

Notice of the 10th Annual General Meeting

Notice is hereby given that the Tenth (10th) Annual General Meeting of the members of the Aryadhan Financial Solutions Private Limited is scheduled to be held on shorter notice on Wednesday, September 30, 2026, at 12:00 P.M. through Video Conferencing / Other Audio-Visual Means (VC / OAVM)/ to transact the following business:

ORDINARY BUSINESS

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26 ALONG WITH AUDITOR'S REPORT AND THE REPORT OF BOARD OF DIRECTORS THEREON:

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March 2026, comprising the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date, and the Notes forming part thereof, together with the Report of the Board of Directors and the Auditor's Report thereon, be and are hereby considered and adopted."

2. TO RE-APPOINT M/S ASHOK KUMAR GOYAL & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY:

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the applicable regulations, circulars and guidelines issued by the Reserve Bank of India, the consent of the members of the Company to re-appoint M/s Ashok Kumar Goyal & Co., Chartered Accountants (Firm Registration No. 002777N), as the Statutory Auditors of the Company for a term of one (1) consecutive years, commencing from the conclusion of this 10th Annual General Meeting until the conclusion of the 11th Annual General Meeting on a remuneration of INR 12,00,000/- (Rupees Twelve Lakhs only), plus applicable taxes and reimbursement of out-of-pocket expenses actually incurred in connection with the audit of the accounts of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, applications and returns as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

3. TO REGULARISE THE APPOINTMENT OF MR. BRAHMANAND HEGDE (DIN: 02984527) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read the Companies (Appointment and Qualification of Directors) Rules, 2014, and pursuant to the applicable regulations, circulars and guidelines issued by the Reserve Bank of India, as amended from time to time, Mr. Brahmanand Hegde (DIN: 02984527) who was appointed as an Additional Independent Director of the Company with effect from May 15, 2026 and who holds office up to the date of this Annual General Meeting, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and execute all such documents, deeds and writings as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

4. TO REGULARISE THE APPOINTMENT OF MR. OM PRAKASH MISHRA (DIN: 09244477) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read the Companies (Appointment and Qualification of Directors) Rules, 2014, and pursuant to the applicable regulations, circulars and guidelines issued by the Reserve Bank of India, as amended from time to time, Mr. Om Prakash Mishra (DIN: 09244477) who was appointed as an Additional Independent Director of the Company with effect from June 27, 2026 and who holds office up to the date of this Annual General Meeting, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and execute all such documents, deeds and writings as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

5. TO RATIFY RELATED PARTY TRANSACTION IN RESPECT TO HOLD OFFICE OR PLACE OF PROFIT IN THE COMPANY BY MR. KESHAV LAHOTI, CHIEF COMPLIANCE OFFICER:

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, read with the applicable rules made thereunder, and in continuation of the approval accorded by the Members by way of an Ordinary Resolution passed at the Extra-Ordinary



CIN: U65999UP2017PTC089516

General Meeting of the Company held on January 16, 2026, approval of the Members be and is hereby accorded for ratification of the revision in the remuneration payable to Mr. Keshav Lahoti, Chief Compliance Officer of the Company, in connection with his holding an office or place of profit in the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including making necessary filings with the Registrar of Companies and other statutory authorities and to settle any questions or matters incidental thereto."

Date: September 29, 2026
Place: Noida

By order of the Board
For Aryadhan Financial Solutions Private Limited

Shiv
Sharma

Digitally signed
by Shiv Sharma
Date: 2026.09.29
16:45:47 +05'30'

Shiv Sharma
Company Secretary
M.NO-A41172

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

SPECIAL BUSINESS:

ITEM NO-3: TO REGULARISE THE APPOINTMENT OF MR. BRAHMANAND HEGDE (DIN: 02984527) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on September 29, 2026, approve the regularization of Mr. Brahmanand Hegde (DIN: 02984527) as an Independent Director of the Company, subject to the approval of the members at ensuing Annual General Meeting.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next Annual General Meeting of the Company. Accordingly, the appointment of Mr. Brahmanand Hegde as an Independent Director is being placed before the Members for their approval.

The Company has received the requisite disclosures, declarations and consent from Mr. Brahmanand Hegde confirming his eligibility, independence and willingness to act as an Independent Director of the Company.

Accordingly, the approval of the Members is sought for the appointment of Mr. Brahmanand Hegde as an Independent Director of the Company for a term of five consecutive years.

The Board recommends the Ordinary Resolution set out at Item No. 03 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the proposed resolution, except Mr. Brahmanand Hegde.

ITEM NO-4: TO REGULARISE THE APPOINTMENT OF MR. OM PRAKASH MISHRA (DIN: 09244477) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on September 29, 2026, approve the regularization of Mr. Om Prakash Mishra (DIN: 09244477) as an Independent Director of the Company, subject to the approval of the members at ensuing Annual General Meeting.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next Annual General Meeting of the Company. Accordingly, the appointment of Mr. Om Prakash Mishra as an Independent Director is being placed before the Members for their approval.

The Company has received the requisite disclosures, declarations and consent from Mr. Om Prakash Mishra confirming his eligibility, independence and willingness to act as an Independent Director of the Company.

Accordingly, the approval of the Members is sought for the appointment of Mr. Om Prakash Mishra as an Independent Director of the Company for a term of five consecutive years.

The Board recommends the Ordinary Resolution set out at Item No. 04 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the proposed resolution, except Mr. Om Prakash Mishra.

ITEM NO-5: TO RATIFY RELATED PARTY TRANSACTION IN RESPECT TO HOLD OFFICE OR PLACE OF PROFIT IN THE COMPANY BY MR. KESHAV LAHOTI, CHIEF COMPLIANCE OFFICER;

The Members are informed that Mr. Keshav Lahoti was appointed as the Chief Compliance Officer ("CCO") of the Company with effect from November 13, 2025. The appointment of Mr. Keshav Lahoti, in connection with his holding an office or place of profit in the Company, was approved by the Board of Directors and subsequently approved by the Members by way of an Ordinary Resolution passed at the Extra-Ordinary General Meeting of the Company held on January 16, 2026.

Pursuant to the annual increment cycle of the Company, the remuneration payable to Mr. Keshav Lahoti has been revised from INR 47,00,000/- (Rupees Forty-Seven Lakh only) per annum to INR 51,00,440/- (Rupees Fifty-One Lakh Four Hundred and Forty only) per annum, with effect from April 01, 2026.

Additional disclosure required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 –

A	Name of the related party	Mr. Keshav Lahoti
B	Name of the director or key managerial personnel who is related, if any	Mr. Keshav Lahoti
C	Nature of relationship	Company Secretary in Arya Collateral Warehousing Services Pvt. Ltd. (Holding Company)
D	Nature, material terms, monetary value and particulars of the contract or arrangement	The annual remuneration payable to Mr. Keshav Lahoti is INR 51,00,440 (Rupees Fifty-One Lakh Four Hundred and Forty only) plus ESOPs as provided in the appointment letter
E	Any other information relevant or important for the members to take a decision on the proposed resolution	The terms of appointment are at arm's length and in the ordinary course of business, benchmarked with similar positions in NBFCs, and are critical to ensure compliance with RBI Master Directions on the Compliance Function and Chief Compliance Officer

This resolution requests that members ratify the updated remuneration for Mr. Keshav Lahoti, who holds an office or place of profit in the Company.



CIN: U65999UP2017PTC089516

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the proposed resolution, except Mr. Keshav Lahoti.

The Board recommends the Ordinary Resolution set out at Item No. 5 for approval by the Members.

Notes:

1. The time of the meeting is as per the Time Zone in India (GMT +5:30) Indian Standard Time.
2. Pursuant to the General Circular No. 10/2021 read with General Circular No. 14/2020 and General Circular No. 17 /2020 (collectively "MCA Circulars") issued by Ministry of Corporate Affairs ("MCA") on June 23, 2021, April 08, 2020 and April 13, 2020 respectively allowing companies to conduct the general meetings through video conferencing ("VC") or other audio-visual means ("OAVM"), read with 'Clarification/Guidance on applicability of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2)' the Meeting will be conducted through electronic mode (Video Conference facility) and the facility to attend the Meeting is made available. It would be ensured that the guidelines laid down in the said General Circulars as well under applicable provisions and Rules made under the Companies Act 2013 will be adhered while dispatch of the notice to all the stakeholders and conducting this meeting through Video Conferencing.
3. In compliance with the aforesaid MCA Circulars, notice of the annual general meeting along with the explanatory statement is being sent only through electronic mode to those members whose email addresses are registered with the Company.
4. The meeting allows two-way teleconferencing for the ease of participation of the members. The participants are allowed to pose questions concurrently and also given time to submit questions in advance on the e-mail address of the Company.
5. The facility for joining the meeting through VC shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time.
6. The Chairman for the meeting shall be appointed in accordance with the Section 104 of the Companies Act, 2013.
7. Pursuant to the provisions of the Companies Act 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. Attendance of members attending the meeting through VC or OVAM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
9. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
10. The Chairman may decide to conduct a vote by show of hands, so all are requested to keep their videos on to count the votes for passing the resolution, unless a demand for poll is made by any member in accordance with section 109 of the Act.
11. The members are requested to confirm their presence to the Annual General Meeting and send any queries on connecting to the VC/OAVM or any other issue relating to meeting on secretarial@aryadhan.in