



VEEFIN

Veefin Solutions Ltd.

(Formerly known as Veefin Solutions Pvt. Ltd.)

Office No. 601, 602, 603, 6th Floor, Neelkanth
Corporate IT Park, Kirod Road, Near Vidyavihar
Station West, Vidyavihar West, Mumbai- 400086.
Contact: +91 90049 17712

CIN: U72900MH2020PTC347893,
Email ID: accounts@veefin.com/finance@veefin.com

Date: April 05, 2024

To,
BSE Limited
The Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
1st Floor, Dalal Street
Mumbai – 400 001

Ref: Scrip Code: 543931

ISIN: INEQ0M01015

Sub: Notice of Postal Ballot of the Company

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice seeking approval of the members of the Company, by way of remote e-voting process.

In accordance with Ministry of Corporate Affairs dated December 28, 2022 and (“SEBI”) circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 notice is being sent through electronic mode to the Members of the Company.

The Company has engaged the services of National Security Depository Limited as the agency to provide e-voting facility to all its members. The details of e-voting are as follows:

E-voting start day and time	Saturday, April 06, 2024 (9.00 AM Indian Standard Time)
E-voting end day and time	Sunday, May 05, 2024 (5.00 PM Indian Standard Time)

The Notice of Postal Ballot is also available on the website of the company at www.veefin.com.

Kindly take the same on your records.

Thanking you,

Yours truly,

For Veefin Solutions Limited
(Formerly Known as Veefin Solutions Private Limited)

Urja Thakkar
Company Secretary & Compliance Officer
ACS 42925



VEEFIN SOLUTIONS LIMITED

(Formerly known as Veefin Solutions Pvt Ltd)

**Regd. Office: Off No - 601, 602 & 603, Neelkanth Corporate IT Park,
Vidyavihar (W), Mumbai 400086.**

Email id: investors@veefin.com , CIN: U72900MH2020PLC347893

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and applicable MCA Circulars (as defined below)]

Dear Member(s),

NOTICE (“Notice” or “Postal Ballot Notice”) is hereby given pursuant to Section 108, 110 of the Companies Act, 2013 (“Act” / “Companies Act”) other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India, as amended and other applicable laws and regulations (including any statutory modification or re-enactment thereof) read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI for seeking consent of the shareholders / members of Veefin Solutions Limited (“the Company” or “Veefin”) (“Members”), to pass the proposed resolutions mentioned below through Postal Ballot by way of remote electronic voting (“E-voting”).

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Company has appointed M/s. Maharshi Ganatra and Associates, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner and the Company has engaged National Securities Depository Limited (NDSL) for facilitating the remote e-voting facility. The remote e-voting period commences on Saturday, April 06, 2024 (9.00 AM Indian Standard Time) and ends on Sunday, May 05, 2024 (5.00 PM Indian Standard Time) and the e-voting module will be disabled / blocked after 5.00 PM on Sunday, May 05, 2024 i.e. voting shall not be allowed beyond the said date and time. The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday, March 29, 2024.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman or any Director or Company Secretary of the Company, as may be authorized by the Board in this regard. The results of the Postal Ballot will be announced within two (2) working days from the end of the e-voting period. The results, together with the Scrutinizer’s report, will be displayed at the registered office and on the

website of the Company i.e., www.veefin.com besides being communicated to BSE SME platform on which the equity shares of the Company are listed.

The members of the Company are hereby informed that, Ministry of Corporate Affairs and SEBI LODR Regulations through their respective circulars, has allowed the companies to send notice only by e-mail to its shareholders who have registered their e-mail address with the company or depository participant/ Registrar & Transfer Agents (RTA). Accordingly, this notice is being sent only by e-mail to the members of the Company who have registered their e-mail address with the Company or depository participant/ Registrar & Transfer Agents (RTA) as on the cut-off date i.e. Friday, March 29, 2024. In view of enabling provisions of the MCA Circulars, hard copy of this notice, postal ballot form and postage pre-paid reply envelope are not sent to the members and the members are requested to convey their assent or dissent only through remote e-voting. The remote e-voting facility is available at www.evoting.nsdl.com being the e-voting platform of National Securities Depository Limited (NSDL). If your e-mail address is not so registered, you are requested to follow the process specified in the notes below to receive login ID/password for remote e-voting.

Members may note that the Notice of the Postal Ballot will also be available on the Company's website www.veefin.com, website of the Stock Exchange i.e. BSE SME at www.bsesme.com and on the website of NSDL www.evoting.nsdl.com. Members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

By order of the Board
For Veefin Solutions Limited
(Formerly known as Veefin Solutions Private Limited)

Place: Mumbai
Date: March 27, 2024

Urja Harsh Thakkar
Company Secretary & Compliance Officer
(ACS No.: 42925)

Registered Office:
601, 602 & 603, Neelkanth Corporate IT Park,
Vidyavihar (W), Mumbai 400086.
CIN: U72900MH2020PLC347893
www.veefin.com

SPECIAL BUSINESS:

1. Approval of Material Related Party Transactions of Veefin Solutions Limited (Company) with its Related parties.

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

RESOLVED THAT pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, and based on the recommendation/approval of the Audit Committee and the Board of the Directors, consent of the Members of the Company be and is hereby accorded to the Board of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise (including any modifications, alterations or amendments thereto) in the ordinary course of business and on arms’ length basis, between the Company and the entities being related party of the Company as more specifically detailed out in Table forming part of item no. 1 of the explanatory statement annexed to this notice, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that such transactions (including existing contracts / arrangements / transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, for a period not exceeding twelve months, as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law.

Related Party Transaction to be entered into with related parties for FY 2024-2025 is as follows:

Name of the Related Party	Relationship	Nature of Transaction	Value of Transaction (Rs. in Crores)
Raja Debnath	Promoter and Director	Availing of revolving loan facility	20
Gautam Udani	Promoter and Director	Availing of revolving loan facility	20
Estorifi Solutions Pvt. Ltd.	Group Company	Availing and rendering of services; Availing and rendering of revolving loan facility	20
Infini Systems Pvt. Ltd.	Group Company	Availing and rendering of services; Availing and rendering of revolving loan facility	20
Templeton Solutions FEZ	Group Company	Availing and rendering of services	20

IDVee Digital Labs Pvt. Ltd.	Subsidiary Company	Availing and rendering of services; Availing and rendering of revolving loan facility	20
GlobeTF Solutions Pvt. Ltd.	Subsidiary Company	Availing and rendering of services; Availing and rendering of revolving loan facility	20
FinFuze Software Pvt. Ltd.	Subsidiary Company	Availing and rendering of services; Availing and rendering of revolving loan facility	20

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) or the Company Secretary be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.”

2. Approval of Material Related Party Transactions between FinFuze Software Private Limited, a subsidiary of the Company with its Related parties and the Related parties of the Company.

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

RESOLVED THAT pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, and based on the recommendation/approval of the Audit Committee and the Board of the Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of FinFuze Software Private Limited and the related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) in the ordinary course of business and on arms’ length basis, as more specifically detailed out in Table forming part of item no. 2 of the explanatory statement annexed to this notice, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that such transactions (including existing contracts / arrangements /transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, for a period not exceeding twelve months, as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law.

Related Party Transaction to be entered into with related parties for FY 2024-2025 is as follows:

Name of the Related Party	Relationship	Nature of Transaction	Value of Transaction (Rs. in Crores)
Raja Debnath	Promoter and Director/ Related party of Veefin Solutions Limited & FinFuze Software Private Limited	Availing of revolving loan facility	20
Gautam Udani	Promoter and Director/ Related party of Veefin Solutions Limited & FinFuze Software Private Limited	Availing of revolving loan facility	20
Estorifi Solutions Pvt. Ltd.	Group Company/ Related party of Veefin Solutions Limited	Availing and rendering of services; Availing and rendering of revolving loan facility	20
Infini Systems Pvt. Ltd.	Group Company/ Related party of Veefin Solutions Limited	Availing and rendering of services; Availing and rendering of revolving loan facility	20
Templeton Solutions FEZ	Group Company/ Related party of Veefin Solutions Limited	Availing and rendering of services	20
IDVee Digital Labs Pvt. Ltd.	Subsidiary Company/Related party of Veefin Solutions Limited	Availing and rendering of services; Availing and rendering of revolving loan facility	20
GlobeTF Solutions Pvt. Ltd.	Subsidiary Company/Related party of Veefin Solutions Limited	Availing and rendering of services; Availing and rendering of revolving loan facility	20

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

3. Approval of Material Related Party Transactions between GlobeTF Solutions Private Limited, a subsidiary of the Company with its Related parties and the Related parties of the Company.

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

RESOLVED THAT pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, and based on the recommendation/approval of the Audit Committee and the Board of the Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of GlobeTF Solutions Private Limited and the related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) in the ordinary course of business and on arms’ length basis, as more specifically detailed out in Table forming part of item no. 3 of the explanatory statement annexed to this notice, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that such transactions (including existing contracts / arrangements /transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, for a period not exceeding twelve months, as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law.

Related Party Transaction to be entered into with related parties for FY 2024-2025 is as follows:

Name of the Related Party	Relationship	Nature of Transaction	Value of Transaction (Rs. in Crores)
Raja Debnath	Promoter and Director/ Related party of Veefin Solutions Limited & FinFuze Software Private Limited	Availing of revolving loan facility	20
Gautam Udani	Promoter and Director/ Related party of Veefin Solutions Limited & FinFuze Software Private Limited	Availing of revolving loan facility	20
Estorifi Solutions Pvt. Ltd.	Group Company/ Related party of Veefin Solutions Limited	Availing and rendering of services; Availing and rendering of revolving loan facility	20
Infini Systems Pvt. Ltd.	Group Company/ Related party of Veefin Solutions Limited	Availing and rendering of services; Availing and rendering of revolving loan facility	20
Templeton Solutions	Group Company/	Availing and rendering of	20

FEZ	Related party of Veefin Solutions Limited	services	
IDVee Digital Labs Pvt. Ltd.	Subsidiary Company/Related party of Veefin Solutions Limited	Availing and rendering of services; Availing and rendering of revolving loan facility	20
FinFuze Software Pvt. Ltd.	Subsidiary Company/Related party of Veefin Solutions Limited	Availing and rendering of services; Availing and rendering of revolving loan facility	20

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

4. Approval of Material Related Party Transactions between IDVee Digital Labs Private Limited, a subsidiary of the Company with its Related parties and the Related parties of the Company.

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

RESOLVED THAT pursuant to the provisions of Regulations 2(1) (zc), 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions, if any of the SEBI Listing Regulations as amended from time to time, Section 2(76), 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications, variations or re-enactments thereof for the time being in force and as may be notified from time to time and subject to such other consents, permissions, approvals as may be required in this behalf, and based on the recommendation/approval of the Audit Committee and the Board of the Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between or for the benefit of IDVee Digital Labs Private Limited and the related parties (in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations) in the ordinary course of business and on arms’ length basis, as more specifically detailed out in Table forming part of item no. 4 of the explanatory statement annexed to this notice, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier transactions or as fresh and independent transaction(s) or notwithstanding the fact that such transactions (including existing contracts / arrangements /transactions) may exceed 10% of the annual consolidated turnover of the Company in any financial year or such other threshold limits as may be specified by the Act or SEBI Listing Regulations from time to time on such terms and conditions as the Board/ Audit Committee, in its absolute discretion may deem fit, for a period not

exceeding twelve months, as per SEBI Circular dated SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 and on such terms and conditions as the Board of Directors of the Company (which term shall deem to include any committee thereof or director(s) or official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) may deem fit, in compliance with any requirements of applicable law.

Related Party Transaction to be entered into with related parties for FY 2024-2025 is as follows:

Name of the Related Party	Relationship	Nature of Transaction	Value of Transaction (Rs. in Crores)
Raja Debnath	Promoter and Director/ Related party of Veefin Solutions Limited & FinFuze Software Private Limited	Availing of revolving loan facility	20
Gautam Udani	Promoter and Director/ Related party of Veefin Solutions Limited & FinFuze Software Private Limited	Availing of revolving loan facility	20
Estorifi Solutions Pvt. Ltd.	Group Company/ Related party of Veefin Solutions Limited	Availing and rendering of services; Availing and rendering of revolving loan facility	20
Infini Systems Pvt. Ltd.	Group Company/ Related party of Veefin Solutions Limited	Availing and rendering of services; Availing and rendering of revolving loan facility	20
Templeton Solutions FEZ	Group Company/ Related party of Veefin Solutions Limited	Availing and rendering of services	20
GlobeTF Solutions Pvt. Ltd.	Subsidiary Company/Related party of Veefin Solutions Limited	Availing and rendering of services; Availing and rendering of revolving loan facility	20
FinFuze Software Pvt. Ltd.	Subsidiary Company/Related party of Veefin Solutions Limited	Availing and rendering of services; Availing and rendering of revolving loan facility	20

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Audit Committee of the Company and any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s) / arrangement(s) / agreement(s) and other ancillary documents as may be required; seeking necessary approvals to give effect to this resolution from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT all actions taken by the Board of the respective subsidiaries in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect.”

**By order of the Board
For Veefin Solutions Limited
(Formerly known as Veefin Solutions Private Limited)**

**Place: Mumbai
Date: March 27, 2024**

**Urja Harsh Thakkar
Company Secretary & Compliance Officer
(ACS No.: 42925)**

Registered Office:
601, 602 & 603, Neelkanth Corporate IT Park,
Vidyavihar (W), Mumbai 400086.
CIN: U72900MH2020PLC347893
www.veefin.com

NOTES:

1) The Explanatory Statement pursuant to Section 102 & 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 stating all material facts and the reasons for the proposal is annexed hereto.

2) The Postal Ballot Notice is being sent to the Shareholders whose names appear in the Register of Members/Record of Depositories as at the close of business hours on Friday, March 29, 2024. The Postal Ballot Notice is being sent by E-mail to the Shareholders whose email address is registered with the Company/Depository Participant(s) for communication. For Shareholders who have not registered their email address. The Postal Ballot Notice may also be accessed on Company's website www.veefin.com and on the website of BSE Ltd www.bsesme.com. Only those members whose names are recorded in Register of Members/Record of Depositories as on cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. It is however, clarified that all the persons who are members of the Company as on Friday, March 29, 2024 (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote in relation to the resolution specified in this Notice.

3) A person who is not a Member as on the cut-off date, should treat this Notice for information purposes only.

4) After dispatch of the Notice through email, advertisement shall be published in one English daily newspaper having country-wide circulation and in one Marathi newspaper, having wide circulation in the district where the registered office of the Company is situated and the same will also be uploaded on the website of the Company i.e. www.veefin.com.

5) Voting period will commence on and from **Saturday, April 06, 2024 (9.00 AM Indian Standard Time) and ends on Sunday, May 05, 2024 (5.00 PM Indian Standard Time)** (inclusive of both the days).

6) The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, March 29, 2024.

7) In compliance with the aforesaid MCA circulars, a Notice of this Postal Ballot is being sent only through electronic mode to Members whose e-mail IDs are registered with the Company / Depositories, physical copies of the Postal Ballot Notice will not be circulated, and the Company will promptly provide physical copies upon specific request of any Member(s).

8) A member cannot exercise his vote by proxy on Postal Ballot. (e-voting).

9) Resolutions passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members.

10) In compliance with Section 108 and 110 of the Companies Act, 2013, the Rules made thereunder and in terms of Regulation 44 of the SEBI LODR Regulations, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means through remote e-voting services. The instructions for electronic voting are annexed to the Notice. The Company has availed the services of National Security Depository Limited for providing the necessary remote e-voting.

11) After completion of scrutiny of votes cast electronically, the Scrutinizer will submit the report to the Chairman and/ or Company Secretary and results of the Voting shall be announced by the Chairman or Company Secretary of the Company within the stipulated timelines at the registered office of the Company. The results of voting shall also be displayed on the website of the Company, www.veefin.com besides being sent to the Stock Exchange on the said date.

12) The resolution/s, if passed by requisite majority, will be deemed to be passed on **Sunday, May 05, 2024** i.e. the last date of e-voting.

13) All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to investors@veefin.com.

Instructions and process for E-voting are as under: -

The e-voting period commences on Saturday, April 06, 2024 (9.00 AM Indian Standard Time) and ends on Sunday, May 05, 2024 (5.00 PM Indian Standard Time). During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting after Sunday, May 05, 2024 at 5.00 p.m. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

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 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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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.
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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 toll free no.: 022 - 4886 7000 and 022 - 2499 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 22 55 33

B) Login Method 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 123460 then user ID is 123460001***

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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 maharshi@maharshiganatra.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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request 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 to investors@veefin.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 investors@veefin.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 for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

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

Item No. 1:

As per the provisions of Section 188 of the Companies Act, 2013 (“Act”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm’s length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all ‘Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

However, as Company proposes to enter into certain business transactions with its related parties during Financial Year 2024-2025 and as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f April 01, 2022 i.e. 10% of the annual consolidated turnover, prior approval of the members is required.

Further, the members are hereby informed that approval taken for material related party transactions shall be valid for a period not exceeding 12 (twelve) months instead of financial year as per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022.

The Company seeks approval from the Members to enter into contract(s) or arrangements(s) with the related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as mentioned in the below table not exceeding Rs. 20 crores.

Details to be placed before Members in line with the SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are given in below Table:

Particulars Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Raja Debnath - Promoter and Director	Gautam Udani - Promoter and Director	Estorifi Solutions Pvt. Ltd. - Group Company	Infini Systems Pvt. Ltd. - Group Company	Templeton Solutions FZE - Group Company	IDVee Digital Labs Pvt. Ltd. - Subsidiary Company	GlobeTF Solutions Pvt. Ltd. - Subsidiary Company	FinFuze Software Pvt. Ltd. - Subsidiary Company
Type, material terms and particulars of the proposed transaction;	Availing of revolving loan facility	Availing of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility

Tenure of the proposed transaction (particular tenure shall be specified);	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025
Value of the proposed transaction; (Rs. in Crores)	20	20	20	20	20	20	20	20
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	142.07%	142.07%	142.07%	142.07%	142.07%	142.07%	142.07%	142.07%
Details of the source of funds in connection with the proposed transaction	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds
where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments	Not applicable							

Terms of Loan, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	N. A	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured
Any advance paid or received for the transaction	Not Applicable							
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To fulfil Working Capital Requirement and for business operations							
Justification as to why the RPT is in the interest of the listed entity	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.					
The indicative base price or current contracted price and the formula for variation in the price, if any.	Not Applicable							
Instrument for Transaction	Agreement	Agreement	Agreement & Invoice					
A statement that the valuation or other	Not Applicable							

external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders

Nature of Concern or Interest of Directors:

None of Directors except Mr. Gautam Udani and Mr. Raja Debnath are interested in the above resolution and thus will not vote on this 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.1 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 2:

As per the provisions of Section 188 of the Companies Act, 2013 (“Act”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm’s length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all ‘Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

However, as FinFuze Software Private Limited (Subsidiary Company of Veefin Solutions Limited) proposes to enter into certain business transactions with its related parties and the related parties of Veefin Solutions Limited during Financial Year 2024-2025 and as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f April 01, 2022 i.e. 10% of the annual consolidated turnover, prior approval of the members is required.

Further, the members are hereby informed that approval taken for material related party transactions shall be valid upto for a period not exceeding 12 (twelve) months instead of financial year as per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022.

The Company seeks approval from the Members to enter into contract(s) or arrangements(s) with the related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as mentioned in the below table not exceeding Rs. 20 crores.

Details to be placed before Members in line with the SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are given in below Table:

Particulars	Raja Debnath - Promoter and Director	Gautam Udani - Promoter and Director	Estorifi Solutions Pvt. Ltd. - Group Company & Related party of Veefin Solutions Limited	Infini Systems Pvt. Ltd. - Group Company & Related party of Veefin Solutions Limited	Templeton Solutions FZE - Group Company & Related party of Veefin Solutions Limited	IDVee Digital Labs Pvt. Ltd. - Subsidiary Company & Related party of Veefin Solutions Limited	GlobeTF Solutions Pvt. Ltd. - Subsidiary Company & Related party of Veefin Solutions Limited
Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);							
Type, material terms and particulars of the proposed transaction;	Availing of revolving loan facility	Availing of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility
Tenure of the proposed transaction (particular tenure shall be specified);	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025
Value of the proposed transaction; (Rs. in Crores)	20	20	20	20	20	20	20
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	142.07%	142.07%	142.07%	142.07%	142.07%	142.07%	142.07%
Details of the source of funds in connection with the proposed transaction	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds

where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments	Not applicable							
Terms of Loan, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	N.A		Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured
Any advance paid or received for the transaction	Not Applicable							
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To fulfil Working Capital Requirement and for business operations							
Justification as to why the RPT is in the interest of the listed entity	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.					
The indicative base price or current contracted price and the formula for variation in the price, if any.	Not Applicable							
Instrument for Transaction	Agreement	Agreement	Agreement & Invoice					

A 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 the registered email address of the shareholders	Not Applicable
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Nature of Concern or Interest of Directors:

None of Directors except Mr. Gautam Udani and Mr. Raja Debnath are interested in the above resolution and thus will not vote on this 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.2 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 3:

As per the provisions of Section 188 of the Companies Act, 2013 (“Act”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm’s length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all ‘Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

However, as GlobeTF Solutions Private Limited (Subsidiary Company of Veefin Solutions Limited) proposes to enter into certain business transactions with its related parties and the related parties of Veefin Solutions Limited during Financial Year 2024-2025 and as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f April 01, 2022 i.e. 10% of the annual consolidated turnover, prior approval of the members is required.

Further, the members are hereby informed that approval taken for material related party transactions at shall be valid for a period not exceeding 12 (twelve) months instead of financial year as per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022.

The Company seeks approval from the Members to enter into contract(s) or arrangements(s) with the related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as mentioned in the below table not exceeding Rs. 20 crores.

Details to be placed before Members in line with the SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are given in below Table:

Particulars Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Raja Debnath - Promoter and Director	Gautam Udani - Promoter and Director	Estorifi Solutions Pvt. Ltd. - Group Company & Related party of Veefin Solutions Limited	Infini Systems Pvt. Ltd. - Group Company & Related party of Veefin Solutions Limited	Templeton Solutions FZE - Group Company & Related party of Veefin Solutions Limited	IDVee Digital Labs Pvt. Ltd. - Subsidiary Company & Related party of Veefin Solutions Limited	FinFuze Software Pvt. Ltd. - Subsidiary Company & Related party of Veefin Solutions Limited
Type, material terms and particulars of the proposed transaction;	Availing of revolving loan facility	Availing of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility
Tenure of the proposed transaction (particular tenure shall be specified);	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025
Value of the proposed transaction; (Rs. in Crores)	20	20	20	20	20	20	20
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	142.07%	142.07%	142.07%	142.07%	142.07%	142.07%	142.07%
Details of the source of funds in connection with the proposed transaction	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds
where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments	Not applicable						

Terms of Loan, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	N.A.	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured
Any advance paid or received for the transaction	Not Applicable						
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To fulfil Working Capital Requirement and for business operations						
Justification as to why the RPT is in the interest of the listed entity	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.				
The indicative base price or current contracted price and the formula for variation in the price, if any.	Not Applicable						
Instrument for Transaction	Agreement	Agreement	Agreement & Invoice				
A 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 the registered email address of the shareholders	Not Applicable						

Nature of Concern or Interest of Directors:

None of Directors except Mr. Gautam Udani and Mr. Raja Debnath are interested in the above resolution and thus will not vote on this 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.3 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 4:

As per the provisions of Section 188 of the Companies Act, 2013 (“Act”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of members. However, as per the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), such transactions, if material, requires the approval of members through a resolution, notwithstanding the fact that the same are on an arm’s length basis and in the ordinary course of business. With effect from April 01, 2022, Regulation 23 of SEBI Listing Regulations, 2015 mandates prior approval of the members through ordinary resolution for all ‘Material Related Party Transactions. For this purpose, a Related Party Transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

However, as IDVee Digital Labs Private Limited (Subsidiary Company of Veefin Solutions Limited) proposes to enter into certain business transactions with its related parties and the related parties of Veefin Solutions Limited during Financial Year 2024-2025 and as the value of such transactions is estimated to exceed the revised threshold limit of material related party transactions within the meaning of amended Regulation 23(1) of the Listing Regulations w.e.f April 01, 2022 i.e. 10% of the annual consolidated turnover, prior approval of the members is required.

Further, the members are hereby informed that approval taken for material related party transactions at shall be valid for a period not exceeding 12 (twelve) months instead of financial year as per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022.

The Company seeks approval from the Members to enter into contract(s) or arrangements(s) with the related parties within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as mentioned in the below table not exceeding Rs. 20 crores.

Details to be placed before Members in line with the SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are given in below Table:

Particulars							
Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Raja Debnath - Promoter and Director	Gautam Udani - Promoter and Director	Estorifi Solutions Pvt. Ltd. - Group Company & Related party of Veefin Solutions Limited	Infini Systems Pvt. Ltd. - Group Company & Related party of Veefin Solutions Limited	Templeton Solutions FZE - Group Company & Related party of Veefin Solutions Limited	GlobeTF Solutions Pvt. Ltd. - Subsidiary Company & Related party of Veefin Solutions Limited	FinFuze Software Pvt. Ltd. - Subsidiary Company & Related party of Veefin Solutions Limited

Type, material terms and particulars of the proposed transaction;	Availing of revolving loan facility	Availing of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services	Availing and rendering of services; Availing and rendering of revolving loan facility	Availing and rendering of services; Availing and rendering of revolving loan facility
Tenure of the proposed transaction (particular tenure shall be specified);	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025	From 1st April 2024 to 31st March 2025
Value of the proposed transaction; (Rs. in Crores)	20	20	20	20	20	20	20
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	142.07%	142.07%	142.07%	142.07%	142.07%	142.07%	142.07%
Details of the source of funds in connection with the proposed transaction	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds	Owned Funds or Internal Accruals or from retained earnings/ Borrowed Funds
where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments	Not applicable						

Terms of Loan, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Interest Rate: Interest Free Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Not Applicable	Term of Loan: As per agreement Tenure: Less than 1 year Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured	Term of Loan: As per agreement Tenure: Less than 1 year Tenure: Less than 1 year Interest Rate: Rate as on date of disbursement Repayment schedule: On Demand Whether secured or unsecured loans: Unsecured
Any advance paid or received for the transaction	Not Applicable						
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To fulfil Working Capital Requirement and for business operations						
Justification as to why the RPT is in the interest of the listed entity	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of fulfilling Working Capital Requirement and for business operations	For the purpose of achieving the business objectives and continuity in operations and to smoothen business operations for both the companies. Purchase or sale of goods and rendering and / or availing of the Services for business for both the companies in ordinary course of business.				
The indicative base price or current contracted price and the formula for variation in the price, if any.	Not Applicable						
Instrument for Transaction	Agreement	Agreement	Agreement & Invoice				
A 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 the	Not Applicable						

Nature of Concern or Interest of Directors:

None of Directors except Mr. Gautam Udani and Mr. Raja Debnath are interested in the above resolution and thus will not vote on this 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.4 of the Notice, whether the entity is a Related Party to the particular transaction or not.

**By order of the Board
For Veefin Solutions Limited**

**Place: Mumbai
Date: March 27, 2024**

**Urja Harsh Thakkar
Company Secretary & Compliance Officer
(ACS No.: 42925)**

Registered Office:
601, 602 & 603, Neelkanth Corporate IT Park,
Vidyavihar (W), Mumbai 400086.
CIN: U72900MH2020PLC347893
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