TEAM INDIA GUARANTY LIMITED
A 201, Level 2 Marathon NextGen Innova Ganpat Rao Kadam Marg Lower Parel (W) Mumbai- 400013
Tel: +912248818442/+912235112863
E-mail: info@teamindiaguarantylimited.com
Website: https://teamindiaguarantylimited.com/
CIN: L65920MH1989PLC054398

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of The Companies Act, 2013 read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of **Team India Guaranty Limited** ("the Company") by means of Postal Ballot, only through remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 11/2022 dated December 28, 2022, and the latest one being General Circular no. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars"), read with SEBI Master Circular Nos. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (hereinafter collectively referred to as "SEBI Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

In compliance with the aforesaid circulars issued by MCA, it is advised that companies take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a General Meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot, and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto form part of this Postal Ballot Notice ("Notice").

In compliance with Sections 108 and 110 of the Act, read with (i) Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 as amended, (ii) Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (iii) In accordance with MCA Circulars, (iv) Secretarial Standard on General Meetings ("SS-2"), the Company is offering the facility to its Members to exercise their right to vote on the resolutions appended to this Notice, by electronic means ('remote e-voting') only. For this purpose, the Company has availed the services of **Central Depository Services (India) Limited ("CDSL")** to provide remote e-voting facility to the Members of the Company.

The Board of Directors of the Company at its meeting held on 21st October 2026 has appointed Aabid & Co., Company Secretaries (Membership No. F6579) (CP No. 6625), to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

The Scrutinizer will submit their report to the Chairman of the Company, or, in his absence, any person of the Company duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process.

The e-voting facility will be available during the following period:

Commencement of e-voting period	29th October 2026 at 9:00 a.m.
Conclusion of e-voting period	29th November 2026 till 5:00 p.m.
Cut-off date for eligibility to vote	23rd October 2026

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Sunday, 29th November 2026, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or any other person authorized by the Chairman, and the result of the e-voting will be announced within 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e., Sunday, 29th November 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

By Order of the Board
FOR TEAM INDIA GUARANTY LIMITED



AARTI PANDEY
COMPANY SECRETARY & COMPLIANCE OFFICER

Date: 21st October 2026
Place: Mumbai

RESOLTUION(S):

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH TEAM INDIA MANAGERS LIMITED:

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

"IT IS RESOLVED THAT,

1. Pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with the applicable SEBI Circulars and Industry Standards on disclosures in connection with Material Related Party Transactions, and pursuant to applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Company to enter into Related Party Transactions with Team India Managers Limited, Promoter shareholder and Related Party of the Company, for availing or receiving guarantees, security and other credit support in connection with any loans, borrowings or credit facilities availed or proposed to be availed by the Company from time to time from any bank, financial institution, non-banking financial companies or other eligible lenders, within the overall borrowing limits approved by the Members of the Company in its 36th Annual General Meeting, on such terms and conditions as may be approved by the Board of Directors or its duly authorised Committee, subject to the applicable limits and disclosures prescribed under the SEBI Listing Regulations.

Name of Related Party	**Type of Transaction**	**Transaction Scope**
Team India Managers Limited (Promoter shareholder of the Company)	Availing or receiving corporate guarantees, mortgages, pledges, hypothecation, charges, liens, collateral security or other credit support from the Related Party, as may be required by any bank, financial institution non-banking financial companies and/or other eligible lenders for securing loans, borrowings and credit facilities of the Company.	In connection with borrowings and credit facilities availed or proposed to be availed by the Company from time to time, within the overall borrowing powers approved by the Members under Section 180(1)(c) of the Companies Act, 2013, and subject to the transaction limits and approval period specified in the Explanatory Statement.

2. The Board of Directors of the Company, including the Resource Committee or any other duly authorised Committee thereof, be and is hereby authorised to negotiate, finalise, approve, accept, modify, renew or extend the terms and conditions of such guarantees, mortgages, pledges, hypothecations, charges, liens, securities and other credit support arrangements, as may be required by any bank, financial institution, non-banking financial companies and/or

other eligible lenders, within the scope of the approval granted by the Members and subject to applicable laws.

3. Any one of the Director and/or Key Managerial Personnel of the Company be and are hereby severally authorised to sign and execute all such agreements, documents, declarations, confirmations, undertakings and other writings as may be necessary or required in connection with the aforesaid transactions and generally to do all such acts, deeds, matters and things as may be necessary, desirable or incidental to give effect to this Resolution, including filing of necessary forms/documents with the Ministry of Corporate Affairs, stock exchanges, and/or any other authorities as may be required.

ITEM NO. 2: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH MR. SURAJKUMAR SARAOGI:

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

"IT IS RESOLVED THAT,

1. Pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with the applicable SEBI Circulars and Industry Standards on disclosures in connection with Material Related Party Transactions, and pursuant to applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Company to enter into Related Party Transactions with Mr. Surajkumar Saraogi, Director and Promoter shareholder of the Company, for availing or receiving personal guarantees, security and other credit support in connection with any loans, borrowings or credit facilities availed or proposed to be availed by the Company from time to time from any bank, financial institution non-banking financial companies and/or other eligible lenders, within the overall borrowing limits approved by the Members of the Company, on such terms and conditions as may be approved by the Board of Directors or its duly authorised Committee, subject to the applicable limits and disclosures prescribed under the SEBI Listing Regulations.

Name of Related Party	**Type of Transaction**	**Transaction Scope**
Mr. Surajkumar Saraogi (Director and Promoter shareholder of the Company)	Availing or receiving personal guarantees, mortgages, pledges, hypothecation, charges, liens, collateral security or other credit support from the Related Party, as may be required by any bank, financial institution non-banking financial companies and/or other eligible lenders for securing loans, borrowings and credit facilities of the Company.	In connection with borrowings and credit facilities availed or proposed to be availed by the Company from time to time, within the overall borrowing powers approved by the Members under Section 180(1)(c) of the Companies Act, 2013, and subject to the transaction limits and approval period specified in the Explanatory Statement.

2. The Board of Directors of the Company, including the Resource Committee or any other duly authorised Committee thereof, be and is hereby authorised to negotiate, finalise, approve,

accept, modify, renew or extend the terms and conditions of such guarantees, mortgages, pledges, hypothecations, charges, liens, securities and other credit support arrangements, as may be required by any bank, financial institution non-banking financial companies and/or other eligible lenders, within the scope of the approval granted by the Members and subject to applicable laws.

3. Any one of the Director and/or Key Managerial Personnel of the Company be and are hereby severally authorised to sign and execute all such agreements, documents, declarations, confirmations, undertakings and other writings as may be necessary or required in connection with the aforesaid transactions and generally to do all such acts, deeds, matters and things as may be necessary, desirable or incidental to give effect to this Resolution, including filing of necessary forms/documents with the Ministry of Corporate Affairs, stock exchanges, and/or any other authorities as may be required.

NOTES:

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, as amended, outlining the material facts related to the resolution in this Postal Ballot Notice, is annexed hereto.

2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent exclusively via electronic means to Members whose names appear in the Register of Members or the List of Beneficial Owners provided by NSDL and CDSL as of the cut-off date, Friday, October 23 , 2026, and who have registered their email addresses with the Depositories through their Depository Participants or with the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited ("RTA"). Members who have not registered their email IDs are requested to follow the instructions given below.

3. The voting rights of Members will be determined based on the equity shares held as of the cut-off date, Friday, October 23, 2026. Only Members holding shares in physical or dematerialized form as of this date are eligible to cast votes through remote e-voting. Individuals who are not Members as of the cut-off date should consider this notice for information purposes only.

4. The Postal Ballot Notice is available on the Company's website at https://teamindiaguarantylimited.com, the website of the Stock Exchange, BSE Limited (www.bseindia.com), National Stock Exchange India Limited (www.nseindia.com) and CDSL's e-voting platform www.evotingindia.com.

5. Material documents referred to in the Explanatory Statement are accessible for electronic inspection until the end of the e-voting period. Members wishing to inspect such documents may email a request to info@teamindiaguarantylimited.com.

6. Members holding shares in physical form and who have not updated their email addresses are requested to update their email IDs by sending relevant proof to the Company's RTA, MUFG Intime India Private Limited. Members can submit the documents by email to investor.helpdesk@in.mpms.mufg.com For demat shareholders, email updates should be done through the respective Depository Participants.

7. The remote e-voting period will begin at 9:00 A.M. (IST) on Thursday, October 29, 2026, and conclude at 5:00 P.M. (IST) on Sunday, November 29, 2026. Once a vote is cast via e-voting, it cannot be changed. Resolutions passed via Postal Ballot will be considered as passed at a

General Meeting of Members. If approved by the requisite majority, resolutions will be deemed passed on the last day of remote e-voting, i.e., November 29, 2026.

8. The Board has appointed M/s. Aabid & Co., Company Secretaries, (Membership No. FCS 6579 CP No 6625) as the Scrutinizer to the e-voting process, (including voting through Ballot forms received from Members) and remote e-voting process in a fair and transparent manner.

9. Upon completion of scrutiny, the Scrutinizer will submit the report to the authorized Company official. The results will be announced within two (2) working days and made available on the Company's website (https://teamindiaguarantylimited.com) and communicated to BSE Limited (www.bseindia.com) and National Stock Exchange (NSE) (www.nseindia.com).

10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.

11. Instructions for remote e-voting are provided in detail **as under:**

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Thursday 29th October 2026 at 09.00 a.m. and ends on Sunday 29th November 2026 at 05.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 23rd October 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) 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 **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 Depository**	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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) 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 with **NSDL Depository**	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: https://eservices.nsdl.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider 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 & voting during the meeting.
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) 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.

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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
Dividend Bank Details **OR** 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. • 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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **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 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.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; info@teamindiaguarantylimited.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/RTA email id**.

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 or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no.
1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013;

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 (the 'Act'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the following Explanatory Statement setting out all material facts relating to the business mentioned at Item Nos. 1 and 2 of the accompanying Notice should be taken as forming part of this Notice.

ITEM NO. 1: Approval of Material Related Party Transactions with Team India Managers Limited;

The Company is a Non-Banking Financial Company registered with the Reserve Bank of India and is engaged in lending and financing activities. In the course of its business operations, the Company requires funds from time to time for meeting its lending, working capital, business expansion and general corporate requirements.

The Members of the Company, at the 36th Annual General Meeting held on September 21, 2026, approved the overall borrowing powers of the Company up to an aggregate outstanding amount of ₹200 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013.

The Company proposes to avail corporate guarantees, mortgages, pledges, hypothecation, charges, liens, collateral security and other forms of credit support from Team India Managers Limited ("TIML"), being a Promoter shareholder and Related Party of the Company, in connection with loans, borrowings and credit facilities availed or proposed to be availed by the Company from any bank, financial institution non-banking financial companies and/or other eligible lenders from time to time, within the overall borrowing powers approved by the Members.

The proposed arrangements are intended to facilitate the Company's borrowing requirements and provide additional security or comfort to lenders, wherever required, for obtaining financing facilities on commercially acceptable terms.

TIML, being a Promoter shareholder of the Company, is a Related Party under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The proposed arrangements are being placed before the Members for approval as Material Related Party Transactions under Regulation 23(4) of the SEBI Listing Regulations, subject to determination of their applicable transaction value and materiality.

The proposed guarantees and security arrangements may be provided in connection with one or more borrowing facilities of the Company. The definitive obligations of TIML shall be governed by the respective guarantee deeds, security documents and financing agreements entered into with the concerned lenders.

The Board is of the view that the proposed arrangements would be in the interest of the Company and its public shareholders, as they would support the Company's financing requirements and facilitate the expansion of its lending operations.

The proposed transactions shall be subject to the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and other regulatory requirements. The existing borrowing approval under Section 180(1)(c) shall continue to govern the overall borrowing powers of the Company.

Relevant disclosures in connection with the aforesaid proposed Material Related Party Transactions, in line with the applicable SEBI RPT Industry Standards, are mentioned herein:

Sr. No.	Particulars	Comments
1	Name of the related party	Team India Managers Limited ("TIML")
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Franchise development, business partnerships, joint ventures, entrepreneurship promotion and business support services across various sectors, including financial, legal and training assistance, along with algorithmic and high-frequency trading in futures, options, equity indices, stocks and currency derivatives.
4	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Team India Managers Limited ("TIML") is a Promoter shareholder of Team India Guaranty Limited ("TIGL"). Mr. Surajkumar Saraogi is a Promoter shareholder and Director of TIGL and is also a Promoter of TIML. Accordingly, TIML qualifies as a Related Party of the Company under the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.
5	Total amount of all transactions undertaken by the Company with the related party during the last financial year	NIL
6	Total amount of transactions undertaken with the related party in the current financial year up to the immediately preceding quarter	NIL
7	Whether prior approval of the Audit Committee has been taken for the above-mentioned transactions	Yes
8	Any default by the related party concerning obligations under transactions with the Company during the last financial year	NIL
9	Amount of the proposed transactions being placed for approval before the Audit Committee/shareholders	Availing or receiving guarantees, security and other credit support from Team India Managers Limited, as and when required by any bank, financial institution non-banking financial companies and/or other eligible lenders in connection with borrowings of the

<table>
<tr><td></td><td></td><td>Company from time to time, within the overall borrowing limit of ₹200 Crores approved by the Members under Section 180(1)(c) of the Companies Act, 2013.</td></tr>
<tr><td>10</td><td>Whether the proposed transactions, together with transactions undertaken with the related party during the current financial year, would constitute a material RPT</td><td>Yes</td></tr>
<tr><td>11</td><td>Value of the proposed transactions as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year</td><td>The Company proposes to avail guarantees and/or security from Team India Managers Limited, as and when required, in connection with its borrowings, within the overall borrowing limit of ₹200 crore approved by the Shareholders under Section 180(1)(c) of the Companies Act, 2013. Accordingly, the maximum aggregate value of the proposed guarantee and/or security arrangements shall not exceed ₹200 crore, representing approximately 3,846.15% of the Company's annual turnover of ₹5.20 crore for the financial year ended March 31, 2026.</td></tr>
<tr><td>12</td><td>Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year, if available</td><td>The maximum aggregate value of the proposed guarantee and/or security arrangements is ₹200 crore. The percentage of the proposed transactions to the annual standalone turnover of Team India Managers Limited for the financial year ended March 31, 2026, shall be determined based on its audited standalone financial statements.</td></tr>
<tr><td>13</td><td>Financial performance of the related party for the immediately preceding financial year</td><td>The details for FY 2024-25 and 2025-26 are given below:<table><tr><th>Particulars</th><th>FY 2025–26</th><th>FY 2024–25</th></tr><tr><td>Turnover</td><td>₹2,29,418</td><td>₹0</td></tr><tr><td>Profit After Tax</td><td>₹(7,00,149)</td><td>₹(20,895)</td></tr><tr><td>Net Worth</td><td>₹(5,44,644)</td><td>₹79,105</td></tr></table></td></tr>
<tr><td>14</td><td>Specific type of proposed transaction (e.g. sale of goods/services,
purchase of goods/services, giving loan, borrowing etc.)</td><td>Availing or receiving corporate guarantees, collateral security and other credit support from the Related Party.</td></tr>
<tr><td>15</td><td>Details of each type of proposed transaction</td><td>Corporate guarantees and/or security by way of mortgage, pledge, hypothecation, charge, lien or other encumbrance over assets, properties or securities belonging to TIML, in favour of banks, financial institutions, non-banking financial companies and/or other eligible lenders, for securing TIGL's borrowings and credit facilities.</td></tr>
<tr><td>16</td><td>Tenure of the proposed transaction (tenure in number of years or
months to be specified</td><td>The proposed approval for availing guarantees and/or security from Team India Managers Limited shall remain valid for a period of one</td></tr>
</table>

		(1) year from the date of approval by the Shareholders, in accordance with Regulation 23 of the SEBI Listing Regulations. During this period, the Company may avail such guarantees and/or security as and when required in connection with its borrowings from banks, financial institutions, non-banking financial companies and/or other eligible lenders, within the overall borrowing limits approved by the Shareholders. The tenure of individual guarantees and/or security arrangements shall be governed by the terms of the respective borrowing facilities and related financing documents.
17	Whether omnibus approval is being sought?	No
18	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The Company proposes to avail guarantees and/or security from Team India Managers Limited, as and when required, in connection with its borrowings from banks, financial institutions ,non-banking financial companies and/or other eligible lenders, subject to a maximum aggregate limit of ₹200 crore during the one-year approval period. The actual value of guarantees and/or security availed during each financial year shall depend upon the Company's borrowing requirements and the requirements of the respective lenders. As the proposed approval period may extend across two financial years, the financial-year-wise allocation cannot be precisely estimated at present. However, the aggregate value of the proposed arrangements during the approval period shall not exceed ₹200 crore.
19	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Not prejudicial to the interest of public shareholders, and aregoing to be carried out on the same terms and conditions as would be applicable to any party who is not a related party
20	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity and its public shareholders	The proposed guarantees and security would facilitate the Company's access to funding from lenders, strengthen the credit support available for borrowing facilities and assist in meeting the Company's lending and business requirements.
21	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Surajkumar Saraogi, Mr. Karan Saraogi, Ms. Sharda Saraogi and Ms. Niru Kanodia, being Promoter’s Shareholder and/or Key Managerial Personnel of the Company, as

		applicable, may be deemed to be directly or indirectly interested in the proposed transactions with Team India Managers Limited, their respective shareholding, directorship or management interests in the concerned entities.
22	a. Name of interested Director/KMP	Mr. Surajkumar Saraogi – Director and Promoter Ms. Niru Kanodia – Chief Executive Officer (KMP)
23	b. Shareholding of the interested Director/KMP, whether direct or indirect, in the related party	1. **Mr. Surajkumar Saraogi**, Director and Promoter of the Company – 23.09% shareholding in Team India Managers Limited. 2. **Ms. Niru Kanodia**, Chief Executive Officer (KMP) of the Company – 1.00% shareholding in Team India Managers Limited.
24	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. a. Name of the director / KMP/ partner b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Mr. Surajkumar Saraogi, being a Director of Team India Managers Limited, holds more than 2% of the equity share capital of Team India Guaranty Limited.
25	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The Company has not obtained or relied upon any valuation report or report of any external agency in relation to the proposed transactions. The proposed arrangements involve availing guarantees and/or security from Team India Managers Limited, as and when required, in connection with the Company's borrowings from banks, financial institutions, non-banking financial companies and/or other eligible lenders, within the overall borrowing limits approved by the Shareholders. The guarantees and/or security shall be provided based on the requirements of the respective lenders and on such terms and conditions as may be mutually agreed upon. Accordingly, no independent valuation report has been obtained for the proposed arrangements.
26	Other information relevant for decision-making	The Company is the beneficiary of the proposed guarantees and security. TIML would provide the relevant guarantees or security in favour of the lenders. The arrangements do not constitute a loan from TIML to TIGL under this proposal.
27	Rationale for giving guarantee, surety, indemnity or comfort letter	TIML would provide guarantees or security to support the borrowing facilities of TIGL,

		facilitate access to finance and provide additional comfort to lenders.
28	Whether the arrangement will create a legally binding obligation on the listed entity	TIGL will remain liable for repayment of its own borrowings. The guarantee or security obligations of TIML will arise under the relevant documents. Any indemnity, reimbursement, commission or other obligation of TIGL towards TIML must be disclosed based on the definitive terms.
29	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The proposed transaction involves availing guarantees and/or security from Team India Managers Limited in connection with borrowings undertaken by the Company from banks, financial institutions, non-banking financial companies and/or other eligible lenders, as and when required. (i) No. (ii) The definitive agreements governing the proposed guarantee. Additionally, appropriate monitoring and covenant mechanisms are in place to safeguard the Company's interests and facilitate timely recovery, should such a situation arise.
30	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The guarantees or security are proposed to be **received by TIGL from TIML**, rather than issued by TIGL for TIML's obligations. The amount of underlying borrowings supported, the maximum guaranteed exposure and any applicable accounting implications shall be disclosed based on the definitive arrangements.
31	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	No Credit rating obtained. However, the Credit worthiness is satisfactory.
32	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	The Company is the borrowing entity and beneficiary of the guarantee. Any applicable credit rating disclosures concerning TIGL or TIML shall be provided based on the nature of the arrangement.
33	Details of solvency status and going concern status of the related party during the last three financial years:	The Company was incorporated in April, 2007 and is solvent since then.
34	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	NIL

35	Details of solvency status and going concern status of the related party during the last three financial years:	The Company was incorporated in April, 2007 and is solvent since then.
36	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	NIL
37	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	The proposed transaction is in the interest of the Company as availing Corporate Guarantee(s) and/or security from TIML will facilitate the Company's borrowing and funding requirements, provide additional credit support to lenders and enable the Company to carry on and expand its lending and other business operations. Further, no guarantee commission, security fee or other consideration shall be payable by the Company to TIML for providing such guarantees and/or security.
38	Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders	The Audit Committee has reviewed and considered all relevant information and disclosures relating to the proposed transactions, including their nature, purpose, terms and conditions, and the benefits to the Company. The Audit Committee has assessed that the proposed arrangements for availing guarantees and/or security from Team India Managers Limited are in the interest of the Company, as they would facilitate its borrowing requirements and financial operations. Based on its assessment, the Audit Committee has determined that the proposed transactions would not result in any undue benefit to the Promoters at the expense of the public shareholders of the Company.
39	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate of the CFO as required under the RPT Industry Standards.
40	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT has been approved by the Audit Committee and the Board of Directors recommends the same to the Members for approval
41	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of	NA

	external party, if any, considered by Audit Committee while approving the RPT.	
42	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	NA
43	Whether the account of the related party has been classified as a nonperforming asset (NPA) by any of its bankers and whether such status is currently subsisting; Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 1 of the accompanying Notice for approval of the Members.

Mr. Surajkumar Saraogi, Director and Promoter Shareholder of the Company, and Ms. Niru Kanodia, Chief Executive Officer of the Company, are concerned or interested, financially or otherwise, in the proposed Resolution by virtue of their respective shareholding in Team India Managers Limited and their relationships with its promoters and directors. Mr. Karan Saraogi and Ms. Sharda Saraogi, being the Promoters of the Company and relatives of Mr. Surajkumar Saraogi, may also be deemed to be concerned or interested in the proposed Resolution to the extent of their respective interests in Team India Managers Limited.

Except as stated above, none of the other Directors or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

ITEM NO. 2: Approval of Material Related Party Transactions with Mr. Surajkumar Saraogi:

The Company proposes to avail personal guarantees, mortgages, pledges, hypothecation, charges, liens, collateral security and other forms of credit support from Mr. Surajkumar Saraogi, being a Director and Promoter shareholder of the Company, in connection with loans, borrowings and credit facilities availed or proposed to be availed by the Company from banks, financial institutions, non-banking financial companies and/or other eligible lenders from time to time, within the overall borrowing powers approved by the Members.

The proposed arrangements are intended to facilitate the Company's borrowing requirements and provide additional security or comfort to lenders, wherever required, for obtaining financing facilities on commercially acceptable terms.

Mr. Surajkumar Saraogi, being a Director and Promoter shareholder of the Company, is a Related Party under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The proposed arrangements are being placed before the Members for approval as Material Related Party Transactions under Regulation 23(4) of the SEBI Listing Regulations.

The proposed guarantees and security arrangements may be provided in connection with one or more borrowing facilities of the Company. The definitive obligations of Mr. Surajkumar Saraogi shall be governed by the respective guarantee deeds, security documents and financing agreements entered into with the concerned lenders.

The Board is of the view that the proposed arrangements would be in the interest of the Company and its public shareholders, as they would support the Company's financing requirements and facilitate the expansion of its lending operations.

The proposed transactions shall be subject to the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and other regulatory requirements. The existing borrowing approval under Section 180(1)(c) shall continue to govern the overall borrowing powers of the Company.

Relevant disclosures in connection with the aforesaid proposed Material Related Party Transactions, in line with the applicable SEBI RPT Industry Standards, are mentioned herein:

Sr. No.	**Particulars**	**Comments**
1	Name of the related party	Mr. Surajkumar Saraogi
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Individual Promoter shareholder and Director of the Company, associated with Financial business activities.
4	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction	Mr. Surajkumar Saraogi is a Director and Promoter shareholder of Team India Guaranty Limited and accordingly qualifies as a Related Party under the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

	involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	
5	Total amount of all transactions undertaken by the Company with the related party during the last financial year	NIL
6	Total amount of transactions undertaken with the related party in the current financial year up to the immediately preceding quarter	NIL
7	Whether prior approval of the Audit Committee has been taken for the above-mentioned transactions	Yes
8	Any default by the related party concerning obligations under transactions with the Company during the last financial year	Nil
9	Amount of the proposed transactions being placed for approval before the Audit Committee/shareholders	Availing or receiving personal guarantees, security and other credit support from Mr. Surajkumar Saraogi, as and when required by banks, financial institutions, non-banking financial companies and/or other eligible lenders, in connection with the Company's borrowings, subject to a proposed maximum aggregate guarantee/security limit of ₹200 Crores during the approval period.
10	Whether the proposed transactions, together with transactions undertaken with the related party during the current financial year, would constitute a material RPT	Yes
11	Value of the proposed transactions as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	The Company proposes to avail guarantees and/or security from Mr. Surajkumar Saraogi, as and when required, in connection with its borrowings, within the overall borrowing limit of ₹200 crore approved by the Shareholders under Section 180(1)(c) of the Companies Act, 2013. Accordingly, the maximum aggregate value of the proposed guarantee and/or security arrangements shall not exceed ₹200 crore, representing approximately 3,846.15% of the Company's annual turnover of ₹5.20 crore for the financial year ended March 31, 2026.
12	Value of the proposed transactions as a percentage of the related party's annual	Not Applicable

	standalone turnover for the immediately preceding financial year, if available	
13	Financial performance of the related party for the immediately preceding financial year	Not Applicable
14	Specific type of proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Availing or receiving Personal guarantees, collateral security and other credit support from the Related Party.
15	Details of each type of proposed transaction	Personal guarantees and/or security by way of mortgage, pledge, hypothecation, charge, lien or other encumbrance over assets, properties or securities belonging to Mr. Surajkumar Saraogi, in favour of banks, financial institutions, non-banking financial companies and/or other eligible lenders, for securing the Company's borrowings and credit facilities.
16	Tenure of the proposed transaction (tenure in number of years or months to be specified	The proposed approval shall remain valid for a period of one (1) year from the date of approval by the Shareholders. Individual guarantees and security arrangements may have tenures corresponding to the underlying borrowing facilities, as specified in the respective financing documents.
17	Whether omnibus approval is being sought?	No
18	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The Company proposes to avail guarantees and/or security from Mr. Surajkumar Saraogi as and when required, subject to a maximum aggregate limit of ₹200 Crores during the one-year approval period. The actual value in each financial year will depend on borrowing requirements. The allocation between FY 2026–27 and FY 2027–28 cannot presently be estimated with precision.
19	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Not prejudicial to the interest of public shareholders, and are going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party
20	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity and its public shareholders	The proposed guarantees and security would facilitate the Company's access to funding from lenders, strengthen the credit support available for borrowing facilities and assist in meeting the Company's lending and business requirements.
21	Details of the promoter(s)/ director(s) / key managerial personnel of	Mr. Surajkumar Saraogi, being a Director and Promoter shareholder of the Company and the

	the listed entity who have interest in the transaction, whether directly or indirectly.	proposed personal guarantor, is directly interested in the proposed transaction. Mr. Karan Saraogi and Ms. Sharda Saraogi, being the Promoters of the company and relatives of Mr. Surajkumar Saraogi, may be deemed to be indirectly interested in the proposed transaction. Ms. Niru Kanodia, Chief Executive Officer (KMP) of the Company, may also be deemed to be indirectly interested in the proposed transaction by virtue of her familial relationship with Mr. Surajkumar Saraogi.
22	c. Name of interested Director/KMP	Mr. Surajkumar Saraogi – Director and Promoter Ms. Niru Kanodia – Chief Executive Officer (KMP)
23	d. Shareholding of the interested Director/KMP, whether direct or indirect, in the related party	Not Applicable, as the related party is Mr. Surajkumar Saraogi in his individual capacity.
24	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. a. Name of the director / KMP/ partner b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Not Applicable
25	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	The Company has not obtained or relied upon any valuation report or report of any external agency in relation to the proposed transactions. The proposed arrangements involve availing personal guarantees and/or security from Mr. Surajkumar Saraogi based on the Company's borrowing requirements and the requirements of the respective lenders. Accordingly, no independent valuation report has been obtained for the proposed arrangements.
26	Other information relevant for decision-making	The Company is the beneficiary of the proposed guarantees and security. Mr. Surajkumar Saraogi would provide the relevant guarantees or security in favour of the lenders. The arrangements do not constitute a loan from Mr. Saraogi to the Company under this proposal.
27	Rationale for giving guarantee, surety, indemnity or comfort letter	Mr. Surajkumar Saraogi would provide personal guarantees and/or security to support the Company's borrowing facilities, facilitate access to finance and provide additional comfort to lenders.

28	Whether the arrangement will create a legally binding obligation on the listed entity	The Company will remain liable for repayment of its own borrowings. The guarantee or security obligations of Mr. Surajkumar Saraogi will arise under the relevant financing documents. Any reimbursement, indemnity, commission or other obligation of the Company towards Mr. Surajkumar Saraogi shall be governed by the definitive contractual arrangements and applicable law.
29	Material covenants of the proposed transaction including: (iii) commission, if any to be received by the listed entity or its subsidiary; (iv) (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The proposed transaction involves availing guarantees and/or security from Mr. Surajkumar Saraogi in connection with borrowings undertaken by the Company from banks, financial institutions and, non-banking financial companies and/or other eligible lenders, as and when required. (i) No. (ii) The definitive agreements governing the proposed guarantee. Additionally, appropriate monitoring and covenant mechanisms are in place to safeguard the Company's interests and facilitate timely recovery, should such a situation arise.
30	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The guarantees or security are proposed to be received by the Company from Mr. Surajkumar Saraogi rather than issued by the Company for obligations of the related party. The value of underlying borrowings supported, and any accounting implications shall be determined based on the definitive arrangements.
31	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Not Applicable.
32	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not Applicable
33	Details of solvency status and going concern status of the related party during the last three financial years:	Mr. Surajkumar Saraogi is an individual. The corporate going-concern assessment is not applicable in the same manner as for a company. His financial capacity and solvency

		to support the proposed guarantees should be assessed based on available financial information.
34	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	NIL
35	Details of solvency status and going concern status of the related party during the last three financial years:	Not Applicable
36	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	NIL
37	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	The proposed transaction is in the interest of the Company as availing Personal Guarantee(s) and/or security from Mr. Surajkumar Saraogi will facilitate the Company's borrowing and funding requirements, provide additional credit support to lenders and enable the Company to carry on and expand its lending and other business operations. Further, no guarantee commission, security fee or other consideration shall be payable by the Company to Mr. Surajkumar Saraogi for providing such guarantees and/or security.
38	Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders	The Audit Committee has reviewed and considered all relevant information and disclosures relating to the proposed transactions, including their nature, purpose, terms and conditions, and the benefits to the Company. The Audit Committee has assessed that the proposed arrangements for availing guarantees and/or security from Mr. Surajkumar Saraogi are in the interest of the Company, as they would facilitate its borrowing requirements and financial operations. Based on its assessment, the Audit Committee has determined that the proposed transactions would not result in any undue benefit to the Promoters at the expense of the public shareholders of the Company.
39	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate of the CFO as required under the RPT Industry Standards.

40	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Audit Committee and Board of Directors has reviewed and approved the Related Party Transactions.
41	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	NA
42	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	NA
43	Whether the account of the related party has been classified as a nonperforming asset (NPA) by any of its bankers and whether such status is currently subsisting; Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 2 of the accompanying Notice for approval of the Members.

Mr. Surajkumar Saraogi, being a Director and Promoter of the Company and the proposed guarantor, is directly concerned or interested, financially or otherwise, in the proposed Resolution. His relatives, including Mr. Karan Saraogi and Ms. Sharda Saraogi, being members of the Promoter Group, may also be deemed concerned or interested in the proposed Resolution to the extent of their respective interests.

Ms. Niru Kanodia, Chief Executive Officer of the Company, may also be deemed indirectly concerned or interested in the proposed Resolution by virtue of her familial relationship with Mr. Surajkumar Saraogi, if applicable.

Except as stated above, none of the other Directors or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.