

**NOTICE OF THE ANNUAL GENERAL MEETING
TEAM INDIA GUARANTY LIMITED
(FORMERLY KNOWN AS TIMES GUARANTY LIMITED)**

Registered Office : A-602 Marathon NextGen Innova, Ganpatrao Kadam Marg, Lower Parel West, Mumbai, Maharashtra, India, 400013.

NOTICE

Notice is hereby given that the 35th Annual General Meeting (“AGM”) of the members of the Company will be held on Friday, 12th September, 2025 at 03.00 p.m. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at A-602 Marathon NextGen Innova, Ganpatrao Kadam Marg, Lower Parel West, Mumbai, Maharashtra, India, 400013., which shall be the deemed venue of the AGM.

Ordinary Business:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, including the Audited Balance Sheet as at that date, the Statement of Profit and Loss, the Cash Flow Statement, and the Reports of the Board of Directors and the Auditors thereon.**
2. **To appoint a director in place of Mr. Satish Maruti Mangutkar (DIN: 10463913), who retires by rotation and being eligible, offers himself for re-appointment.**
3. **To appoint V. B. Goel & Co. Chartered Accountants, as Statutory Auditors of the Company for a period of five consecutive years and to fix their remuneration.**

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 Sections 139, 141, 142 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder as amended from time to time, and based on recommendation of the Audit Committee and the Board of Directors of the Company, V. B. Goel & Co. Chartered Accountants, (Firm Registration No. 115906W), be and is hereby appointed as Statutory Auditors of the Company, to hold the office for a term of 5 (five) consecutive years from the conclusion of the 35th Annual General Meeting (AGM) till conclusion of the 40th Annual General Meeting (AGM) on a remuneration of ₹3,55,000/- (Rupees Three Lakhs Fifty-Five Thousand Rupees only) plus applicable taxes and out-of-pocket expenses

be paid to the Statutory Auditors for the financial year 2025–26, and such remuneration for the subsequent years be finalized mutually between the Board of Directors and the Auditors.

Any one of the Director or KMP of the Company be and is hereby authorized to sign all the necessary documents and applications on behalf of the Company to be filed along with necessary e-forms with Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

Special Business:

4. **To appoint M/s. Aabid & Co. Company Secretaries, as Secretarial Auditors of the company for a period of five consecutive years and to fix their remuneration.**

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 Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Aabid & Co., Company Secretaries as the Secretarial Auditor of the Company, be and is hereby appointed for a term of five years from the conclusion of 35th Annual General Meeting (AGM) till conclusion of the 40th AGM on a remuneration of ₹ 70,000/- (Rupees Seventy Thousand Only) for the financial year 2025-2026, subject to revision for subsequent years as may be mutually decided between the Board and the Secretarial Auditor.
2. Any one of the Director or KMP of the Company be and is hereby authorized to sign all the necessary documents and applications on behalf of the Company to be filed along with necessary e-forms with Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

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5. To consider and approve the offer, Issue and Allotment of Equity Shares on a Preferential Basis to The Shareholders of 4A Financial Technologies Private Limited for consideration other than cash;

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

“IT IS RESOLVED THAT,

- Pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules made thereunder (including any amendments, modifications or re-enactments thereof), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the uniform listing agreements entered into by the Company with BSE Limited and the National Stock Exchange of India Limited (collectively, the “Stock Exchanges”), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to all other applicable laws, regulations,
- The names of the proposed allottees to whom the Equity Shares will be allotted pursuant to the preferential allotment are as follows:

guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), and any other competent authorities, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required from any governmental or regulatory authorities and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any duly authorized committee thereof), the consent of the members of the Company be and is hereby accorded to offer, issue and allot, by way of preferential allotment, up to 22,48,270 (Twenty-Two Lakh Forty-Eight Thousand Two Hundred and Seventy) fully paid-up equity shares of face value ₹10/- (Rupees Ten only) being not less than the floor price of ₹277.04 per equity share, as determined in accordance with Chapter V of the SEBI ICDR Regulations and based on the independent valuation report as on the Relevant Date, i.e., 13th August 2025., to the shareholders of 4A Financial Technologies Private Limited, in consideration other than cash, pursuant to a Share Purchase Agreement, on such terms and conditions as may be determined by the Board.

SR. No	Name of the Proposed Allottees	Category	Proposed No. of Equity Shares to be issued ⁽³⁾
1	Abhilash Virendrasingh Rathore	Non-Promoter	25,299
2	Ajay Kasargod	Non-Promoter	8,639
3	Ajit Sinha	Non-Promoter	5,43,936
4	Amit Tewary	Non-Promoter	6,57,783
5	Bharat Sharma	Non-Promoter	14,407
6	Curesense Therapeutics Private Ltd ⁽¹⁾	Non-Promoter	7,21,955
7	Divya Dougall	Non-Promoter	2,884
8	Freewheeler’s & Company ⁽²⁾	Non-Promoter	57,606
9	Hema Bhavesh Vora	Non-Promoter	4,313
10	Hemant Jain	Non-Promoter	4,326
11	Jaya Chandra	Non-Promoter	2,884
12	Mehul Dougall	Non-Promoter	2,884
13	Nidhi Jain	Non-Promoter	5,768
14	Nitish Ganesh Nagori	Non-Promoter	5,768

SR. No	Name of the Proposed Allottees	Category	Proposed No. of Equity Shares to be issued ⁽³⁾
15	Rahul Sinha	Non-Promoter	52,357
16	Ranvijay Kumar Singh	Non-Promoter	4,326
17	Roop Chand Jain	Non-Promoter	5,768
18	Ruchi Singh	Non-Promoter	2,884
19	Sayali Karanjkar	Non-Promoter	2,884
20	Shekhar Shankar Mahadik	Non-Promoter	6,388
21	Shubhada Gokhale	Non-Promoter	43,198
22	Suchi Singh	Non-Promoter	2,884
23	Ramakrishna Suryanarayana Suresh Uppalapati	Non-Promoter	7,197
24	Swati Subhash Gandhi	Non-Promoter	59,048
25	Vivek Naladkar	Non-Promoter	2,884
	Total		22,48,270

1. Ultimate Beneficial Owners- 1. Sujit Sohanlal Jain;2.Hasmukh Sohanraj Rawal;3.Shailendra B Kawade;4.Abhijit Pawar

2. Ultimate Beneficial Owners- 1.Priyanka Ghugre;2.Swagata Banerjee;3.Nidhi Sandeep Agrawal;4.Yohan Bhandari;5.Shahzad Anklesaria;6.Vikram Rajkumar Khandelwal;7.Anuja Abhijit Pendharkar

3. Fractional entitlement has been Rounded down to nearest integer

3. The minimum price of the Equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of ICDR Regulations and on such terms and conditions, as are stipulated in the explanatory statement attached and as determined by the Board in accordance with the ICDR Regulations and other applicable laws.
4. In accordance with the provision of Chapter V of ICDR Regulations, the 'Relevant Date' for the purpose of calculating the price for the Preferential Issue of Equity Shares be and is hereby fixed as Wednesday, August 13, 2025 which is 30 days prior to the date of passing of the Special Resolution by the Members of the Company.
5. Without prejudice to the generality of the above resolution, the issue of the Equity Shares to be allotted under the Preferential issue shall be subject to the following terms and conditions, apart from others as prescribed under applicable laws:
 7. The Equity Shares to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed under the SEBI ICDR Regulations.
 8. The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated, or otherwise encumbered during the applicable lock-in period, except to the extent and in the manner permitted under the SEBI ICDR Regulations.
 9. The Equity Shares shall be allotted within a period of fifteen (15) days from the date of passing this resolution, provided that, where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within fifteen (15) days from the date of receipt of the last of such approvals or permissions. Allotment shall be made only in dematerialised form. The new Equity Shares issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects with the existing Equity Shares of the Company.
6. The allotment of Equity Shares by the Company to the Proposed Allottees is in consideration for the transfer of their shareholding in 4A Financial Technologies Private Limited to the Company, pursuant to a Share Purchase Agreement dated 13th August 2025. The Equity Shares are proposed to be issued at a price of ₹ 285/- per Equity Share (including a premium of ₹ 275/- per Equity Share). The total number of Equity Shares proposed to be issued under this arrangement shall be 22,48,270. The price of ₹285/- per equity share has been determined by the Board of Directors of the

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10. The price determined and the number of Equity Shares to be allotted shall be subject to further appropriate adjustments, if any, in accordance with the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, and any other applicable laws for the proposed issue.

Upon completion of the preferential allotment, 4A Financial Technologies Private Limited may be classified as a subsidiary of the Company to the extent of the shareholding acquired pursuant to the allotment, and, to the extent applicable, its existing wholly owned subsidiary shall consequently become a step-down subsidiary of the Company in accordance with applicable laws and regulations.

11. Pursuant to the provisions of the Act, the names and address of the allottee be recorded in Form PAS-5 by the Company for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the allottee inviting him to subscribe to the Equity Shares, as per the draft approved by the Board and consent of the members of the Company is hereby accorded to the issuance of the same to the allottee inviting him to subscribe to the equity shares.
12. The members be and hereby take note of certificate from Aabid & Co., Practicing Company Secretaries, as required under Regulation 163(2) of the ICDR Regulations certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.
13. In connection with the proposed preferential issue, the Company has entered into a Share Purchase Agreement (“SPA”) dated 13th August, 2025 with the shareholders of 4A Financial Technologies Private Limited for the acquisition of up to 100% of its equity share capital. The acquisition, to be completed upon satisfaction of agreed conditions precedent (including shareholder and regulatory approvals), will be for consideration other than cash by way of issuance of 22,48,270 fully paid-up

equity shares of the Company on a preferential basis, in accordance with applicable provisions of the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018. The SPA contains customary warranties, covenants, indemnities, and termination rights, and is governed by the laws of India with disputes to be resolved through arbitration in Mumbai.

14. For the purpose of giving effect to this resolution, any one of the Director or the Key Managerial Personnel of the company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing and trading of shares, filing of requisite documents/ e-forms with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members.
15. 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

By Order of the Board

Aarti Pandey
Company Secretary
ACS-70218

Registered Office:

A-602 Marathon NextGen Innova,
Ganpatrao Kadam Marg, Lower Parel West,
Mumbai, Maharashtra, India, 400013

NOTES:

1. The Ministry of Corporate Affairs (MCA) has vide its Circular dated Circular No. 09/2024 dated September 19, 2024, Circular No. 09/2023 dated September 25, 2023 read together with Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 in relation to “Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide its Circular no. SEBI Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11, 2024, SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and such other circulars issued by the SEBI in this regard (collectively referred to as “SEBI Circulars”) have permitted the holding of Annual General Meeting (“AGM”) through VC/ OAVM (e-AGM), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and SEBI Circulars, the 35th AGM of the Company is being held through VC. The deemed venue for the AGM shall be the registered office of the Company.
2. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
3. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed. Proxies by the members will not be available for this AGM and hence the proxy form and attendance slip are not annexed to this notice.
4. In accordance with Section 113 of the Act and rules framed thereunder, the Corporate/ Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the Board Resolution/ Authority Letter, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM along with specimen signature of authorized representative(s) by e-mail to newberryaarti@gmail.com before the commencement of the 35th AGM.
5. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/ OAVM and vote there at.
6. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
7. The Company’s Registrar and Transfer Agents (RTA) for its Share Registry Work (Physical and Electronic) are MUFG Intime India Pvt. Ltd (Formerly known as Link Intime India Private Limited) having their office at C-101, 247 Park, LBS Road, Vikhroli (West), Mumbai – 400083.
8. In case of joint holders attending the 35th AGM, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote, provided the votes are not already cast by remote e-voting.
9. In compliance with the aforementioned MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the Financial Year 2024-25 will also be available on the websites of the Company <http://teamindiaguarrantylimited.com>, BSE Limited www.bseindia.com, National Stock Exchange of India Limited www.nseindia.com and on the website of the e-voting agency, website of CDSL at www.evotingindia.com. For any communication, the Members may also send a request to the Company’s investor email id: newberryaarti@gmail.com. The Company will not be dispatching physical copies of the Annual Report for the Financial Year 2024-25 and the Notice of AGM, to any Member. Physical copy of the AGM Notice along with the Annual Report shall be sent to those Members who request/ have requested for the same.
10. In compliance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a letter providing details of web-link, including the exact path, where complete details of the Annual Report are available is being sent to those shareholders whose email addresses are not registered with the Company / RTA or with any depository
11. We urge Members to support our commitment towards environmental protection by choosing to receive all communication (including Notice and Annual Report) from the Company electronically: (a) Members holding shares in physical mode and who have not registered/ updated their

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email addresses with the Company/ RTA are requested to register/ update the same by writing to the Company/ RTA with details of folio number and attaching a self-attested copy of the PAN Card at newberryarti@gmail.com or to the Company's RTA at rnt.helpdesk@in.mpms.mufg.com (b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories.

12. Transfer of Shares Permitted in Demat Form only: As per Regulation 40 of the SEBI LODR, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. However, an investor is not prohibited from holding the shares in physical mode even after 1st April, 2019.

In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of RTA to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/Investors/FAQs.html> for further understanding of the demat procedure.

13. Members are requested to:
- update the changes, if any, in their registered addresses/bank mandates;
 - Opt for NACH / NEFT / RTGS facility by providing latest and correct bank account details for prompt credit and for avoiding fraudulent encashment / loss in postal transit of dividend warrant;
 - quote their folio numbers/ Client ID and DP ID in all correspondence;
 - consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
 - Avail nomination facility;
 - Provide Permanent Account Number, if not already provided.

For the above purposes,

- (i) shareholders holding shares in electronic mode may approach their respective Depository Participants (DP) and

- (ii) shareholders holding shares in physical mode can approach the Company's RTA at rnt.helpdesk@in.mpms.mufg.com

14. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at newberryarti@gmail.com from Friday 05th September, 2025 (9:00 A.M. IST) to Thursday, 11th September, 2025 (5:00 P.M. IST). Members who do not wish to speak during the AGM but have queries, may send their queries by e-mail to newberryarti@gmail.com mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number Friday 05th September, 2025 (9:00 A.M. IST) to Thursday, 11th September, 2025 These queries will be replied to by the company suitably by email.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting for a maximum time of 3 (three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM to ensure smooth conduct of the AGM.

15. The statutory registers that are required to be kept open during the AGM and the documents that are referred to as available for inspection, in the notice or explanatory statement, shall be made available for inspection electronically on the date of the AGM. The members desiring to inspect the said documents shall contact newberryarti@gmail.com on or before September 12, 2025.
16. Members are requested to support the Green Initiative by registering/ updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialized form) or with RTA (in case of Shares held in physical form).
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR (as amended), Secretarial Standard on General Meetings (SS-2) and applicable MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing facility for voting through remote e-voting, participation in the AGM through VC/

- OAVM facility and e-voting during the 35th AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The procedures and instructions for 'remote e-voting', 'attending the meeting' and 'e-voting at the meeting' issued by CDSL, are furnished as part of this Notice at point 23.
18. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
19. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
20. The AGM will be convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circulars.
21. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN details to their DPs.
22. Any query relating to financial statements must be sent to the company's Registered Office at least seven days before the date of the Meeting.
23. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the company.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- 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) Remote E-voting through Electronic Means **(EVSN - 250815001)**
- (ii) The voting period begins on Tuesday, 09th September, 2025, from 9:00 a.m. IST and ends on Thursday, 11th September, 2025 at 5:00 p.m. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 05th September, 2025, may cast their vote electronically. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) 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.

- (v) 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.

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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 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 are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode 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 or joining virtual meeting & voting during the meeting.
	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 held 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 & voting during the meeting.

Type of shareholders	Login Method
	4) For OTP based login you can click on https://eservices.nsdcl.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 or joining virtual meeting & voting during the meeting.

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.co.in 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 e-Voting and joining virtual meetings 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) <ul style="list-style-type: none"> • 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.

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For Physical shareholders and other than individual shareholders holding shares in Demat.	
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. <ul style="list-style-type: none"> 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 delinked 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; corporate.secretarial@timesofindia.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 attending AGM & 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, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

24. Scrutinizer for E-Voting and Declaration of Results:

The Board of Directors of the Company has appointed Mr. Aabid Mohammed (Membership No. F6579 and COP No. 6625) from Aabid & Co, Company Secretaries, as Scrutinizer to scrutinize the e-voting process as well as e-voting during the AGM, in a fair and transparent manner.

The Scrutinizer shall after the conclusion of the e-voting at the Meeting, scrutinize the votes cast at the Meeting and thereafter unblock votes cast through remote e-voting in the presence of atleast two witnesses, not in the employment of the Company, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall countersign the same. The Results shall be declared within two working days from conclusion of the Meeting.

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The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company at <http://teamindiagarantylimited.com> and on the website of CDSL at <http://www.evotingindia/> immediately after the Results are declared and will simultaneously be forwarded to BSE Limited and the National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, 12th September 2025, subject to receipt of the requisite number of votes in favour of the Resolutions.

25. The recorded transcript of the proceedings of the AGM shall be available on the Company's website at www.teamindiagarantylimited.com.

By Order of the Board

Sd/-
Aarti Pandey
Company Secretary
ACS-70218

Registered Office:

A-602 Marathon NextGen Innova,
Ganpatrao Kadam Marg, Lower Parel West,
Mumbai, Maharashtra, India, 400013

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

Item No. 4: Appointment of M/s. Aabid & Co., Company Secretaries, as Secretarial Auditors of the Company

In terms of the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company is required to annex with its Board’s Report, a Secretarial Audit Report issued by a Company Secretary in practice.

Based on the recommendation of the Audit Committee and approval of the Board of Directors, it is proposed to appoint **M/s. Aabid & Co., Company Secretaries**, as the Secretarial Auditors of the Company for a term of **five consecutive financial years**, commencing from the financial year **2025–26 up to 2029–30** (i.e., from the conclusion of the 35th AGM till the conclusion of the 40th AGM).

The remuneration for the financial year 2025–26 has been fixed at **₹70,000/- (Rupees Seventy Thousand only)**, and may be revised in the subsequent years as mutually agreed between the Board and the Secretarial Auditor.

None of the Directors, Key Managerial Personnel, or their relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set out in Item No. 4 for the approval of the members as an Ordinary Resolution.

Item No. 5: To consider and approve the offer, Issue and Allotment of Equity Shares on a Preferential Basis to The Shareholders of 4A Financial Technologies Private Limited for consideration other than cash;

The members of Team India Guaranty Limited (the “Company” / “TIGL”) are informed that the Board of Directors, at its meeting held on 13th August, 2025, has approved a proposal to issue Equity Shares of the Company on a preferential basis to certain identified persons, being shareholders of 4A Financial Technologies Private Limited, in consideration for the transfer of their shareholding in to the Company, pursuant to a share purchase arrangement (i.e., for consideration other than cash).

The Company proposes to allot up to **22,48,270** Equity Shares with a face value of ₹10/- each, at an issue price of ₹285/- (Rupees Two Hundred and Eighty-Five only) per Equity Share (including a premium of ₹275/- per share). The price of ₹285/- per Equity Share has been determined by the Board of Directors of the Company, being not less than the floor price of ₹277.04 per Equity Share, as certified in the independent valuation report dated 13th August 2025, in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and other applicable laws.

In this regard, the Board of Directors, at its meeting held on **13th August, 2025**, has approved the issuance of up to **22,48,270** equity shares of the Company, having a face value of ₹10/- each, by way of preferential issue at an issue price of ₹285/- per equity share (including a premium of ₹275/- per equity share), for consideration other than cash, in accordance with Chapter V of the SEBI (ICDR) Regulations and such other terms and conditions as may be determined by the Board in accordance with the ICDR Regulations, to the following identified persons (“the Proposed Allottees”), being shareholders of **4A Financial Technologies Private Limited**.

SR. No	Name of the Proposed Allottees	Category	Type of Security	Number of Shares ⁽³⁾
1	Abhilash Virendrasingh Rathore	Non-Promoter	Equity	25,299
2	Ajay Kasargod	Non-Promoter	Equity	8,639
3	Ajit Sinha	Non-Promoter	Equity	5,43,936
4	Amit Tewary	Non-Promoter	Equity	6,57,783
5	Bharat Sharma	Non-Promoter	Equity	14,407
6	Curesense Therapeutics Private Ltd ⁽¹⁾	Non-Promoter	Equity	7,21,955
7	Divya Dougall	Non-Promoter	Equity	2,884
8	Freewheeler’s & Company ⁽²⁾	Non-Promoter	Equity	57,606
9	Hema Bhavesh Vora	Non-Promoter	Equity	4,313
10	Hemant Jain	Non-Promoter	Equity	4,326
11	Jaya Chandra	Non-Promoter	Equity	2,884

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SR. No	Name of the Proposed Allottees	Category	Type of Security	Number of Shares ⁽³⁾
12	Mehul Dougall	Non-Promoter	Equity	2,884
13	Nidhi Jain	Non-Promoter	Equity	5,768
14	Nitish Ganesh Nagori	Non-Promoter	Equity	5,768
15	Rahul Sinha	Non-Promoter	Equity	52,357
16	Ranvijay Kumar Singh	Non-Promoter	Equity	4,326
17	Roop Chand Jain	Non-Promoter	Equity	5,768
18	Ruchi Singh	Non-Promoter	Equity	2,884
19	Sayali Karanjkar	Non-Promoter	Equity	2,884
20	Shekhar Shankar Mahadik	Non-Promoter	Equity	6,388
21	Shubhada Gokhale	Non-Promoter	Equity	43,198
22	Suchi Singh	Non-Promoter	Equity	2,884
23	Ramakrishna Suryanarayana Suresh Uppalapati	Non-Promoter	Equity	7,197
24	Swati Subhash Gandhi	Non-Promoter	Equity	59,048
25	Vivek Naladkar	Non-Promoter	Equity	2,884
	Total			22,48,270

1. Ultimate Beneficial Owners- 1. Sujit Sohanlal Jain;2.Hasmukh Sohanraj Rawal;3.Shailendra B Kawade;4. Abhijit Pawar

2. Ultimate Beneficial Owners- 1.Priyanka Ghugre;2.Swagata Banerjee;3.Nidhi Sandeep Agrawal;4.Yohan Bhandari;5.Shahzad Anklesaria;6.Vikram Rajkumar Khandelwal;7.Anuja Abhijit Pendharkar

3. Fractional entitlement has been Rounded down to nearest integer

The members are also informed that, pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013, read with the applicable rules thereunder, and Chapter V of the SEBI (ICDR) Regulations, the approval of the members is required by way of a special resolution prior to issuing equity shares on a preferential basis through private placement. Accordingly, this notice, together with the accompanying explanatory statement, is being circulated for the members' consideration and approval. The proposed preferential issue forms part of a share purchase transaction with certain shareholders of 4A Financial Technologies Private Limited. Subject to completion of the allotment in accordance with applicable laws and receipt of the agreed shareholding in its subsidiary company, such subsidiary may consequently become a step-down subsidiary of the Company. There will, however, be no change in the control or management of the Company pursuant to the proposed preferential issue.

In connection with the proposed preferential issue, the Company has entered into a Share Purchase Agreement ("SPA") dated 13th August, 2025 with the shareholders of 4A Financial Technologies Private Limited, setting out the mutually agreed terms for the acquisition. The key terms of the share purchase arrangement are as follows:

1. **Transaction Structure** – The Company will acquire up to 100% of the equity share capital

of 4A Financial Technologies Private Limited from its existing shareholders.

2. **Consideration** – The acquisition will be for consideration other than cash, by way of issuance and allotment of fully paid-up equity shares of the Company on a preferential basis to the shareholders of 4A Financial Technologies Private Limited, in accordance with Section 62(1)(c) of the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018. The Company will issue **22,48,270 (Twenty-Two Lakh Forty-Eight Thousand Two Hundred and Seventy)** fully paid-up equity shares of Team India Guaranty Limited to the shareholders of 4A Financial Technologies Private Limited as consideration for the proposed transaction.
3. **Closing** – The completion of the transaction shall take place upon fulfilment of the agreed conditions precedent, including obtaining shareholder approvals and securing all requisite regulatory consents. The Board of Directors approved the transaction on 13th August 2025, and the independent valuation report acceptable to both parties was also received on the same date.
4. **Covenants of 4A Financial Technologies Private Limited** – The shareholders of 4A Financial Technologies Private Limited

have warranted that the sale shares are fully paid-up, free from liens/encumbrances, and that they will cooperate in obtaining all necessary corporate, regulatory, and third-party approvals for completing the transaction.

5. **Termination** – The SPA provides for termination by mutual consent or by either party in case of material breach, non-fulfilment of conditions precedent within agreed timelines, or non-receipt of regulatory approvals.
6. **Governing Law & Dispute Resolution** – The SPA is governed by the laws of India, with exclusive jurisdiction of courts in Mumbai. Disputes will be resolved through arbitration under the Arbitration and Conciliation Act, 1996, with the seat of arbitration in Mumbai.
7. **Indemnity** –
 - The shareholders of **4A Financial Technologies Private Limited** will indemnify the Company against losses arising from breach of representations, warranties, covenants, ownership disputes, and pre-closing liabilities of **4A Financial Technologies Private Limited**.
 - The Company will indemnify the share holders of **4A Financial Technologies Private Limited** for losses arising from its own breaches or failure to deliver the agreed consideration.

Necessary information or details as required in respect of the proposed issue of Equity Shares in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are as under:

The following disclosures for the issue of equity shares on a preferential basis are made in accordance with the provisions of Sections 42 and 62 of the Companies Act, 2013 and Regulation 163 of the ICDR Regulations and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014:

1. **Date of Passing Board Resolution for Approving Preferential Issue;**

The Board of Directors of the Company has approved the preferential issue of equity shares to the shareholders of 4A Financial Technologies Private Limited for Consideration other than cash pursuant to Share Purchase Agreement at its meeting held on 13th August, 2025.
2. **Maximum Number of Securities Offered and the Price at Which Securities are Being Offered;**

The resolution set out in this notice authorises the Board to issue and allot up to **22,48,270** fully paid-up equity shares of face value ₹10/- each at an issue price of ₹ 285/- per equity share (including a premium of ₹ 275/- per share), to the identified shareholders of 4A Financial Technologies Private Limited in consideration other than cash, pursuant to a Share Purchase Agreement. The issue price of ₹285/- per Equity Share is **not less than the floor price of ₹277.04/- per Equity Share**, as certified by an independent valuer in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, 2018 and other applicable laws.

3. **Basis or Justification for the Price (including premium, if any) at which the offer or invitation is being made;**

The issue price of ₹285/- per Equity Share (including a premium of ₹275/- per share) has been determined by the Board of Directors of the Company after considering the valuation report prepared by **CA Murli Chandak, Registered Valuer (Registration No. IBBI/V/07/2021/14408)**, in accordance with the requirements of the SEBI ICDR Regulations and the Companies Act, 2013.

As per the valuation report, the floor price of the Equity Shares has been certified at **₹277.04/- per share**. The Board has resolved to fix the issue price at **₹285/- per share**, which is above the valuer-certified floor price, keeping in view the Company's strategic objectives, future growth prospects, and to ensure a fair consideration for both the Company and the proposed allottees. The valuation report is available for inspection on the website of the Company.

4. **Name and Address of Valuer who performed the valuation.**

CA Murli Chandak

Membership No.: 436508

IBBI Registration No.: IBBI/RV/07/2021/14408

205, Ashwamegh Avenue, Near Helmet House, Mithakali, Navrangpura, Ahmedabad – 380009

5. **Amount which the Company intends to raise by way of issuance of Shares;**

Not Applicable. Given that the Company is issuing equity shares on a preferential allotment basis for consideration other than cash (i.e., towards consideration payable on acquisition of equity shares of 4A Financial Technologies Private Limited), there is no set monetary amount which the Company intends to raise by issuing the equity shares on a preferential allotment basis.

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6. Material Terms for Issue of Securities;

The equity shares of the Company will be issued pursuant to terms of Share Purchase Agreement executed with the shareholders of 4A Financial Technologies Private Limited, in consideration other than cash, as prescribed in the proposed resolution.

The number of Equity Shares to be issued and the price per Equity Share have been determined with reference to the **valuation report dated the Relevant Date (13th August 2025)**, prepared in accordance with the SEBI ICDR Regulations and the Companies Act, 2013. While the valuer has certified the floor price at **₹277.04/- per share**, the Board has approved an issue price of **₹285/- per share (including a premium of ₹275/- per share)**, exercising its discretion to ensure fair and equitable consideration in light of the Company's strategic objectives and growth prospects. The allotment will be subject to the provisions of the Memorandum and Articles of Association of the Company, applicable laws, and such other terms and conditions as may be determined by the Board.

7. The proposed time within which the issue or allotment shall be completed;

As required under the SEBI (ICDR) Regulations, the equity shares shall be issued and allotted by the Company within a period of fifteen (15) days from the date of passing of this resolution, provided that where the issue and allotment of the said equity shares is pending on account of receipt of any approval for such issue and allotment from any regulatory authority or the Government, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of the last of such approvals.

8. The class or classes of persons / names of the Proposed Allottee(s) to whom the allotment is proposed to be made and the percentage of post-preferential offer capital that may be held by them;

The equity shares of the Company will be issued and allotted to the existing shareholders of 4A Financial Technologies Private Limited. The final number of shares to be allotted to each Proposed Allottee and the resultant post-preferential shareholding percentage have been determined based on the completed valuation and have been accepted by the respective allottees.

SR. No	Name of the Proposed Allottees	Category	Percentage of capital held before the Preferential Issue by the Allottee	Percentage of post preferential offer capital that may be held by the allottee	Proposed Status of the Allottee pre Preferential Issue
1	Abhilash Virendrasingh Rathore	NIL	-	0.23%	Not Applicable
2	Ajay Kasargod	NIL	-	0.08%	Not Applicable
3	Ajit Sinha	NIL	-	4.84%	Not Applicable
4	Amit Tewary	NIL	-	5.85%	Not Applicable
5	Bharat Sharma	NIL	-	0.13%	Not Applicable
6	Curesense Therapeutics Private Ltd ⁽¹⁾	NIL	-	6.42%	Not Applicable
7	Divya Dougall	NIL	-	0.03%	Not Applicable
8	Freewheeler's & Company ⁽²⁾	NIL	-	0.51%	Not Applicable
9	Hema Bhavesh Vora	NIL	-	0.04%	Not Applicable
10	Hemant Jain	NIL	-	0.04%	Not Applicable
11	Jaya Chandra	NIL	-	0.03%	Not Applicable
12	Mehul Dougall	NIL	-	0.03%	Not Applicable
13	Nidhi Jain	NIL	-	0.05%	Not Applicable
14	Nitish Ganesh Nagori	NIL	-	0.05%	Not Applicable
15	Rahul Sinha	NIL	-	0.47%	Not Applicable
16	Ranvijay Kumar Singh	NIL	-	0.04%	Not Applicable

SR. No	Name of the Proposed Allottees	Category	Percentage of capital held before the Preferential Issue by the Allottee	Percentage of post preferential offer capital that may be held by the allottee	Proposed Status of the Allottee pre Preferential Issue
17	Roop Chand Jain	NIL	-	0.05%	Not Applicable
18	Ruchi Singh	NIL	-	0.03%	Not Applicable
19	Sayali Karanjkar	NIL	-	0.03%	Not Applicable
20	Shekhar Shankar Mahadik	NIL	-	0.06%	Not Applicable
21	Shubhada Gokhale	NIL	-	0.38%	Not Applicable
22	Suchi Singh	NIL	-	0.03%	Not Applicable
23	Ramakrishna Suryanarayana Suresh Uppalapati	NIL	-	0.06%	Not Applicable
24	Swati Subhash Gandhi	NIL	-	0.53%	Not Applicable
25	Vivek Naladkar	NIL	-	0.03%	Not Applicable
	Total		-	20.00%	

1. Ultimate Beneficial Owners- 1. Sujit Sohanlal Jain;2. Hasmukh Sohanraj Rawal;3. Shailendra B Kawade;4. Abhijit Pawar

2. Ultimate Beneficial Owners- 1.Priyanka Ghugre;2.Swagata Banerjee;3.Nidhi Sandeep Agrawal;4.Yohan Bhandari;5.Shahzad Ankesaria;6.Vikram Rajkumar Khandelwal;7.Anuja Abhijit Pendharkar

9. The percentage of post-preferential issue capital that may be held by the allottees and change in control, if any, in the issuer consequent to the preferential issue;

Post allotment of equity shares to the identified shareholders of 4A Financial Technologies Private Limited, the percentage of shareholding of each allottee will be determined based on the preferential issue of up to 22,48,270 equity shares at an issue price of ₹285 per share (including premium of ₹275 per share), as approved by the Board. The issue price has been determined by the Board at its discretion, which is above the floor price of ₹277.04 per share certified by the independent valuer, based on the Relevant Date of August 13, 2025

The proposed allotment is in consideration other than cash for the acquisition of upto 100% shareholding of 4A Financial and will not result in any change in the management or control of the Company. The promoters of the Company will continue to retain control, and there will be no change in the composition of the Board of Directors pursuant to this preferential issue.

10. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;

Save and except the preferential issue as proposed in the resolution set out in the accompanying

Notice, the Company has not made any allotment on preferential basis during the current financial year 2025–26.

11. Objects of the preferential issue;

The Company proposes to issue equity shares on a preferential allotment basis, for consideration other than cash, to the shareholders of 4A Financial Technologies Private Limited pursuant to acquisition of controlling stake in 4A Financial Technologies Private Limited pursuant to Share Purchase Agreement in accordance with applicable laws. This transaction is intended to facilitate the acquisition of equity shares in 4A Financial Technologies Private Limited by the Company, thereby integrating its business operations with the Company's existing business.

The key benefits of the proposed transaction are as follows:

- a. **Strategic Integration** – The arrangement will enable the Company to integrate the technology-driven lending and fintech capabilities of 4A Financial Technologies Private Limited into its existing financial services platform.
- b. **Operational Synergies** – Combining operations is expected to improve efficiencies, optimise processes, and enhance customer reach.
- c. **Product Diversification** – The integration will allow the Company to expand its

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product and service offerings, particularly in the digital lending and credit technology segments.

- d. **Enhanced Market Presence** – The collaboration is expected to strengthen the Company's position in the fintech ecosystem by leveraging complementary strengths..

12. Proposal / Intention of Promoters, Directors, or Key Managerial Personnel(s) to Subscribe to the Offer;

The equity shares of the Company are proposed to be issued to the identified shareholders of 4A

Financial Technologies Private Limited pursuant to the Share Purchase Agreement.

None of the Promoters, Directors, or Key Managerial Personnel of the Company, or their relatives, have any intention to subscribe to the preferential allotment, except to the extent they may hold shares in 4A Financial Technologies Private Limited and may consequently receive shares of the Company under the proposed share purchase arrangement.

13. Shareholding pattern of the Company before and after the preferential issue;

Sr. No	Category	Pre-Issue No. of Shares	%	Shares to Be Allotted	Post Issue No. of Shares	%
		(A)	(B)	(C)	D= (A+C) *	(E)*
A Promoters and Promoter Group Holding:						
1	Indian:					
	Individual/HUF	26,62,399	29.60	-	26,62,399	23.68
	Bodies Corporate	40,75,024	45.31	-	40,75,024	36.25
	Trust	-	-	-	-	-
	Sub Total	67,37,423	74.92	-	67,37,423	59.93
2	Foreign Promoters	-	-	-	-	-
	Sub Total (A)	67,37,423	74.92	-	67,37,423	59.93
B Non-Promoters' Holding						
1	Institution:					
a)	Institutional Investors	1,77,767	1.98	-	1,77,767	1.58
2	Non-Institution:					
a)	Private Corporate Bodies	-	-	7,21,955	7,21,955	6.42
	Directors and Relative	51	0.00		51	0.00
	Key Managerial Personnel	-	-	-	-	-
	Indian Public	18,16,682	20.20	14,68,709	32,85,391	29.23
	Others (IEPF, NRI, Trust, Body corporate, Escrow Account, LLP, HUF, Clearing Member)	2,61,226	2.90	57,606	3,18,332	2.84
	Sub Total (B)	22,55,726	25.08	22,48,270	45,03,996	40.07
	TOTAL (A+B)	89,93,149	100	22,48,270	1,12,41,419	100

Note:

Assuming full allotment of equity shares

Pre issue shareholding reflects shareholding of the Company as on June 30 2025

**14. Principle terms of assets charged as securities:
Not Applicable**

15. Identity of Proposed Allottee(s);

(Including the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed

Allottees, the percentage of post-preferential issue capital that may be held by them, and change in control, if any, in the issuer consequent to the preferential issue). The equity shares under the present preferential allotment are proposed to be issued to the shareholders of 4A Financial Technologies Private Limited pursuant to a Share Purchase Agreement, as consideration other than cash, in accordance with applicable laws, rules, and regulations.

16.

Sr. No	Name of the Allottee	Category	Ultimate Beneficial Owner	Current and Proposed status post preferential issue	Pre preferential Holding		Shares proposed to be allotted ⁽³⁾	Post preferential Holding	
					No. Shares	%		No. Shares	%
1	Abhilash Virendrasingh Rathore	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	25,299	25,299	0.23%
2	Ajay Kasargod	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	8,639	8,639	0.08%
3	Ajit Sinha	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	5,43,936	5,43,936	4.84%
4	Amit Tewary	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	6,57,783	6,57,783	5.85%
5	Bharat Sharma	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	14,407	14,407	0.13%
6	Curesense Therapeutics Private Ltd ⁽¹⁾	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	7,21,955	7,21,955	6.42%
7	Divya Dougall	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	2,884	2,884	0.03%
8	Freewheeler's & Company ⁽²⁾	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	57,606	57,606	0.51%
9	Hema Bhavesh Vora	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	4,313	4,313	0.04%
10	Hemant Jain	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	4,326	4,326	0.04%
11	Jaya Chandra	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	2,884	2,884	0.03%

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Sr. No	Name of the Allottee	Category	Ultimate Beneficial Owner	Current and Proposed status post preferential issue	Pre preferential Holding		Shares proposed to be allotted ⁽³⁾	Post preferential Holding	
					No. Shares	%		No. Shares	%
12	Mehul Dougall	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	2,884	2,884	0.03%
13	Nidhi Jain	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	5,768	5,768	0.05%
14	Nitish Ganesh Nagori	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	5,768	5,768	0.05%
15	Rahul Sinha	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	52,357	52,357	0.47%
16	Ranvijay Kumar Singh	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	4,326	4,326	0.04%
17	Roop Chand Jain	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	5,768	5,768	0.05%
18	Ruchi Singh	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	2,884	2,884	0.03%
19	Sayali Karanjkar	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	2,884	2,884	0.03%
20	Shekhar Shankar Mahadik	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	6,388	6,388	0.06%
21	Shubhada Gokhale	Non-Promoter	Not Applicable	Non-Promoter-Individual			43,198	43,198	0.38%
22	Suchi Singh	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	2,884	2,884	0.03%
23	Ramakrishna Suryanarayana Suresh Uppalapati	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	7,197	7,197	0.06%
24	Swati Subhash Gandhi	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	59,048	59,048	0.53%
25	Vivek Naladkar	Non-Promoter	Not Applicable	Non-Promoter-Individual	NIL	0	2,884	2,884	0.03%
	Total						22,48,270	22,48,270	20.00%

1. Ultimate Beneficial Owners- 1. Sujit Sohanlal Jain;2.Hasmukh Sohanraj Rawal;3.Shailendra B Kawade;4.Abhijit Pawar

2. Ultimate Beneficial Owners- 1.Priyanka Ghugre;2.Swagata Banerjee;3.Nidhi Sandeep Agrawal;4.Yohan Bhandari;5.Shahzad Anklesaria;6.Vikram Rajkumar Khandelwal;7.Anuja Abhijit Pendharkar

3. Fractional entitlement has been Rounded down to nearest integer.

17. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees:

The proposed allottees primarily comprise individuals. In the case of non-individual proposed allottees, the details of the natural persons who are the ultimate beneficial owners and/or who ultimately control such allottees, as per the disclosures made under applicable laws, are as follows:

- **Curesense Therapeutics Private Limited**
Ultimate Beneficial Owners:
 1. Sujit Sohanlal Jain
 2. Hasmukh Sohanraj Rawal
 3. Shailendra B Kawade
 4. Abhijit Pawar
- **Freewheelers And Company –**
Ultimate Beneficial Owners:
 1. Priyanka Ghugre
 2. Swagota Banerjee
 3. Nidhi Sandeep Agrawal
 4. Yohan Bhandari
 5. Shahzad Anklesaria
 6. Vikram Rajkumar Khandelwal
 7. Anuja Abhijit Pendharkar

18. Undertaking for Re-computation of Issue Price:

The Company undertakes to recompute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, where it is required to do so.

19. Undertaking that if the amount payable on account of the re-computation of price is not paid:

Not Applicable, since the shares are being issued for consideration other than cash.

20. Disclosures under Schedule VI of the ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

Neither the Company, nor any of its Directors or Promoters, have been declared as a wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. Further, the proposed preferential issue is not being made to any person or entity that shares a land border with India, in accordance with the applicable laws.

21. Relevant Date:

The Relevant Date for determining the issue price

of the Equity Shares shall be **Wednesday, August 13, 2025**, being 30 days prior to the date of the Annual General Meeting where the special resolution for the proposed preferential issue is being considered.

22. Lock-in:

The Equity Shares to be issued and allotted pursuant to the proposed preferential issue shall be subject to lock-in for such period as may be specified under Regulation 167 of the ICDR Regulations, and shall be transferable only in the manner permitted under the said Regulation.

23. Practicing Company Secretary's Certificate;

As required under Regulation 163(2) of the ICDR Regulations, a certificate from **Aabid & Co., Practicing Company Secretaries**, certifying that the proposed preferential issue is being made in accordance with the requirements of the ICDR Regulations, will be made available for inspection by the Members of the Company at the Registered Office of the Company on all working days (except Saturdays, Sundays, and public holidays) during business hours up to the last date of remote e-voting.

The said certificate will also be made available on the website of the Company at [www.teamindiaguarentylimited.com]

24. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;

The preferential issue of **22,48,270 Equity Shares** of the Company to the Proposed Allottees is for consideration other than cash at an issue price of ₹285/- per equity share, in lieu of acquisition of equity shares of **4A Financial Technologies Private Limited**, in accordance with the Share Purchase Agreement approved by the Board.

The issue price of ₹285/- per equity share has been determined by the Board of Directors, which is higher than the floor price of ₹277.04/- per equity share certified in the valuation report dated 13th August 2025, issued by Mr. Murli Chandak, Registered Valuer (Reg. No. IBBI/RV/07/2021/14408). The valuation has been carried out in compliance with the provisions of the Companies Act, 2013 and the SEBI ICDR Regulations, 2018, with 13th August 2025 being the Relevant Date.

The objective of this issue is as outlined in Point No. 11 of this Explanatory Statement.

25. Listing;

The Company will make an application to the stock exchanges where its existing equity shares are listed for the listing and trading approval of the

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equity shares proposed to be allotted under the preferential issue. Such equity shares, once allotted, shall be fully paid-up and shall rank pari passu with the existing equity shares of the Company in all respects, including rights to dividend, voting, and other corporate benefits.

26. Other Disclosures;

- a) None of the Directors or Promoters of the Company is a fugitive economic offender as defined under the ICDR Regulations.
- b) The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- c) As the equity shares of the Company have been listed for a period exceeding 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of the ICDR Regulations relating to re-computation of the price of shares shall not be applicable.
- d) The Company is in compliance with the conditions for continuous listing of equity shares as specified under the Listing Agreement entered into with the stock exchanges, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all applicable circulars and notifications issued thereunder.
- e) The provisions of Regulation 166A of Chapter V of the ICDR Regulations have been determined based on the final shareholding calculations and issue price as approved by the Board in its meeting held on 13th August 2025. As per the final post-issue shareholding, **Amit Tewary and Curesense Therapeutics Private Limited** will be allotted 5% or more of the post-issue fully diluted share capital of the Company, and accordingly, the necessary disclosures and compliances under Regulation 166A

shall be made. The proposed preferential allotment will not result in any change in control of the Company.

- f) The Proposed Allottees do not hold any shares in the Company preceding the Relevant Date and hence the provisions of Regulation 159(1) of the ICDR Regulations relating to sale or transfer of any equity shares of the issuer during the 90 trading days preceding the Relevant Date are not applicable.
- g) As the Proposed Allottees do not hold any shares in the Company, the provisions of Regulation 167(6) of the ICDR Regulations regarding lock-in of pre-preferential allotment shareholding of the allottee(s) are not applicable.
- h) The issue of the equity shares pursuant to the preferential allotment will be well within the authorised share capital of the Company.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its Members and, accordingly, recommends the Special Resolution set out in the accompanying Notice for approval by the Members.

Except for the Proposed Allottees, none of the Directors, Key Managerial Personnel, and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

For **Team India Guaranty Limited**

Sd/-
Aarti Pandey
Company Secretary and
Compliance Officer

Place : Mumbai
Dated : 13th August 2025

ANNEXURE A

Information pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting regarding re-appointment of a Director.

Name of the Director	Satish Maruti Mangutkar
Date of Birth	03 rd May 1977
DIN	10463913
Age	47 Years
Nationality	Indian
Date of first appointment on the Board	November 07, 2024
Specialized Expertise/Brief resume/Background Details	<p>He is a Post Graduate Diploma holder in financial management having over 24 years of extensive experience in the BFSI sector. He was earlier associated with Keynote Corporate Services Ltd and SMC Capitals Ltd to look after merchant banking operations. He has been actively engaged in providing a diverse range of merchant banking services covering a broad spectrum, including Public Issues (Debt + Equity), Delisting, Takeover, Buyback, and Valuations. He has rich experience of execution of over 100 merchant banking transactions during his tenure with Category 1 Merchant Bankers.</p> <p>His rich and diverse experience reflects a comprehensive understanding of capital market dynamics and a proven track record of successfully navigating complex financial transactions.</p>
Qualifications	Post Graduate Diploma holder in financial management
Terms & Conditions of appointment/re-appointment	To be re-appointed as Director liable to retire by rotation as per resolution No. 2 stated in the AGM Notice
Remuneration sought to be paid and the remuneration last drawn	NIL
Relationship between Directors and KMPs inter se	NIL
Directorship of other Companies* as at 31 st March, 2025	NIL
Chairmanship/Membership of other Committees** as on 31 st March, 2025	NIL
Listed entities from which the Director has resigned in the past 3 years	NIL
No. of shares held in the Company as on 31 st March, 2025 including shares held as beneficial owner	NIL
Number of Meeting of Board attended during the year	3
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements (for appointment of ID)	NA

*Excludes Private/Deemed Public/ Foreign /Section 8 Companies. Excluding this, Company.

**Only Audit and Stakeholders Relationship Committees are considered. Excluding this, Company.