



## SG Finserve Limited

Date: September 05, 2024

To,  
The Manager,  
Listing Department,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001

**Scrip Code : 539199**

**Subject : Postal Ballot Notice**

Dear Sir/Ma'am,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed herewith a copy of Notice of Postal Ballot dated 5<sup>th</sup> September, 2024. We request you to kindly take the above information on your record.

Thanking You,  
Yours Sincerely,

For **SG Finserve Limited**

**Ritu Nagpal**  
**Company Secretary and Compliance officer**  
**M. No.:- A38318**

Encl:- a/a

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**SG Finserve Limited (Formerly known as Moongipa Securities Limited)**

(CIN: L64990DL1994PLC057941)

Regd. Office: 37, Hargobind Enclave, Vikas Marg, East Delhi, Delhi-110092, Ph.: 011-41450121

Corporate Office: - 35, Second Floor, Kaushambi, Near Anand Vihar Terminal, Ghaziabad, Uttar Pradesh - 201010

E-mail: info@sgfinserve.com, Website: [www.sgfinserve.com](http://www.sgfinserve.com)



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**NOTICE OF POSTAL BALLOT THROUGH E-VOTING**

*(Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014)*

To,  
Dear Member(s),

**NOTICE** is hereby given to the Members of SG Finserve Limited (the “**Company**”), pursuant to and in compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 (“**the Rules**”) read with the General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, and various subsequent circulars, read with Circular No. 9/2023 dated 25<sup>th</sup> September, 2023 as issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’), Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (the ‘SS-2’) as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), to transact the special business as set out hereunder by passing Ordinary/Special Resolution by way of Postal Ballot by voting through electronic means only (‘remote e-voting’).

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. In Compliance with the aforesaid MCA Circulars, the Company is sending this Postal Ballot Notice (‘Notice’) along with e-voting instructions only through electronic mode to those Members who have registered their email addresses with the Company or depository(ies)/ depository participants/ Registrar and Transfer Agent (‘RTA’). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of assent or dissent of the Members will only take place through the remote e-voting system. The remote e-voting period commences from 10:00 A.M. (IST) on Friday, September 06, 2024 and ends at 5:00 P.M. (IST) on Saturday, October 05, 2024.

The Board of Directors of the Company has appointed pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014 appointed Mr. Jatin Gupta, Practicing Company Secretary (Membership No.: FCS 5651: COP No.: 5236) to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by Board. The results of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The results declared along with the Scrutinizer’s Report shall be communicated in the manner provided in this Notice. The Scrutinizer’s decision on the validity of votes cast will be final.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent or dissent by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Saturday October 05, 2024. The remote e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The last date of e-voting, i.e. Saturday, October 05, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved, by the requisite majority. Further, resolution passed by the members through postal ballot shall be deemed to have been passed as if they are passed at a General Meeting of the Members.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website <https://www.sgfinserve.com/> and website of CDSL.

#### **SPECIAL BUSINESSES:**

##### ***Item No. 1 : Increase in Authorised Share Capital and Consequent Alteration of the Capital Clause in the Memorandum of Association of the Company***

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approval(s)/consent(s) from the concerned Statutory/Regulatory Authority(ies), the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹60,00,00,000/- (Rupees Sixty Crore Only) divided into 6,00,00,000 (Six Crore) Equity Shares of ₹10/- each to ₹70,00,00,000/- (Rupees Seventy Crore Only) divided into 7,00,00,000 (Seven Crore) Equity Shares of ₹10/- each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be altered, and the existing Clause V of the Memorandum of Association be and is hereby substituted with the following:

*“V. The Authorized Share Capital of the Company is ₹70,00,00,000/- (Rupees Seventy Crore Only) divided into 7,00,00,000 (Seven Crore) Equity Shares of ₹10/- each.”*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors/KMPs of the Company and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to take such steps and to do and perform all such acts, deeds, matters and things and make, sign and file such applications/forms with Registrar of Companies and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as may be necessary for the purpose of giving effect to the aforesaid resolutions and for matters connected therewith or incidental thereto or to settle any question or difficulty that may arise in this regard, in such manner as they may deem fit.”

##### ***Item No. 2 : Issuance of Fully Convertible Warrants to the persons belonging to ‘Promoter & Promoter Group’ and ‘Non-Promoter Group’ Category on Preferential Basis.***

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

**“RESOLVED THAT** pursuant to the applicable provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Chapter V and the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments

thereof for the time being in force) ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("**SEBI Listing Regulations**"), in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("**FEMA**"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**Takeover Regulations**") provisions of the uniform Listing Agreements entered into by the Company with BSE Limited, the Stock Exchange where the shares of the Company are listed ("**Stock Exchange**"), and in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby granted to Board to create, offer, issue and allot on a preferential **up to 1,00,00,000 (One Crore Only) Fully Convertible Warrants ("Warrants")** at an issue price of **Rs. 450/- (Rupees Four Hundred Fifty Only) per warrant**, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs.10 each/-, for cash, for an aggregate amount of **up to Rs. 4,50,00,00,000/- (Rupees Four Hundred Fifty Crore Only)**, and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned entities belonging to the "Promoter & Promoter Group" and "Non-Promoter Group" category ("**Proposed Allottees**") in the manner as follows:

Sr. No.	Name of Proposed Allottees	Category	No. of warrants
1.	Shri Rohan Gupta	Promoter	50,77,778
2.	Kitara PIIN 1103	Non-Promoter	20,00,000
3.	Shri Ashish Rameshchandra Kacholia	Non-Promoter	11,11,111
4.	RBA Finance and Investment Company	Non-Promoter	11,11,111
5.	Marigold Partners	Non-Promoter	3,00,000
6.	AGDG Enterprises LLP	Non-Promoter	2,00,000
7.	Anubhav Gupta Enterprises LLP	Non-Promoter	2,00,000
<b>Total</b>			<b>1,00,00,000</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the **Relevant Date** for determining the minimum issue price shall be **Thursday, September 05, 2024**.

**RESOLVED FURTHER THAT** aforesaid issue of Warrants shall be subject to the following terms and conditions:

- The conversion of warrants into equity shares shall happen at any time, in one or more tranches, within a period of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.
- The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI ICDR Regulations.

- d) Warrants so allotted under this resolution and Equity Shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.
- h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.
- i) The Resulting Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and Ms. Ritu Nagpal, Company Secretary of the Company, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants, application to Stock Exchanges for obtaining of in-principle approval, listing of the equity shares allotted pursuant to conversion of warrants, filing of requisite documents with the Registrar of Companies and with any other regulatory authority as required, and to modify, accept and give effect to any modifications in the terms and conditions of the issue as they may deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such person as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.”

**For SG Finserve Limited**

**Sd/-**

**Ritu Nagpal**

**Company Secretary and**

**Compliance Officer**

**Place:** Ghaziabad

**Date:** 05.09.2024

## NOTES FOR MEMBER'S ATTENTION:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the proposed resolutions is annexed hereto.
2. As per Section 108, 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, cut-off date for the purpose of reckoning the voting rights and sending the Notice is August 30, 2024 ("Cut-off date"). A person who is not a member as on the Cut-off date should treat the Notice for information purpose only. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date shall follow the same procedure for e-Voting as provided for below.
3. Members may note that this Notice will also be available on Company's website ([www.sgfinserve.com](http://www.sgfinserve.com)), Stock Exchanges' website ([www.bseindia.com](http://www.bseindia.com)) and Central Depository Services (India) Limited ('CDSL')'s website ([www.evotingindia.com](http://www.evotingindia.com)).
4. MCA vide its relevant circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.
5. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged Central Depository Services (India) Limited ('CDSL') to provide e-voting facility for its Members. The procedure for e-voting is given below. The E-Voting facility is available at the link at [www.evotingindia.com](http://www.evotingindia.com) from 10:00 A.M. on Friday, September 06, 2024 up to 5:00 P.M. on Saturday, October 05, 2024. The e-voting module will be blocked by CDSL thereafter and voting shall not be allowed beyond the said date and time.  
  
Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
6. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. August 30, 2024.
7. The Board has, pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014 appointed Mr. Jatin Gupta, Practicing Company Secretary (Membership No.: FCS 5651: COP No.: 5236) as the Scrutinizer for conducting the voting process through Postal Ballot E-Voting in accordance with the law and in a fair and transparent manner.
8. Upon completion of scrutiny of the e-voting, the Scrutinizer shall submit his report within two working days from the end of the remote e-voting period to the Chairman or any other person authorised by him and thereafter the results of the Postal Ballot will be announced by the Chairman or the authorised person at the corporate office of the Company via. placing the same on the notice board.
9. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at [www.sgfinserve.com](http://www.sgfinserve.com) and the website of CDSL immediately after the result is declared. The results shall be simultaneously submitted to the Stock Exchanges where the securities of the Company are listed.
10. The resolution, if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot (i.e. remote e-voting), shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. Saturday, October 05, 2024.

11. All documents referred to in the Notice and Explanatory Statement including disclosure of directors are available for inspection by the members at the Corporate Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. Saturday, October 05, 2024. All the documents referred to in the accompanying Notice and Explanatory Statements, shall also be available for inspection through electronic mode, basis the request being sent on [compliance@sgfinserve.com](mailto:compliance@sgfinserve.com) stating their name and Folio no./DP ID-Client ID/Beneficiary ID.

**12. Instructions for remote e-voting are as below:**

- (i) The voting period begins on Friday, September 06, 2024 (10:00 A.M. IST) and end on Saturday, October 05, 2024 (5.00 P.M. IST) (both days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, August 30, 2024 may cast their vote electronically.
- (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New SystemMyeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>



Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants DP	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**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. CDSL and NSDL**

Login type	Helpdesk details
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll Free No. 1800225533
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 18001020990 and 1800224430

(iii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN of the Company for which you choose to vote.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (x) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@sgfinserve.com](mailto:compliance@sgfinserve.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company at [compliance@sgfinserve.com](mailto:compliance@sgfinserve.com) and/or RTA email at [virens@skylinerta.com](mailto:virens@skylinerta.com).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumba or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800225533

## **EXPLANATORY STATEMENT**

**(Pursuant to Section 102 of the Companies Act, 2013)**

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “Companies Act”), the following explanatory statement sets out all material facts relating to the *Special Business* mentioned in Item No. 1 and 2 of the accompanying Notice of Postal Ballot:

### ***Item No. 1 : Increase in Authorised Share Capital and Consequent Alteration of the Capital Clause in the Memorandum of Association of the Company***

Your Company is contemplating the preferential issue of fully convertible warrants into equity shares in order to raise capital for expansion plan, meeting working capital gap and for achieving other general corporate objects of the Company, and in view thereof, the Company needs to have enough unissued Authorized Share Capital, so that the requisite number of fresh fully convertible warrants into equity shares may be issued for the purpose of raising sufficient funds.

Presently, the Authorized share Capital of the Company is 60,00,00,000/- (Rupees Sixty Crore Only) divided into 6,00,00,000 (Six Crore) Equity Shares of ₹10/- each. The Board of directors, therefore, considers it desirable to increase the Authorized Share Capital of the Company to ₹70,00,00,000/- (Rupees Seventy Crore only) divided into 7,00,00,000 (Seven Crore) Equity Shares of ₹10/- each by creation of additional 1,00,00,000 (One Crore) equity shares of ₹10/- (Rupee Ten Only) each, to accommodate the fresh issuance of the fully convertible warrants of the Company.

Consequent upon increase in authorized share capital as proposed, the existing Clause V of Memorandum of Association of the Company will also have to be substituted. The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company till the last date of e-voting.

The applicable provisions of the Companies Act require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 1 for the approval of the members of the Company by means of an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested (financial or otherwise) in the resolution except to the extent of their shareholding in the Company, if any.

### ***Item No. 2 : Issuance of Fully Convertible Warrants to the persons belonging to ‘Promoter & Promoter Group’ and ‘Non-Promoter Group’ Category on Preferential Basis.***

The *Special Resolution* contained in Item No. 2 of this Notice of Postal Ballot, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made thereunder to issue and allot, up to 1,00,00,000 (One Crore) Fully Convertible Warrants (“Warrants”), at an issue price of Rs. 450/- (Rupees Four Hundred Fifty Only) each, determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, aggregating up to Rs. 4,50,00,00,000/- (Rupees Four Hundred Fifty Crore Only), to certain persons/entities belonging to “Promoter and Promoter Group and Non-Promoter category”, on a preferential basis.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Thursday, September 05, 2024.

The approval of the members of the Company is accordingly being sought by way of a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

## I. Objects of the Preferential Issue

As the funds to be received against the issue of Warrants and conversion of Warrants into Equity Shares, will be in tranches and the quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

#	Particulars	Estimated utilization of Net Proceeds*	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1	For meeting Working Capital needs;	4,40,00,00,000	By April 30, 2027
2	For General Corporate Purpose	10,00,00,000	By April 30, 2027
<b>Total</b>		<b>4,50,00,00,000</b>	

(\*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

### Note:

- All decimals have been rounded off to two decimal points.
- In terms of BSE Notice No. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances.

## Schedule of Implementation and Deployment of Funds

The Net Issue Proceeds to be received by the Company on the allotment of Warrants and allotment of Equity on conversion of warrants, within 18 (eighteen) months period from the date of allotment of the warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, latest by April 30, 2027.

## Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

## II. Monitoring of Utilization of Funds

Given that the issue size exceeds Rs.100 Crore (Rupees One Hundred Crore Only), in term of Regulation 162A of the SEBI ICDR Regulations, the Company shall appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

## III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on Thursday, September 05, 2024, had, subject to approval of the members of the Company ("members") and such other approvals as may be required, approved the issue of up to 1,00,00,000 Fully Convertible Warrants, each carrying a right exercisable by the warrant holder to subscribe to Equity share of the face value of Rs.10 each, to the person belonging to the "Promoter & Promoter

Group” and “Non-Promoter” category, at an issue price of Rs. 450/- each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the Warrants proposed to be allotted, an amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s).

#### IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

Except as follows, none of the promoters, directors, key management personnel, or senior management of the issuer intent to subscribe to the offer under Item No. 2:

#	Name	Category	Number of Security
1	Shri Rohan Gupta	Promoter / Director	50,77,778

#### V. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to the ‘Promoter and Promoter Group and Public Category’ is likely to be as follows:

Category	Pre-issue Shareholding Structure (1)		Warrants to be allotted	Post Issue Shareholding Structure (2) & (3)	
	No. of Shares	%		No. of Shares	%
(1) Indian					
(a) Individuals & HUF	2,02,65,000	36.26	50,77,778	2,53,42,778	38.46
(b) Bodies Corporate	67,75,000	12.12	-	67,75,000	10.28
Sub Total (A)(1)	<b>2,70,40,000</b>	<b>48.38</b>	<b>50,77,778</b>	<b>3,21,17,778</b>	<b>48.74</b>
(2) Foreign promoters	-	-	-	-	-
<b>Total Promoter shareholding A=A1 +A2</b>	<b>2,70,40,000</b>	<b>48.38</b>	<b>50,77,778</b>	<b>3,21,17,778</b>	<b>48.74</b>
B1) Institutional Investors	11,14,605	1.99		11,14,605	1.69
B2) Central Govt./Stat Govt./POI		-	-	-	-
B3) Non-Institutional Investors					
Individuals	2,13,54,356	38.20	11,11,111	2,24,65,467	34.09
Body Corporate	39,41,900	7.05	24,00,000	63,41,900	9.62
Others (Including HUF, Firms & NRI)	24,44,139	4.37	14,11,111	38,55,250	5.85
<b>Total Public Shareholding B=B1+B2+B3</b>	<b>2,88,55,000</b>	<b>51.62</b>	<b>49,22,222</b>	<b>3,37,77,222</b>	<b>51.26</b>
C) Non-Promoter – Non-Public	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>5,58,95,000</b>	<b>100.00</b>	<b>1,00,00,000</b>	<b>6,58,95,000</b>	<b>100.00</b>

#### Notes:

1. The pre-issue shareholding pattern is as on August 30, 2024.
2. Post-shareholding structure may change depending upon any other corporate action in between.
3. Above percentages have been calculated on the basis of post preferential issue capital on fully diluted basis.
4. The Warrants to be converted over a period of 18 months from the date of allotment.

**VI. Proposed time frame within which the Preferential Issue shall be completed:**

As required under the SEBI (ICDR) Regulations, preferential allotment of the said Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of special resolutions at Item No. 2. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions. Further, the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

**VII. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:**

Not Applicable since the Company has not made preferential issue of any Security during the financial year. Further, no new preferential issue was proposed during the financial year. However, pursuant to the Board of Directors meeting held on September 16, 2022 and December 10, 2022, allotment of 72,51,000 and 73,71,000 Fully Convertible Warrants, respectively, has been made, to be convertible at an option of Warrant holders in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Rs.10/- each for cash at an issue price of Rs.101/- and Rs.200/- each, respectively.

Further, the Allotment Committee of Board of Directors has made following preferential allotment pursuant to conversion of abovementioned warrants as following:

#	Date of Allotment	Issue Price	Number of Securities
1	June 17, 2023	101	12,51,000
2	August 2, 2023	101	60,00,000
3	August 22, 2023	200	4,25,000
4	September 1, 2023	200	60,00,000
5	February 23, 2024	200	30,000
6	June 7, 2024	200	9,16,000

**VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):**

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

#	Name of the Proposed Allotees	Category	Name of the Ultimate Beneficial Owner
1	Shri Rohan Gupta	Promoter	Not Applicable as Allotees is a Natural Person
2	Kitara PIIN 1103	Non-Promoter	Mr. Sachin Nithyanand Kamath
3	Shri Ashish Rameshchandra Kacholia	Non-Promoter	Not Applicable as Allotees is a Natural Person
4	RBA Finance and Investment Company	Non-Promoter	Mr. Arpit Agarwal
5	Marigold Partners	Non-Promoter	Mr. Sachin Kasera and Mr. Kunal Khaneja
6	AGDG Enterprises LLP	Non-Promoter	Mr. Deepak Kumar and Mrs. Bindu Goyal
7	Anubhav Gupta Enterprises LLP	Non-Promoter	Mr. Anubhav Gupta

**IX. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.**

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure	Warrants to be allotted	Post Issue Shareholding Structure #
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		No. of shares	%		No. of shares	%
1	Shri Rohan Gupta	1,01,14,999	18.10	50,77,778	1,51,92,777	23.06
2	Kitara PIIN 1103	21,00,000	3.76	20,00,000	41,00,000	6.22
3	Shri Ashish Rameshchandra Kacholia	6,38,366	1.14	11,11,111	17,49,477	2.65
4	RBA Finance and Investment Company	-	-	11,11,111	11,11,111	1.69
5	Marigold Partners	-	-	3,00,000	3,00,000	0.46
6	AGDG Enterprises LLP	-	-	2,00,000	2,00,000	0.30
7	Anubhav Gupta Enterprises LLP	-	-	2,00,000	2,00,000	0.30

(#) These percentages may vary depending upon any other corporate action in between.

**Notes:**

1. Post-shareholding structure may change depending upon any other corporate action in between.
2. Above percentages have been calculated on the basis of post preferential issue capital on fully diluted basis.
3. The Warrants to be converted over a period of 18 months from the date of allotment.

**X. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:**

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**XI. Lock-in Period:**

- (a) Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- (b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked in as per Chapter V of the SEBI ICDR Regulations.

**XII. Issue price and Relevant Date:**

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Equity Shares and Warrants has been reckoned as **Thursday, September 05, 2024**.

The Equity Shares of the Company are listed on BSE Limited (“BSE”) only. The existing Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018 and trading data of BSE has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018.

In compliance with Regulation 166A of the ICDR Regulations as the preferential issue to Shri Rohan Gupta, is more than five per cent of the post issue fully diluted share capital of the Company, therefore, the minimum issue price per Warrant shall be the higher of the price determined through following methods:

- a) In terms of the provisions of Regulation 164 of SEBI ICDR Regulations, the price at which Warrants shall be allotted, shall not be less than higher of the following:
  - i. the 90 (Ninety) trading days’ volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e., Rs. 409.23/- each; or
  - ii. the 10 (Ten) trading days’ volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e., Rs. 447.83/- each.



Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI ICDR Regulation, is Rs. 447.83/- each, being higher of the above two prices.

b) The price determined through Valuation report of Mr. Ankush Garg, (Registration No.: IBBI/RV/02/2018/10010). i.e., Rs. 447.83/- per Equity Share. The said report is available on the website of the Company at <https://sgfinserve.com>.

c) Method of determination of price as per the Articles of Association of the Company - *Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.*

Accordingly, the minimum issue price of Equity Share and warrants to be allotted on Preferential basis shall be at a price of Rs. 447.83/- each, which is higher than the prices as computed above.

**However, the Company has decided the issue the Warrants, at an Issue Price of Rs. 450/- each (Rupees Four Hundred Fifty Only).**

### **XIII. Undertakings:**

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

### **XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:**

Not Applicable

### **XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

Sr. No	Name of the Proposed Allotees	Current Status	Post Status
1	Shri Rohan Gupta	Promoter	Promoter
2	Kitara PIIN 1103	Non Promoter	Non Promoter
3	Shri Ashish Rameshchandra Kacholia	Non Promoter	Non Promoter
4	RBA Finance and Investment Company	Non Promoter	Non Promoter
5	Marigold Partners	Non Promoter	Non Promoter
6	AGDG Enterprises LLP	Non Promoter	Non Promoter
7	Anubhav Gupta Enterprises LLP	Non Promoter	Non Promoter

**XVI. Practicing Company Secretary's Certificate:**

The certificate from M/s. Anjali Yadav and Associates, Practicing Company Secretaries, certifying that the preferential issue of Equity Shares are being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. A copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: [www.sgfinserve.com](http://www.sgfinserve.com).

**XVII. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:**

Except as provided below, none of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set out in item no.4 of this Notice:

	<b>Name</b>	<b>Category</b>	<b>Number of Security</b>
1	Shri Rohan Gupta	Promoter / Director	50,77,778

The Board of Directors recommends the resolutions as set out in Item No. 2 of this notice for the issue of Warrants, on a preferential basis, to the proposed allottees by way of Special Resolution.