



BgSE FINANCIALS LIMITED

CIN: U67120KA1999PLC025860

Stock Exchange Towers, No. 51, 1st Cross, J. C. Road, Bangalore - 560027.

Tel.: 080-41575234/35 (Reception) / Email : cs@bfsi.co.in / Website: www. bfsi.co.in

NOTICE OF THE TWENTY-SEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the **TWENTY- SEVENTH ANNUAL GENERAL MEETING** of the Shareholders of BgSE FINANCIALS LIMITED will be held on Saturday, 18th July 2026 at 9:30 A.M. through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM'), to transact the following business:

Ordinary Business:

- 1. Adoption of Audited Financial Statements:** To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2026, together with the Auditors' Report and the Report of the Board of Directors thereon, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 129, 134 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, comprising the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss, Cash Flow Statement and notes forming part thereof, together with the Auditors Report and reports of the Board of Directors, as laid before the members, be and are hereby approved, considered and adopted."

- 2. Re-Appointment of Director:** To re-appoint Mr. Motilal Jain Gowtham Chand, who is liable to be retire by rotation as Director of the Company, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Motilal Jain Gowtham Chand (DIN: 00248239), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

- 3. Re- Appointment of Director:** To re- appoint Mr. Vinod Gowtham Chand Jain as Director of the Company, who is liable to be retire by rotation as Director of the Company, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vinod Gowtham Chand Jain (DIN: 00248275), be and is hereby appointed as a Director of the Company who is liable by rotation."

Special Business:

- 4. Regularisation of Additional Directors.:** To Consider and Approve Regularisation of Mr. Krishnan Vaidyanathan Harihara Nurani (DIN No. 02120151) as Non-Executive Non-Independent Directors of the Company
To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, and pursuant to the applicable provisions of the Articles of Association of the Company, Mr. Krishnan Vaidyanathan Harihara Nurani (DIN No. 02120151), who was appointed by the Board of Directors as an Additional Director designated as Non-Executive Non-Independent Director of the Company with effect from 01st April 2026 and who holds office up to the date of this General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Members of the Company hereby authorize Mr. Pramod G Jain, Whole Time Director (DIN No: 03128163), Mr. T K Raghavendra, Chief Executive Officer and Mr. Vishal Solanki, Company Secretary (A69594) and Compliance Officer of the Company, severally, to do all such acts, deeds, matters and things, including filing of necessary forms, returns and documents with the Registrar of Companies, Exchange and depository and other statutory authorities, as may be necessary to give effect to this resolution."

5. **Regularisation of Additional Directors.:** To Consider and Approve Regularisation of Mr. Kodipura Madegowda Mahadevappa (DIN No: 07474716) as Non-Executive Non-Independent Directors of the Company. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, and pursuant to the applicable provisions of the Articles of Association of the Company. Kodipura Madegowda Mahadevappa (DIN No: 07474716), who was appointed by the Board of Directors as an Additional Director designated as Non-Executive Non-Independent Director of the Company with effect from 1st April 2026 and who holds office up to the date of this General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

"**RESOLVED FURTHER THAT** the Members of the Company hereby authorize Mr. Pramod G Jain, Whole Time Director (DIN No: 03128163), Mr. T K Raghavendra, Chief Executive Officer and Mr. Vishal Solanki, Company Secretary (A69594) and Compliance Officer of the Company, severally, to do all such acts, deeds, matters and things, including filing of necessary forms, returns and documents with the Registrar of Companies, Exchange and depository and other statutory authorities, as may be necessary to give effect to this resolution."

6. **Increase in Authorised Share Capital:** To Consider and Approve Increase in Authorised Share Capital of the Company To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each amounting to Rs. 10,00,00,000/- (Rupees Ten Crore Only) and 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- each amounting to Rs. 10,00,00,000/- (Rupees Ten Crore Only), to Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each amounting to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) and 3,00,00,000 (Three Crore) Preference Shares of Rs. 10/- each amounting to Rs. 30,00,00,000/- (Rupees Thirty Crore Only).

"**RESOLVED FURTHER THAT** the Members of the Company hereby authorize Mr. Pramod G Jain, Whole Time Director (DIN No: 03128163), Mr. T K Raghavendra, Chief Executive Officer and Mr. Vishal Solanki, Company Secretary (A69594) and Compliance Officer of the Company, severally, to do all such acts, deeds, matters and things, including filing of necessary forms, returns and documents with the Registrar of Companies, Exchange and depository and other statutory authorities, as may be necessary to give effect to this resolution."

7. **Reclassification of Authorised Share Capital:** To approve the re-classification of Authorised Share Capital in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 64 of and all other applicable provisions, if any, under the Companies Act, 2013 approval of the members of the Company be and is hereby accorded for reclassifying the Authorised Share Capital of the Company as follows:

The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each amounting to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) and 3,00,00,000 (Three Crore) Preference Shares of Rs. 10/- each amounting to Rs. 30,00,00,000/- (Rupees Thirty Crore Only).

"**RESOLVED FURTHER THAT** the Members of the Company hereby authorize Mr. Pramod G Jain, Whole Time Director (DIN No: 03128163), Mr. T K Raghavendra, Chief Executive Officer and Mr. Vishal Solanki, Company Secretary (A69594) and Compliance Officer of the Company, severally, to do all such acts, deeds, matters and things, including filing of necessary forms, returns and documents with the Registrar of Companies, Exchange and depository and other statutory authorities, as may be necessary to give effect to this resolution."

Special Business:

Special Resolution:

8. ISSUE OF 50,00,000 10% REDEEMABLE NON-CONVERTIBLE PREFERENCE SHARES OF RS. 10/- EACH

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company and such other approvals, consents, permissions and sanctions as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for the issue and allotment of 50,00,000 (Fifty Lakhs) 10% Redeemable Non-Convertible Preference Shares ("RNCPS") of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 5,00,00,000/- (Rupees Five Crore Only), forming part of the authorised share capital of the Company, on such terms and conditions as may be decided by the Board, for a period of 5 (Five) years from the date of allotment."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Section 43 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the terms and conditions of the said Redeemable Non-Convertible Preference Shares shall be as follows:

- i) The Redeemable Non-Convertible Preference Shares ("RNCPS") shall be non-participating in surplus funds, surplus assets and profits on winding-up of the Company;
- ii) The RNCPS shall carry preferential rights vis-à-vis Equity Shares with respect to payment of dividend and repayment of capital;
- iii) The holders of RNCPS shall have voting rights in accordance with the provisions of Section 47(2) of the Companies Act, 2013;
- iv) Dividend on the RNCPS shall be payable on yearly basis and if required on cumulative basis at the rate of 10% per annum;
- v) The RNCPS shall be non-convertible in nature;
- vi) The RNCPS shall be redeemable at par upon completion of 5 (Five) years from the date of allotment or for such extended period as may be approved by the Board of Directors in accordance with applicable laws;
- vii) The RNCPS shall be subject to a minimum lock-in period of 1 (One) year from the date of allotment;
- viii) The RNCPS shall be freely transferable after expiry of the lock-in period and subject to applicable provisions of law;
- ix) The Preference Shares shall be issued and held only in dematerialised form."

"**RESOLVED FURTHER THAT** Mr. Pramod G Jain, Whole Time Director (DIN No: 03128163),, Mr. Raghavendra T K, Chief Executive Officer and Mr. Vishal Solanki, Company Secretary (A69594 and Compliance Officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things, including filing of necessary forms, returns and documents with the Registrar of Companies and other statutory authorities and execution of all necessary documents, writings and papers, as may be considered necessary, proper or expedient for giving effect to this resolution."

Special Resolution:

9. Alteration in Memorandum of Association of the Company: To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, under the Companies Act, 2013 and rules framed thereunder, including modifications thereto or re-enactments thereof, the consent of the members of the Company hereby accorded to alter the existing Capital Clause of the Memorandum of Association of the Company, with the amended Clause as provided hereunder:

Clause 5th: The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- each amounting to Rs. 20,00,00,000/- (Rupees Twenty Crore Only) and 3,00,00,000 (Three Crore) Preference Shares of Rs. 10/- each amounting to Rs. 30,00,00,000/- (Rupees Thirty Crore Only).

"RESOLVED FURTHER THAT Mr. Pramod Gowtham Chand Jain, Whole Time Director (DIN: 03128163), Mr. Terkunjattaya Kannur Raghavendra, Chief Executive Officer (CEO), and Mr. Vishal Solanki, Company Secretary (ACS 69594) and Compliance Officer of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

Date : 20-06-2026
Place : Bangalore

By Order of the Board of Directors
FOR BGSE FINANCIALS LIMITED

Sd/-

Pramod Gowtham Chand Jain

Whole-Time Director

DIN: 03128163

Notes:

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

ANNEXURE TO THE NOTICE

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

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice convening the General Meeting of the Company.

ITEM NO. 4

REGULARISATION OF MR. KRISHNAN VAIDYANATHAN HARIHARA NURANI AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Krishnan Vaidyanathan Harihara Nurani (DIN No. 02120151) as an Additional Director designated as Non-Executive Non-Independent Director of the Company with effect from 1st April 2026 pursuant to the provisions of Section 161 of the Companies Act, 2013.

In terms of Section 161 of the Companies Act, 2013, Mr. Krishnan Vaidyanathan Harihara Nurani (DIN No. 02120151) holds office only up to the date of the ensuing General Meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.

The Board is of the opinion that the appointment of Mr. Krishnan Vaidyanathan Harihara Nurani (DIN No. 02120151) as a Non-Executive Non-Independent Director would be beneficial to the Company considering his experience, knowledge and expertise.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the Members.

Except Mr. Krishnan Vaidyanathan Harihara Nurani and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 5

REGULARISATION OF MR. KODIPURA MADEGOWDA MAHADEVAPPA AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Kodipura Madegowda Mahadevappa (DIN No: 07474716), as an Additional Director designated as Non-Executive Non-Independent Director of the Company with effect from 1st April, 2026 pursuant to the provisions of Section 161 of the Companies Act, 2013.

In terms of Section 161 of the Companies Act, 2013, Mr. Kodipura Madegowda Mahadevappa (DIN No: 07474716), holds office only up to the date of the ensuing General Meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.

The Board is of the opinion that the appointment of Mr. Kodipura Madegowda Mahadevappa (DIN No: 07474716), as a Non-Executive Non-Independent Director would be beneficial to the Company considering his experience, knowledge and expertise.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice for approval of the Members.

Except Mr. Kodipura Madegowda Mahadevappa and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

In order to facilitate future fund raising requirements and to enable the Company to issue further equity shares and preference shares, the Board of Directors considered it necessary to increase the Authorised Share Capital of the Company.

Accordingly, the Board at its meeting approved the increase in the Authorised Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 1,00,00,000 Equity Shares of Rs. 10/- each and 1,00,00,000 Preference Shares of Rs. 10/- each to Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 2,00,00,000 Equity Shares of Rs. 10/- each and 3,00,00,000 Preference Shares of Rs. 10/- each, subject to approval of the Members.

Pursuant to Sections 13, 61 and 64 of the Companies Act, 2013, approval of the Members is required for increase in the Authorised Share Capital of the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the respective resolutions set out in the accompanying Notice.

ITEM NO. 7

RECLASSIFICATION OF AUTHORISED SHARE CAPITAL

Consequent upon the proposed increase in Authorised Share Capital as mentioned in Item No. 6 of the Notice and considering the future funding requirements of the Company, the Board proposes reclassification of the Authorised Share Capital of the Company.

The reclassification would provide flexibility to the Company in relation to issuance of Equity Shares and Preference Shares as may be required from time to time.

Pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013, approval of the Members is required for the proposed reclassification of the Authorised Share Capital.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the respective resolutions set out in the accompanying Notice.

ITEM NO. 8

ISSUE OF 10% REDEEMABLE NON-CONVERTIBLE PREFERENCE SHARES

In order to meet the funding requirements of the Company for business expansion, working capital requirements, strengthening of financial position and general corporate purposes, the Board of Directors of the Company has considered it appropriate to raise funds through the issue of Redeemable Non-Convertible Preference Shares ("RNCPS").

Accordingly, the Board of Directors at its meeting held on 20th June 2026, subject to approval of the Members and such other approvals as may be necessary, approved the issue and allotment of 50,00,000 (Fifty Lakhs) 10% Redeemable Non-Convertible Preference Shares of Rs. 10/- each aggregating to Rs. 5,00,00,000/- (Rupees Five Crore Only).

The principal terms of the proposed issue are as under:

- a) Size of Issue: 50,00,000 (Fifty Lakhs) Redeemable Non-Convertible Preference Shares of Rs. 10/- each aggregating to Rs. 5,00,00,000/- (Rupees Five Crore Only);
- b) Dividend Rate: 10% per annum on cumulative basis;
- c) Nature of Shares: Redeemable Non-Convertible Preference Shares;
- d) **Redemption:** Redeemable at par upon expiry of 5 (Five) years from the date of allotment or such extended period as may be approved by the Board in accordance with applicable provisions of law;
- e) **Voting Rights:** The holders of RNCPS shall have voting rights in accordance with Section 47(2) of the Companies Act, 2013;
- f) **Transferability:** The RNCPS shall be freely transferable after expiry of lock-in period of one year from the date of allotment and subject to applicable laws;
- g) **Ranking:** The RNCPS shall carry preferential rights over equity shares with respect to payment of dividend and repayment of capital;
- h) **Form of Holding:** The Preference Shares shall be allotted and held only in dematerialised form.

The proposed issue of Preference Shares would enable the Company to augment its long-term financial resources without immediate dilution of equity shareholding and support the growth and operational requirements of the Company.

Pursuant to the provisions of Sections 55, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules made thereunder, approval of the Members by way of Special Resolution is required for the proposed issue of Redeemable Preference Shares.

The Board of Directors recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the respective resolutions set out in the accompanying Notice.

ITEM NO. 9

ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Consequent upon the proposed increase and reclassification of the Authorised Share Capital of the Company as mentioned under Item Nos. 6 and 7 of the Notice, it is necessary to alter Clause 5 of the Memorandum of Association of the Company to reflect the revised Authorised Share Capital structure.

The proposed alteration of Clause 5 of the Memorandum of Association is set out in the resolution forming part of the Notice.

Pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, approval of the Members by way of Special Resolution is required for alteration of the Memorandum of Association of the Company.

A copy of the Memorandum of Association along with the proposed amendments shall be available for inspection by the Members during business hours at the Registered Office of the Company up to the date of the Meeting.

Accordingly, the Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the respective resolutions set out in the accompanying Notice.

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 20/2020 dated May 5, 2020, read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021, 02/2022 dated May 5, 2022, 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024, issued clarifications regarding the holding of Annual General Meetings ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), read with the aforesaid MCA Circulars, including the latest General Circular No. 03/2025 dated September 22, 2025, the 27th AGM of the Company is being held through VC/OAVM on Saturday, July 18, 2026, at 9:30 A.M. (IST). The deemed venue for the AGM shall be the Registered Office of the Company situated at 4th Floor, Stock Exchange Towers, No. 51, 1st Cross, J.C. Road, Bengaluru - 560027.
2. To appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal of CDSL.
5. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the directors are interested will be available electronically for inspection by the members during the AGM.
6. As per above mentioned MCA Circulars, a public announcement was made on Thursday 25th June 2026 in Business Standard and Prajavani, English and Kannada Newspapers respectively.
7. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company and NSDL ("Depository"). Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website: <https://www.bfsl.co.in/>
8. Members whose email address is not registered can register the same in the following manner:
 - a. Members holding share(s) in physical mode can send mail to company's Mail ID cs_rta@bfsl.co.in or cs@bfsl.co.in to register their e-mail ID with the Company by providing the requisite details of their holdings and documents for registering their e-mail address; and
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants "DPs" for receiving all communications from the Company electronically.
9. The Company has admitted Equity Shares with National Securities Depositories Limited (NSDL). The members can avail the depository services of NSDL. The ISIN of the Company is INE272J01018. As per MCA Circular dated 10th September 2018, transfer of physical shares is not allowed in case of unlisted Public Company.

10. Register of Members and Share Transfer Book will be closed from Saturday, 11th July 2026 to Saturday, 18th July 2026 (both days inclusive) for the purpose of Annual General Meeting.
11. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and other applicable provisions, if any, of the Companies Act, 2013, the Company is offering e-voting facility to all the members of the company.
12. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. Friday, 10th July 2026, only shall be entitled to avail the facility of remote e-voting/ e-voting at the AGM. Central Depository Services (India) Limited (CDSL) will be facilitating e-voting to enable the Members to cast their votes electronically.
13. Members can cast their vote online from Wednesday, 15th July 2026, 09.00 A.M. (IST) to Friday, 17th July 2026, 5:00 P.M. (IST). At the end of remote e-voting period, the facility shall forthwith be blocked by CDSL. A person, who has become Member of the Company after the cut-off date viz., Friday, 10th July 2026, shall treat this AGM Notice for information purpose only.
14. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
15. The Members present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.
16. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at . However, if evoting@cdsl.co.in/he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
17. 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 Record Date i.e. Friday 10th July 2026.
18. Shri V. Jayagopal, Company Secretary in whole time practice, (CP No.5389) of V. Jayagopal and Associates, Flat No.9, 2ndFloor, JMJ Apartments, No.275, 100 Feet Road, Indira Nagar, HAL 2nd Stage, Adjacent to Udipi Park Restaurant, Bangalore-560038 Phone : 080-41102408, has been appointed as the Scrutinizer to scrutinize the voting process, electronically or otherwise, in a fair and transparent manner.
19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.bfsl.co.in and on the website of CDSL www.cdslindia.com within three days of the passing of the resolutions at the AGM of the Company.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

1. As you are aware, in view of the situation arising due to the COVID-19 global pandemic, general meetings of companies are being conducted in accordance with the guidelines issued by the Ministry of Corporate Affairs ("MCA") vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, and the latest General Circular No. 03/2025 dated September 22, 2025 (collectively

referred to as the "MCA Circulars"). Accordingly, the forthcoming Annual General Meeting ("AGM") will be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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 entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. 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.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No.17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company on 24th June 2026. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e.,www.evotingindia.com
7. In continuation to this Ministry's General Circular No. 20/ 2020 dated 05.05.2020, General Circular No. 02/ 2022 dated 05.05.2022 and General Circular No. 70/ 2022 dated 28.12.2022 and after due examination it has been decided to allow companies whose AGMs are due in the Year 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/ 2020 dated May 05, 2020 (MCA Circulars).

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

- (i) The voting period begins on Wednesday, 15th July 2026, 09.00 A.M. (IST) to Friday, 17th July 2026, 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 Friday, 10th July 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the venue e-voting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 on e-voting facility provided by Com-pany, all Individual shareholders holding the securities in Demat mode are allowed to

vote their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their Demat accounts in order to access e-voting facility.

Pursuant to above said 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 share holders	Login Method
Individual Share holders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration.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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

- (iv) 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	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <p>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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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.</p>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant BgSE Financials Limited on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) 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 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@bfsl.co.in, 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 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.
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/have questions may pre-register themselves as a speaker shareholder by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, email ID and mobile number at email: cs@bfsl.co.in, at least 7 days in advance prior to the meeting. These queries will be replied by the Company suitably in the AGM. The Shareholders who have queries may send their queries from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, email ID and mobile number at email: cs@bfsl.co.in, at least 10 days in advance prior to the meeting. These queries will also be replied by the Company suitably in the AGM.
8. Those Shareholders who have pre-registered themselves at least 7 days in advance prior to the meeting as a speaker shareholder will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for the smooth conduct of the AGM.
9. Only those shareholders, who are present in the AGM 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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 cs@bfsl.co.in.
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.

BgSE Financials Limited , CIN : U67120KA1999PLC025860

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 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Information at a glance:

Particulars	Notes
Cut-off date to determine who are eligible to vote on the resolutions by e voting	Friday 10th July, 2026
E-Voting start time and date	Wednesday, 15th July 2026, 09.00 A.M. (IST)
E-Voting end time and date	Friday, 17th July 2026, 5:00 P.M. (IST).
Date on which resolutions deemed to be passed	Saturday, 18th July 2026
Name, address and contact details of Registrar and Share Transfer Agent (In-house)	BgSE Financials Limited - RTA Division, Stock Exchange Tower, 4th Floor, No.51, First Cross, J C Road, Bangalore -560027 Phone: 080 41329661, 080-66673353 Mail: vp-rta@bfsi.co.in / cs_rta@bfsi.co.in
Name and contact details of e-voting service provider	Central Depository Services (India) Limited 25th Floor, Marathon Futurex, N M Joshi Marg, Lower Parel East, Mumbai-400013 Mr. Rakesh Dalvi, Manager Contact: 022-23058542/43 Email: helpdesk.evoting@cdslindia.com Mr. Rakesh Dalvi, Manager Contact: 022-23058542/43 Email: helpdesk.evoting@cdslindia.com
CDSL e-voting website address	www.evotingindia.com
Name and contact details for clarifications relating to AGM Notice and other information	Mr. Vishal Solanki, Company Secretary and Compliance Officer, Contact No. 080-66673325, Email : cs@bfsi.co.in

Date : 20-06-2026
Place : Bangalore

By Order of the Board of Directors
FOR BGSE FINANCIALS LIMITED

Sd/-

Pramod Gowtham Chand Jain

Whole-Time Director

DIN: 03128163