Period shall lapse and the Participant shall have no right over such lapsed Options as per UCIL ESOP 2025.

20. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

In the event of resignation or termination, the employee shall be entitled to exercise all Vested Options within the Exercise Period. All Unvested Options will stand cancelled as on the date of such resignation or termination, unless otherwise determined by the Committee whose determination will be final and binding.

The Board recommends the resolutions set out at Item No. 5 of the accompanying Notice for your approval as special resolution.

The copy of UCIL ESOP-2025 Scheme shall be available for inspection by members during business hours at the registered office of the Company till the date of ensuing EGM and also available at the Company's official website at www.unifinz.in.

None of the Directors, Key Managerial Personnel, Manager and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of the stock options that may be granted to them under the said Scheme.

ITEM: 6-

In terms of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the "Regulations"), any grant of employee stock options ("Options") to an identified employee in a financial year that is equal to or exceeds 1 % of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant requires the approval of shareholders by way of a special resolution.

Accordingly, the Board of Directors, on the recommendation of the Compensation Committee may, in future, grant Options to identified employees in recognition of exceptional performance or outstanding dedication to the success and growth of the Company. If any such grant is anticipated that will, in a single year, equal or exceed 1 % of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant, then prior approval of the shareholders by way of a special resolution will be obtained before such grant is made.

This resolution is proposed with a view to allowing board/ Compensation Committee to identify employees for this category subject to specific approval by special resolution for identified employees.

None of the Directors, Key Managerial Personnel of the Company including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under UCIL ESOP 2025.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in item no. 6 of the notice.

Date: 14th November 2025
Place: Delhi

By Order of the Board
For UNIFINZ CAPITAL INDIA LIMITED
Sd/-
Ritu Tomar
Company Secretary & Compliance Officer