



BgSE FINANCIALS LIMITED
CIN: U67120KA1999PLC025860

Stock Exchange Towers, No. 51, 1st Cross, J. C. Road, Bangalore – 560027.
Tel.: 080-41575234/35 (Reception), E-Mail: cs@bfsl.co.in, Website: www. bfsl.co.in

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]

To,

The Members of BgSE Financials Limited

Notice is hereby given pursuant to Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ('the Act'), together with the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), be passed by the members of the Company, through postal ballot forms and remote e-voting for the special resolution appended below as set out hereunder.

An explanatory statement pertaining to special business setting out the material facts and the reasons/rationale there of form part of this Postal Ballot Notice for your consideration.

The Board of Directors of the Company (the " Board") has appointed Mr. V. Jayagopal, Practicing Company Secretary (CPNo.5389) as the Scrutinizer for conducting the general meeting through postal ballot form/ remote e-Voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Management Rules, 2014 and SS-2, the Company has provided postal ballot forms/ remote e-voting facility to its members to cast their votes. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting.

The Members desiring to exercise their votes are requested to carefully read the instructions indicated under section "General Information and Instructions relating to e-voting" of the Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated:

Commencement of e-voting	9.00 a.m. IST on Friday, 20 th March 2026
Conclusion of e-voting	5.00 p.m. IST on Wednesday 8 th April 2026
Cut-off date for eligibility to vote	Friday, March 13, 2026

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Wednesday, 8th April 2026, and will be disallowed thereafter.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman of the Company. The result of the postal ballot through e-voting would be announced on Friday, April 10, 2026, at the registered office of the Company. The aforesaid result along with the Scrutinizer's report would be displayed at the registered office of the Company, and on the Company's website: www.bfsl.co.in.

The last date of e-voting and receiving the postal ballot forms up to 5.00 p.m. IST on Wednesday, April 8, 2026 and shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Special Business:**Ordinary Resolution with or without modification:****1. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. VENKATARAMANI RADHAKRISHNAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

“RESOLVED THAT in accordance with the recommendation of the Nomination and remuneration committee of the Board of directors, approval of the board of directors and pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Article of Association of the company, consent of the members be and is hereby accorded for the appointment of Mr. Venkataramani Radhakrishnan (DIN:00829107) as Non-executive Independent Director of the company, not liable to retire by rotation for a term of 5 (five) consecutive years on the board of the company commencing from 13th March 2026 up to 12th March 2031.

“RESOLVED FURTHER THAT Mr. Venkataramani Radhakrishnan has consented to act as Independent Director of the company, confirmed that he is not disqualified from being appointed as Director in terms of Section 164 and is eligible for appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Pramod G Jain, Whole Time Director(DIN: 03128163) or Mr. Vishal Solanki, Company Secretary & Compliance Officer, be and is hereby severally authorized to file necessary forms with Registrar of Companies, SEBI, Stock Exchange, Depositories, FIU, other regulators and authorities and to do all such acts, deeds and things that maybe necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

Special Business:**Ordinary Resolution with or without modification:****2. TO CONSIDER AND APPROVE THE APPOINTMENT OF DR. KUPAM RAMAIYER SRIDHARA MURTHY AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

“RESOLVED THAT in accordance with the recommendation of the Nomination and remuneration committee of the Board of directors, approval of the board of directors and pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Article of Association of the company, consent of the members be and is hereby accorded for the appointment of Mr. Dr. Kupam Ramaiyer Sridhara Murthy (DIN: 01987164) as Non-executive Independent Director of the company, not liable to retire by rotation for a term of 5 (five) consecutive years on the board of the company commencing from 13th March 2026 up to 12th March 2031.

“RESOLVED FURTHER THAT Dr. Kupam Ramaiyer Sridhara Murthy has consented to act as Independent Director of the company, confirmed that he is not disqualified from being appointed as Director in terms of Section 164 and is eligible for appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Companies Act, 2013.”

"RESOLVED FURTHER THAT Mr. Pramod G Jain, Whole Time Director(DIN: 03128163) or Mr. Vishal Solanki, Company Secretary & Compliance Officer, be and is hereby severally authorized to file necessary forms with Registrar of Companies, SEBI, Stock Exchange, Depositories, FIU, other regulators and authorities and to do all such acts, deeds and things that maybe necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Special Business:

Special Resolution with or without modification:

3. TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. PRAMOD GOWTHAM CHAND JAIN (DIN:03128163) AS WHOLE-TIME DIRECTOR AND DESIGNATED DIRECTOR OF THE COMPANY FOR A FURTHER TERM OF 5 (FIVE) YEARS

"RESOLVED THAT in accordance with the recommendation of the Nomination and remuneration committee of the Board of directors, approval of the board of directors and pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Article of Association of the company, consent of the members be and is hereby accorded to the appointment of Mr. Pramod Gowtham Chand Jain, (DIN:03128163) as Whole-Time Director and Designated Director of the company for a period of five years with effect from 18th March 2026 till 17th March 2031 , on the terms and conditions of the appointment and remuneration based on the recommendation of the Nomination and remuneration committee.

"RESOLVED FURTHER THAT the remuneration payable to Mr. Pramod Gowtham Chand Jain, (DIN:03128163) shall be subject to the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT subject to the approval of the shareholders, the Board be and is hereby authorized to alter and vary the Terms and Conditions of the said Appointment and/or remuneration as it may deem fit within the limits prescribed under the Act.

"RESOLVED FURTHER THAT the members of the board be and is hereby authorize Mr. Vishal Solanki, Company Secretary and Compliance officer to file the necessary e-forms with the Registrar of Companies, SEBI, Stock Exchange, Depositories, FIU, other regulators and authorities and to do all such acts, deeds, matters, and things as may be required to give effect to this resolution."

By the Order of the Board of Directors
For BgSE Financials Limited
Sd/-

Mr. Vishal Solanki
Company Secretary and Compliance Officer

Place : Bangalore

Date : 13.03.2026

Notes:

Explanatory Statement and Statement setting out material facts as required under section 102 of the Companies Act, 2013 are annexed hereto.

ANNEXURE TO POSTAL BALLOT NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following Explanatory Statement relating to the accompanying Notice sets out all the material facts:

AGENDA 1 TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. VENKATARAMANI RADHAKRISHNAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has proposed the appointment of Mr. Venkataramani Radhakrishnan (DIN: 00829107) as an Independent Director of the Company.

In terms of the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, the appointment of an Independent Director is required to be approved by the Members of the Company.

Mr. Venkataramani Radhakrishnan has conveyed his consent to act as an Independent Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has also submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

Mr. Venkataramani Radhakrishnan (ACA, CAIIB Part I) is a banking professional with 40+ years of experience, including as General Manager – Risk Management at Union Bank of India, leading enterprise risk, Basel II, and credit policy. He has also served as Chief Advisor (Compliance) at ICICI Venture Funds and Director – Finance at True Value Homes, with strong expertise in governance, compliance, and financial strategy.

The Board is of the opinion that Mr. Venkataramani Radhakrishnan fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and that he is independent of the management of the Company. Considering his experience, knowledge and expertise, the Board believes that his association would be beneficial to the Company.

Accordingly, the Board recommends the appointment of Mr. Venkataramani Radhakrishnan as an Independent Director of the Company for a term of five (5) consecutive years commencing from 13th March 2026 up to 12th March 2031. In accordance with the provisions of Section 149 of the Act, an Independent Director is not liable to retire by rotation.

The Board of Directors recommends the resolution for approval of the Members of the Company.

AGENDA 2 TO CONSIDER AND APPROVE THE APPOINTMENT OF DR. KUPAM RAMAIYER SRIDHARA MURTHY AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has proposed the appointment of Dr. Kupam Ramaiyer Sridhara Murthy (DIN: 01987164) as an Independent Director of the Company.

Pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, the appointment of an Independent Director requires the approval of the Members of the Company.

Dr. Kupam Ramaiyer Sridhara Murthy has conveyed his consent to act as an Independent Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also submitted a declaration to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

Prof. K. R. Sridhara Murthi is a academic and former ISRO leader, currently Advisor to the Chancellor’s Advisory Board at JAIN (Deemed-to-be University). He brings over three decades of experience in India’s space programme, including serving as Managing Director of Antrix Corporation and contributing to global space policy and international collaborations.

In the opinion of the Board, Dr. Kupam Ramaiyer Sridhara Murthy fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and is independent of the management of the Company. Considering his qualifications, knowledge and experience, the Board believes that his association with the Company would be of immense benefit.

Accordingly, the Board recommends the appointment of Dr. Kupam Ramaiyer Sridhara Murthy as an Independent Director of the Company for a term of five (5) consecutive years commencing from 13th March 2026 up to 12th March 2031.. In terms of the provisions of Section 149 of the Act, an Independent Director is not liable to retire by rotation.

The Board of Directors recommends the resolution for approval of the Members of the Company.

AGENDA 3 TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. PRAMOD GOWTHAM CHAND JAIN (DIN:03128163) AS WHOLE-TIME DIRECTOR AND DESIGNATED DIRECTOR OF THE COMPANY FOR A FURTHER TERM OF 5 (FIVE) YEARS

The Board of Directors of the Company, at its meeting held on 13th March 2026, upon the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Pramod Gowtham Chand Jain (DIN: 03128163) as Whole-Time Director of the

Company for a period of five (5) years with effect from 18th March 2026, subject to the approval of the Members of the Company.

The appointment is proposed pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. Pramod Gowtham Chand Jain has conveyed his consent to act as Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received the necessary consent and declarations from him in accordance with the provisions of the Act.

Considering his experience, knowledge and contribution to the Company, the Board is of the opinion that the appointment of Mr. Pramod Gowtham Chand Jain as Whole-Time Director would be beneficial to the Company. The Board is also authorized, subject to the approval of the Members, to alter or vary the terms and conditions of his appointment and/or remuneration within the limits prescribed under the Companies Act, 2013.

The terms and conditions of his appointment, including remuneration payable to him, are in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, and are within the limits prescribed under the Act. The remuneration and other terms of appointment have been approved by the Board, which is detailed as below :

1. Term : 5 years with effective from 18th March 2026
2. Remuneration: Remuneration along with other benefits shall be Rs. 53.09 Lakhs per annum, with an annual increment in the scale of 2,25,000-15000-285000 for the next four years
3. The above-mentioned remuneration includes the following :
 - a. All company's contribution and other benefit including contribution to Provident Fund and Gratuity shall be as per the Company's policy.
 - b. Leave Encashment in accordance with the company's policy.
4. The contract of service/Employment can be terminated by giving three months' notice

Except Mr. Pramod Gowtham Chand Jain, Vinod Gowtham Chand Jain and Motilal Gowtham Chand Jain director of the company, none of the Directors or Key Managerial Personnel of the Company are concerned or interested in passing this resolution.

The Board of Directors recommends the resolution as special resolution for approval of the Members of the Company.

By the Order of the Board of Directors
For BgSE Financials Limited

Place : Bangalore
Date : 13.03.2026

Sd/-
Mr. Vishal Solanki
Company Secretary and Compliance Officer
Membership No:A69594

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015; the Company is pleased to provide members a facility to exercise their right to vote on resolution by electronic means and the business may be transacted through e-Voting Services.
- ii. The voting period begins on 20-03-2026 (Friday, 9.00 am) and ends on 08-04-2026 (Wednesday, 5.00 pm). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz., 13-03-2026 (Friday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. The Shareholders should log on to the e-voting [website: www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on Shareholders tab /option.
- v. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on earlier voting of any Company, then your existing password is to be used.
- viii. If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10-digitalpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the Folio Number in the PAN field.
	<ul style="list-style-type: none"> • In case the Folio Number is less than 8 digits enter the applicable number of leading Zeroes (O's) before the number after the first two characters of the name in CAPITAL letters. E.g., If your name is Ramesh Kumar with folio number001 then enter RA00000001 in the PAN field.
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 as mentioned in instruction.

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

- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 also to be 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. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant Company (BgSE Financials Limited) on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. 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 and enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android-based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non- Individual Shareholders and Custodians:
 - Non-Individual Shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued

in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- xxi. The following person shall be responsible to address grievances concerned with facility for remote e-voting: Contact Name - Mr. Rakesh Dalvi, Designation - Manager, Address - 25th Floor, Marathon Futurex, N.M. Joshi Marg, Lower Parel East, Mumbai - 400013. Contact No.1800225533. Email id - helpdesk.evoting@cdslindia.com.
- xxii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date viz., 13-03-2026.
- xxiii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 13-03-2026 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com
- xxiv. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as Postal Ballot. A person who is not a member as on the cut-off date should take this notice for information purpose only.
- xxv. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.bgse.co.in and on the website of CDSL www.evotingindia.com immediately after the declaration of result by the Chairman of the Company or a person authorized by him in writing.

Information At a Glance:

Sl. No.	Particulars of items	Date	Day
1	Date on which consent given to act as Scrutinizer	12-03-2026	Thursday
2	Date of Board Meeting	13-03-2026	Friday
3	Date of appointment of Scrutinizer	13-03-2026	Friday
4	Cut-off date to determine those members who are eligible to vote on the resolutions	13-03-2026	Friday
5	Date of completion of dispatch of notice along with postal ballot through Registered Post / email	17-03-2026	Tuesday
6	Date of News-paper publication of dispatch of notice	18-03-2026	Wednesday
7	Last date for receiving postal ballot by Scrutinizer (within 30 days of the completion of dispatch of the notice)	08-04-2026	Wednesday
8	E- voting Start Time and Date	20-03-2026 (09:00 am)	Friday
9	E-voting End Time and Date	08-04-2026 (05:00 pm)	Wednesday
10	Submission of report by Scrutinizer	10-04-2026	Friday
11	Date of handing over of report, postal ballot papers, etc. to the Chairman of the Company.	10-04-2026	Friday
12	Date of declaration of result by the Chairman of the Company.	10-04-2026	Friday
13	Date of signing of Minutes by the Chairman of the Company.	10-04-2026	Friday
14	Hosting Postal Ballot Results on Company's website	10-04-2026	Friday

**By the Order of the Board of Directors
For BgSE Financials Limited**

Place : Bangalore
Date : 13.03-2026

Sd/-
Mr. Vishal Solanki
Company Secretary and Compliance Officer
Membership No:A69594