

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; Telephone: 0141- 6767000; Website: www.kogta.in

NOTICE OF 30th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th (Thirtieth) Annual General Meeting ("AGM" or "Meeting") of the members of Kogta Financial (India) Limited ("Company") is scheduled to be held on Thursday, the 16th day of July, 2026 at 12:00 P.M., Indian Standard Time (IST), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") Facility to transact the following businesses:

ORDINARY BUSINESSES:

1. **TO ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 129 and 134 of the Companies Act, 2013 ("Act") and other applicable provisions, if any (including any statutory modifications, amendment(s) or re-enactment thereof for the time being in force), the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 and the report of the Board of Directors' and the Independent Auditor's report thereon, be and are hereby considered and adopted."

2. **TO DECLARE FINAL DIVIDEND ON PREFERENCE SHARES.**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 123 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s), from time to time thereof), and pursuant to the Articles of Association of the Company and on the recommendation of the Board of Directors of the Company, the approval of the members be and is hereby accorded for payment of final dividend on preference shares, on pro rata basis, to the preference shareholders' on their respective Preference Share Capital of the Company, amounting to INR 792.65/- (Indian Rupees seven hundred ninety two and sixty five paise only), be paid for the financial year ended on March 31, 2026.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of Director or Company Secretary of the Company be and are hereby severally authorised on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable."

3. **TO APPOINT A DIRECTOR IN PLACE OF MR. ROBIN BHANWARLAL AGARWAL (DIN: 08572806), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

***“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Robin Bhanwarlal Agarwal (DIN: 08572806), Non-Executive Director of the Company, who retires by rotation at this Annual General Meeting, and being eligible, offered himself for re-appointment.*

***RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and are hereby severally authorised to do all such deeds, things and acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution.”*

4. TO APPOINT A DIRECTOR IN PLACE OF MR. RAHUL NIRMAL MUKIM (DIN: 06996915), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

***“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Rahul Nirmal Mukim (DIN: 06996915), Nominee Director of the Company, who retires by rotation at this Annual General Meeting, and being eligible, offered himself for re-appointment.*

***RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and are hereby severally authorised to do all such deeds, things and acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution.”*

SPECIAL BUSINESSES:

5. TO REVIEW AND APPROVE RE-APPOINTMENT OF MR. ARUN KOGTA (DIN: 05109722) AS MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER 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 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications(s), amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to Articles of Association of the Company made thereunder and in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of*

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

the Company be and is hereby accorded to approve the re-appointment of Mr. Arun Kogta (DIN:05109722), as Managing Director and Chief Executive Officer of the Company for a further period of 5 (five) years with effect from September 23, 2026 to September 22, 2031, on such terms and conditions as may be decided by the Board and the members from time to time.

RESOLVED FURTHER THAT any director or Company Secretary of the Company be and are hereby severally authorised to execute and sign all necessary documents, forms, letters, applications and deeds and to do all acts, things and deed as may be necessary to give effect to aforesaid resolution."

6. TO REVIEW AND APPROVE REMUNERATION TO BE PAID TO MR. ARUN KOGTA, MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27 AND THEREAFTER.

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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the said Act (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), rules made thereunder, rules, guidelines and circulars issued by the Reserve Bank of India, from time to time and pursuant to the Articles of Association of the Company & Nomination and Remuneration Policy of the Company and in accordance with the recommendation of Nomination and Remuneration Committee and the Board of Directors ("Board") of the Company, the consent of members of the Company be and is hereby accorded to increase remuneration of Mr. Arun Kogta, Managing Director & Chief Executive Officer of the Company by 5% in fixed pay resulting the remuneration to INR 3,09,12,000/- (Indian Rupees Three Crore Nine Lac Twelve Thousand Only), to be paid for the Financial Year 2026-27 and thereafter, unless reviewed and revised by the members of the Company.

RESOLVED FURTHER THAT the Variable Pay Plan ("VPP") framework shall continue to remain in force for the current financial year as well as for the ensuing financial years, unless otherwise modified or revised by the members of the Company, from time to time.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the remuneration as aforesaid will be paid to Mr. Arun Kogta in accordance with the applicable provisions of Schedule V of the Act.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorised to take all such steps as may be necessary in relation to the above and file such documents with regulators, concerned persons/entities and to the Registrar of Companies, Rajasthan."

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

7. TO REVIEW AND APPROVE REMUNERATION TO BE PAID TO MR. VARUN KOGTA, WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER OF THE COMPANY FOR FINANCIAL YEAR 2026-27 AND THEREAFTER

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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the said Act (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), rules made thereunder, rules, guidelines and circulars issued by the Reserve Bank of India, from time to time and pursuant to the Articles of Association of the Company & Nomination and Remuneration Policy of the Company and in accordance with the recommendation of Nomination and Remuneration Committee and the Board of Directors (“Board”) of the Company, the consent of members of the Company be and is hereby accorded to increase the remuneration of Mr. Varun Kogta, Whole Time Director & Chief Financial Officer of the Company by 5% in fixed pay resulting the remuneration to INR 2,62,75,200/- (Indian Rupees Two Crore Sixty Two Lac Seventy Five Thousand Two Hundred Only), to be paid for the Financial Year 2026-27 and thereafter, unless reviewed and revised by the members of the Company.

RESOLVED FURTHER THAT the Variable Pay Plan (“VPP”) framework shall continue to remain in force for the current financial year as well as for the ensuing financial years, unless otherwise modified or revised by the members of the Company, from time to time.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the remuneration as aforesaid will be paid to Mr. Varun Kogta in accordance with the applicable provisions of Schedule V of the Act.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorised to take all such steps as may be necessary in relation to the above and file such documents with regulators, concerned persons/entities and to the Registrar of Companies, Rajasthan.”

8. TO CONSIDER & APPROVE THE AUTHORITY TO ACCEPT BORROWINGS UPTO AN AGGREGATE VALUE NOT EXCEEDING INR 10,000 CRORES.

To consider and if thought fit, to pass, the following resolutions as a **Special Resolution:**

“RESOLVED THAT in supersession of the earlier resolution passed at the Annual General Meeting held on July 08, 2025, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to authorize the Board of Directors (“Board”) of the Company and/or the Loan and Investment Committee (“Committee”) as may be authorized by the Board, to borrow from time to time any sums of money in any currency, inter alia, by way of advances, loans (including external commercial borrowings), issue of non-convertible debentures ((a) subordinated, (b) listed or

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, (f) market linked debentures, and/or (g) any others (as may be determined)), Bonds, commercial papers and/or other instruments or otherwise in such manner and upon such terms and conditions, with or without security, as may be deemed necessary and prudent by the Board and/or the Committee for the business of the Company, from various entities (natural or artificial), financial institutions, cooperative banks, banks, mutual funds, association of persons, firms, Small Industries Development Bank of India (SIDBI), insurance companies and/or other body corporates/person which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may, at any time, exceed the aggregate of the Company's paid-up share capital, free reserves and securities premium, provided however that the sums so borrowed and remaining outstanding on account of principal shall not, at any time, exceed INR 100,00,00,00,000/- (Indian Rupees Ten Thousand Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board and/or Committee be and is hereby severally authorized to arrange or finalize the terms and conditions of all such borrowings, from time to time, viz. terms as to interest, repayment, security, etc. as it may deem fit and to sign and execute all such documents, agreements and writings and do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorised to take all such steps as may be necessary in relation to the above and file such documents with regulators, concerned persons/entities and to the Registrar of Companies, Rajasthan."

9. TO CONSIDER & APPROVE THE AUTHORITY TO CREATE MORTGAGE, CHARGE ETC. TO SECURE BORROWINGS UPTO AN AGGREGATE VALUE NOT EXCEEDING INR 10,000 CRORES.

To consider and if thought fit, to pass, the following resolutions as a **Special Resolution**:

"RESOLVED THAT in supersession of the earlier resolution passed at the Annual General Meeting held on July 08, 2025 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, approval of the Members of the Company be and are hereby accorded to authorize the Board of Directors ("**Board**") of the Company and/or the Loan and Investment Committee ("**Committee**") as may be authorized by the Board, to:

- (a) sell, transfer, convey or otherwise dispose of, including by way of any securitization transactions and/or transfer of loan exposures/direct assignment transactions, in such form and manner and on such terms as the Board and/or the Committee may determine, all or any of the immovable properties and movable assets (both tangible and intangible), including without limitation, book debts and loan receivables, of the Company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated, provided that the aggregate of all immovable properties and movable assets sold, transferred or conveyed by the Company does not exceed INR 100,00,00,00,000/- (Indian Rupees Ten Thousand Crores Only) at any time; and/or

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

(b) *create charge/security interest, inter alia, by way of mortgage, pledge, hypothecation (in addition to any existing charge/security interest created/to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board and/or the Committee may determine, on all or any part of the movable and/or immovable properties of the Company of every nature and kind whatsoever, and/or create a floating charge on all or any part of movable properties of the Company and the whole of the undertaking of the Company, tangible or intangible assets of the Company, both present and future, as the case may be in favor of bank(s), financial institution(s), mutual funds, investor(s), debenture holder(s)/trustee(s), state government(s)/agency(ies) representing various state government(s) and/or other agencies, etc., or any other lender(s)/person(s) and their agent(s) or trustee(s) (collectively, "Lenders") from time to time for securing the borrowing/financial indebtedness availed / to be availed by the Company and/or any third party, inter alia, by way of loan(s) (in Indian Rupees and/or any foreign currency) and/or securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued/to be issued by the Company from time to time (collectively, "Financial Indebtedness"), in such form and manner and on such terms as the Board may determine, subject to maximum extent of the Financial Indebtedness secured by the assets of the Company not exceeding the limits approved under Section 180(1)(c) of the Act i.e. INR 100,00,00,00,000/- (Indian Rupees Ten Thousand Crores Only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the agent(s) / trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and/or the Committee and the Lenders.*

RESOLVED FURTHER THAT *the security interest to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the security interest already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and/or the Committee and as may be agreed with the Lenders.*

RESOLVED FURTHER THAT *the Board and/or the Committee be and are hereby severally authorized to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the aforementioned resolutions.*

RESOLVED FURTHER THAT *any Director or Company Secretary of the Company be and are hereby severally authorised to take all such steps as may be necessary in relation to the above and file such documents with regulators, concerned persons/entities and to the Registrar of Companies, Rajasthan."*

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

10. TO CONSIDER AND APPROVE THE POWER FOR ISSUANCES OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS UPTO INR 2,000 CRORES.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

***"RESOLVED THAT** pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**" or "**Companies Act**") read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force), the Foreign Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("**RBI**") and/or the Securities and Exchange Board of India ("**SEBI**"), and in accordance with the provisions of the memorandum of association and the articles of association of the Company, the approval and consent of the members of the Company be and is hereby accorded to authorize the board of directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include Loan & Investment Committee ("**Committee**") of the Board) to issue, and to make offer(s) and/or invitation(s) to eligible persons to subscribe to, non-convertible debentures ((a) listed or unlisted (to the extent permitted under applicable law), (b) senior secured, (c) senior unsecured, (d) unsecured, (e) subordinated, (f) market linked debentures, and/or (g) any others (as may be determined)) ("**NCDs**" or "**Debentures**"), on a private placement basis, in one or more tranches, for a period of 1 (one) year from the date of passing of this resolution, provided that the outstanding principal amounts of all such NCDs at any time during the period shall not exceed INR 20,00,00,00,000 (Indian Rupees Two Thousand Crore Only).*

***RESOLVED FURTHER THAT** the Board and/or the Committee be and are hereby severally authorized and empowered to arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, security, etc.) as it may think fit of such NCDs, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions.*

***RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorised to take all such steps as may be necessary in relation to the above and file such documents with regulators, concerned persons/entities and to the Registrar of Companies, Rajasthan."*

11. TO CONSIDER AND APPROVE TO INCREASE THE INVESTMENT LIMIT OF THE COMPANY UPTO INR 2,500 CRORES.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

***"RESOLVED THAT** in supersession of the earlier resolution passed at the Annual General Meeting held on July 08, 2025, and pursuant to the provisions of section 186 and all other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof) or of any other law for the time being in force, subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, approval of the members of the Company be and is hereby accorded to the Board of Directors ("**Board**") of the Company and/or the Loan and Investment Committee ("**Committee**") as may be authorized by the Board, to:*

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

(a) *make investment(s) in securities (including without limitation, shares, money market instrument, units and/or other instruments issued by alternate investment funds, debentures, bonds, government securities issued by the Central and/or State Governments, treasury bills, liquid funds and/or other instruments issued by bodies corporate wholly owned by the Government of India, units and/or other instruments issued under any schemes of Mutual Funds – Debt Funds (including liquid funds for short term liquidity purpose, etc.) and/or fixed deposits;*

(b) *grant loans to any person or body corporate; and/or*

(c) *give guarantee(s) and/or provide security to any bank, financial institutions or any lending institutions, firms, proprietorship concern, body corporate or persons ("Lenders") and their agents or trustees in connection with any loan or financial indebtedness provided by the Lenders to any other body corporate or person,*

in excess of the thresholds set out in Section 186(2) of the Companies Act, 2013, provided that the amounts of such investments, loans, guarantees and security interest (together with any investments, loans, guarantees and security interest previously made/provided) does not exceed the limit of INR 25,00,00,00,000/- (Indian Rupees Two Thousand Five Hundred Crores Only), and on such terms and conditions as may be considered suitable either by the Board or the Committee in the interest of the Company, in accordance with the Board approved Investment Policy of the Company.

RESOLVED FURTHER THAT *the Board and the Committee be and are hereby severally authorized to negotiate and finalize the terms and conditions of the said investments, loans, guarantees and security interest on behalf of the Company as it may deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to authorize any person to sign and execute all deeds, applications, documents and such investments, loans, guarantees and security interest and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.*

RESOLVED FURTHER THAT *any Director or Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary in relation to the above and file such documents with regulators, concerned persons/entities and to the Registrar of Companies, Rajasthan."*

**BY ORDER OF THE BOARD OF DIRECTORS
FOR KOGTA FINANCIAL (INDIA) LIMITED**

Registered Office:

"Kogta House", Azad Mohalla,
Near Railway Station,
Bijainagar – 305 624, Rajasthan, India

Telephone: 0141-6767000

Website: www.kogta.in

CIN: - U67120RJ1996PLC011406

E-mail: compliance@kogta.in

Sd/-

**KARAN SINGH CHOUHAN
COMPANY SECRETARY &
COMPLIANCE OFFICER**

M. No: A45180

DATE: JUNE 17, 2026

PLACE: JAIPUR

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

Notes:

1. Pursuant to the Ministry's 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. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 read with other relevant and applicable circular (collectively referred to as "MCA Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act"), the Company is allowed to conduct the Annual General Meeting (AGM) through VC/OAVM, therefore 30th AGM of the Company is being conducted through VC/OAVM, without the physical presence of Members at a common venue, hence, the notice of the 30th AGM along with the Annual Report for the Financial Year 2025-26 is being sent by electronic mode to those members and trustees for the debenture holders whose e-mail addresses are registered with the Company. The deemed venue for the 30th AGM shall be the Registered Office of the Company. Since, the AGM will be held through VC/OAVM Facility, the Route Map, proxy form and attendance slip are not annexed to this Notice.
2. The explanatory statement pursuant to Section 102 of the Act, setting out material facts concerning special businesses as stated under Item Nos. 5 to 11 of the accompanying AGM Notice, is annexed hereto. Pursuant to Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, brief profile and other additional information of directors seeking appointment or re-appointment or variation in terms of remuneration at the AGM, is furnished in Annexure-A to this Notice.
3. This is to inform that as the physical presence of members has been dispensed with for attending the Meeting through VC/OAVM Facility, therefore, there is no requirement for appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 30th AGM.
4. Attendance of the members participating in the 30th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In case of joint holders attending the AGM through VC/OAVM, only such joint holders who are higher in the order of their names as per the register of members of the Company, as of the cut-off date i.e. July 09, 2026, will be entitled to join and vote at the meeting.
6. Corporate Members intending their authorized representative to attend the AGM are required to send a duly certified scanned copy of its Resolution authorizing them to attend and vote through VC/OAVM on their behalf at the AGM by e-mail to compliance@kogta.in
7. The Board of Directors at their meeting held on May 12, 2026 had recommended final dividend at the rate 0.0001% of face value of preference shares on pro-rata basis to the preference shareholders' on their respective Preference Share Capital of the Company be paid for the financial year ended March 31, 2026, which if approved at this AGM, will be paid, subject to deduction of tax at source ("TDS") within 30 days from the date of AGM.

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

8. The Company has fixed July 09, 2026 as the "**Record date**" for the purpose of determining the members eligible to receive final dividend for the Financial Year ended March 31, 2026 and if the Final Dividend as recommended by the Board of Directors is approved and declared at the AGM, will be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.
9. The Register of Directors and KMPs and their shareholding, maintained under section 170 and Register of contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the Members during business hours on all working days without any fee by the Members from the date of circulation of this Notice till the conclusion of AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM and during the AGM. Members seeking to inspect such documents can send an e-mail to compliance@kogta.in by mentioning their name, Folio numbers/DP ID and Client ID.
10. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend, if any. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
11. The Members holding shares in demat form and have not registered their e-mail IDs with their Depository Participant are requested to register their e-mail address, to enable the Company to use the same for serving documents electronically. Shareholders holding shares in physical form shall provide their e-mail address to RTA.
12. Members may note that this notice of the AGM and Annual Report for the financial year 2025-26 have been available on the Company's website at www.kogta.in and on the website of the stock exchange i.e. BSE Limited at www.bseindia.com
13. Members are requested to notify the Company immediately after any change in their address without any delay.
14. In all correspondence with the Company, members are requested to quote their account/Client ID/folio numbers.
15. 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 compliance@kogta.in from Wednesday, June 17, 2026 to Thursday, July 9, 2026. The facility to express views/ask questions during the AGM shall be restricted only to those members who have pre-registered themselves as speakers. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

- 16.** SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at www.kogta.in/pages/contact-us/
- 17.** The facility for e-voting will be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- 18.** The Company has appointed KFin Technologies Limited ("KFin") for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in these notes and is also available on the website of the Company at www.kogta.in
- 19.** Members may note that the VC/OAVM facility, provided by KFin Technologies Limited, allows participation of 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. 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. can attend the AGM without any restriction on account of a first-come-first-served basis principle.
- 20.** The Company has designated an exclusive Email ID compliance@kogta.in for redressal of shareholders complaints/grievances. For any investor related queries, you are requested to please write to us at the above Email ID.
- 21.** The Board of Directors of the Company has appointed Ms. Divya Kalra (ACS No. 58340) partner of M/s. ATCS & Associates, Practicing Company Secretaries, as the Scrutinizer to ensure that the voting and remote e-voting process of the AGM is conducted in a fair & transparent manner.
- 22. INSTRUCTIONS FOR JOINING THE AGM THROUGH VC/ OAVM ARE AS FOLLOWS:**
 - a.** Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFin. Members are requested to login at <http://emeetings.kfintech.com/> and click on the "Video Conference" tab to join the Meeting by using the remote e-voting credentials.
 - b.** The facility of joining the AGM through VC / OAVM shall be available 15 (Fifteen) minutes before the scheduled time of commencement of the AGM and shall remain open for 15 (Fifteen) minutes after such scheduled time.
 - c.** Members who do not have User ID and Password for e-voting or who have forgotten the same may retrieve/reset their credentials by following the instructions provided in Note No. 24 of this notice.

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

- d. Members are encouraged to join the AGM through laptops or desktops for a better experience. Participation through smartphones, tablets or iPads is also permitted; however, Members are advised to ensure a stable and high-speed internet connection to avoid any disruption during the proceedings. It is recommended to use the latest version of web browsers such as Google Chrome, Safari, Microsoft Edge or Mozilla Firefox. Members accessing the AGM through mobile networks or hotspots may experience audio/video interruptions due to network fluctuations and are therefore advised to use stable Wi-Fi or LAN connectivity.
- e. Members may join the AGM in VC/OAVM mode by following the procedure mentioned in paragraph (a) above. The facility shall remain available throughout the duration of the AGM.
- f. In case of any queries or technical assistance required for participation in the AGM through VC/OAVM, Members may refer to the "How it Works" section available at <http://emeetings.kfintech.com/> or contact the Company at compliance@kogta.in. Alternatively, Members may contact KFin at Selenium Building, Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Telangana, India, or via email at einward.ris@kfintech.com / evoting@kfintech.com or at +91 40 6716 1509/1604/1779 or at Toll-free No. 1800-3454-001 / 1800-3094-001.

23. PROCEDURE FOR REMOTE E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its Members with the facility to exercise their voting rights electronically on all resolutions set forth in this Notice.

Members may cast their votes remotely through the e-voting platform provided by KFin, in accordance with the instructions set out herein. The Company has enabled this facility to facilitate wider participation and convenience for its Members.

24. INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:

In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the remote e-voting facility is being provided through KFin, to enable Members to cast their votes electronically in a convenient and secure manner.

Individual Members holding equity shares in dematerialised form may access and cast their votes through their demat accounts / websites of Depositories / Depository Participants ("DPs"), in accordance with the procedure prescribed below. This mechanism facilitates seamless authentication without requiring separate registration with the e-voting service provider.

Members are advised to update their mobile number and e-mail address with their respective DPs to enable access to the remote e-voting facility.

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

The procedure for logging in and accessing remote e-voting is provided below:

A) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

For NSDL

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:<ol style="list-style-type: none">I. Visit URL: https://eservices.nsdl.comII. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.III. On the new page, enter User ID and Password.IV. Post successful authentication, click on "Access to e-Voting"V. You will see Company Name: "Kogta Financial (India) Ltd." on the next screen. Click on the e-Voting link available against Kogta Financial (India) Ltd. or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.2. User not registered for IDeAS e-Services<ol style="list-style-type: none">I. To register click on link: https://eservices.nsdl.com;II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.III. Proceed with completing the required fields.IV. Follow steps given in point 13. Alternatively by directly accessing the e-Voting website of NSDL<ol style="list-style-type: none">I. Open URL: https://www.evoting.nsdl.com/II. Click on the icon "Login" which is available under 'Shareholder/Member' section.III. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.IV. On successful authentication, you will enter the e-voting module of NSDL. Click on "Active E-voting Cycles / VC or OAVMs" option under E-voting. You will see Company Name: "Kogta Financial (India) Ltd." on the next screen. Click on the e-Voting link available against Kogta Financial (India) Ltd. or select e-Voting service

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

	provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.
For CDSL	
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none">1. Existing user already opted for Easi/Easiest<ol style="list-style-type: none">I. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick LoginII. Enter your registered User ID and Password for accessing Easi/Easiest.III. You will see Company Name: "Kogta Financial (India) Limited" on the next screen. Click on the e-Voting link available against Kogta Financial (India) Limited or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.2. User not registered for Easi/Easiest<ol style="list-style-type: none">I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration.II. Proceed with completing the required fields.III. Follow the steps given in point 1.3. Alternatively, by directly accessing the e-Voting website of CDSL<ol style="list-style-type: none">I. Visit URL: www.cdslindia.com.II. Click on Evoting tab and provide your demat Account Number and PAN.III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.IV. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Kogta Financial (India) Limited or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.
Individual Shareholders holding securities in demat mode – Login through demat accounts/ Website of	<ol style="list-style-type: none">I. Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of DPs registered with NSDL/CDSL.

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

Depository Participant	<p>II. An option for "e-Voting" will be available once you have successfully logged-in through your respective logins. Click on the option "e-Voting" and you will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable).</p> <p>III. Click on the e-Voting link available against Kogta Financial (India) Ltd. or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication</p>
------------------------	--

Members who are unable to retrieve User ID / Password are advised to use "Forgot user ID" and "Forgot Password" option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430.
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022- 62343626 and 022-62343259.

B. LOGIN METHOD FOR REMOTE E-VOTING FOR MEMBERS OTHER THAN INDIVIDUAL MEMBERS HOLDING EQUITY SHARES IN DEMAT MODE AND FOR MEMBERS HOLDING EQUITY SHARES IN PHYSICAL MODE

Members whose e-mail addresses are registered with the Company / Depository Participants ("DPs") will receive an e-mail communication from KFin containing detailed instructions for remote e-voting, including the e-Voting Event Number ("EVEN"), User ID and Password.

- i. Members are required to access the e-voting website of KFin by entering the following URL in their internet browser: <https://evoting.kfintech.com>
- ii. Enter the login credentials, i.e., User ID and Password:
 - In case of Members holding equity shares in physical form, the User ID will be the e-Voting Event Number ("EVEN") followed by the Folio Number.
 - In case of Members holding equity shares in demat form, the User ID will be the DP ID and Client ID.

However, Members who are already registered with KFin for e-voting may use their existing User ID and Password to login and cast their vote.

- iii. After entering the required details, click on the "Login" tab.

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

- iv. Upon successful login, Members will be prompted to change their password. The new password shall be a minimum of 8 (eight) characters and must include at least one uppercase letter (A–Z), one lowercase letter (a–z), one numeric value (0–9), and one special character (such as @, #, \$, etc.).

Members will also be required to update their contact details, including mobile number and e-mail address, on first login. Additionally, Members may set a secret question and answer to facilitate password retrieval in case of loss/forgetfulness.

Members are strongly advised not to share their password with any other person and to maintain strict confidentiality of the same.

- v. Thereafter, Members shall be required to login again using the revised credentials.
- vi. Upon successful login, the system will prompt the Member to select the relevant e-Voting Event Number ("EVEN") for the Company" i.e. Kogta Financial (India) Limited.
- vii. On the voting page, Members shall enter the number of shares (representing the number of votes) held as on the cut-off date under the "FOR" or "AGAINST" options. Members may also partially vote "FOR" and partially "AGAINST", provided that the total number of votes cast does not exceed the total shareholding as on the cut-off date. Members may alternatively choose to "ABSTAIN" from voting on a resolution. In the event a Member does not indicate either "FOR" or "AGAINST", such vote shall be treated as "ABSTAIN" and the shares held shall not be counted under either category.
- viii. Voting shall be exercised separately for each resolution set out in the Notice. If a Member does not cast a vote on any specific resolution, it shall be treated as an abstention in respect of such resolution.
- ix. Members holding equity shares in multiple folios or demat accounts shall be required to cast their votes separately for each such folio or demat account.
- x. Members may cast their vote by selecting the appropriate option ("FOR", "AGAINST" or "ABSTAIN") and then clicking on the "Submit" button.
- xi. A confirmation box will be displayed on the screen. Members should click "OK" to confirm their vote or "CANCEL" to modify their selection. Once the vote on a resolution has been confirmed and submitted, it cannot be modified. During the e-voting period, Members may log in multiple times to review or cast their vote, provided that the vote has not yet been submitted and confirmed.
- xii. Corporate and Institutional Members (i.e., Members other than Individuals, HUFs, NRIs, etc.) are required to send a scanned copy of the Board Resolution, Authority Letter, or such other valid authorisation, in PDF format, authorising their designated representative(s) to attend the AGM through VC/OAVM on their behalf and to cast votes through remote e-voting.

The said documents should be sent by e-mail to the Scrutiniser at aroracs2@gmail.com with a copy marked to evoting@kfintech.com and to the Company at Compliance@kogta.in.

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

In case the authorised representative attends the AGM, the above-mentioned documents shall be submitted before the commencement of the Meeting.

In case the e-mail address of a Member is not registered with the Company or the Depository Participants ("DPs"), such Member is requested to register or update their e-mail address with the respective DP (for shares held in dematerialised form) or inform KFin Technologies Limited at einward.ris@kfintech.com (for shares held in physical form) by submitting the relevant ISR forms

Thereafter, such Member may follow all steps detailed in Note No. 24 (B) (i) to (xii) above to cast their vote electronically through the remote e-voting facility.

OTHER INSTRUCTIONS:

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download Section of <http://evoting.kfintech.com> or contact at Compliance@kogta.in, or Mr. Hanumantha Rao Patri, Assistant Vice President- Corporate Registry, KFin at KFinTech, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500 032, India or at the email ID einward.ris@kfintech.com / evoting@kfintech.com or at +91 40 6716 1509/1604/1779 or at Toll-free No. 1800-3454-001 / 1800-3094-001 for any further clarifications.
- b. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting commences on Monday, 13th July, 2026 (9:00 a.m. IST) and ends on, Wednesday, 15th July, 2026 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date Thursday, 09th July, 2026 may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- d. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on Thursday, 9th July, 2026 being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.
- e. Persons holding securities in physical mode and non-individual shareholders holding securities in demat mode who become Members of the Company after dispatch of AGM Notice but on or before the cut-off date for e-Voting, i.e. Thursday, 9th July, 2026, may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD Folio No. or DP ID Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

Example for NSDL: MYEPWD IN12345612345678

Example for CDSL: MYEPWD 1402345612345678

Example for Physical: MYEPWD XXXX1234567890 (XXXX being EVEN)

- ii. If e-mail address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <http://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call KFin toll free number 1800-3454-001 / 1800-3094-001.
- iv. Member may send an e-mail request to evoting@kfintech.com. KFin shall send User ID and Password to those new Members whose e-mail IDs are available

25. VOTING AT THE AGM

- a. The procedure for e-voting during the AGM shall be the same as the instructions provided above for remote e-voting, as the Meeting is being conducted through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").
 - b. The e-voting facility during the AGM will be activated upon the instructions of the Chairman of the Meeting.
 - c. E-voting during the AGM is fully integrated with the VC/OAVM platform and no separate login credentials will be required for Members to cast their votes.
 - d. Only those Members who are present at the AGM through VC/OAVM and who have **not already cast their votes through remote e-voting** and are otherwise not barred from voting, shall be eligible to vote during the AGM.
 - e. Members who have already exercised their votes through remote e-voting are entitled to attend the AGM via VC/OAVM but **shall not be eligible to vote again** during the Meeting. Each Member may exercise their voting right **only once**, either through remote e-voting prior to the AGM or through e-voting during the AGM.
26. The results shall be declared within two working days from conclusion of the Meeting which is within the time stipulated under the applicable laws. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at <https://www.kogta.in> and the website of KFin: <http://evoting.kfintech.com> immediately after the results are declared and will simultaneously be forwarded to BSE Limited, where non-convertible debentures of the Company are listed and shall be displayed at the Registered Office as well as at the Corporate Office of the Company.

27. PROCEDURE FOR REGISTERING THE EMAIL ADDRESSES AND OBTAINING THE AGM NOTICE AND E-VOTING INSTRUCTIONS BY THE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORY (IN CASE OF MEMBERS HOLDING SHARES IN DEMAT FORM) OR WITH KFIN (IN CASE OF MEMBERS HOLDING SHARES IN PHYSICAL FORM):

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

I. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- a. Members holding shares in demat form can get their email ID registered by contacting their respective DPs.
- b. Members holding shares in physical form may register their email address and mobile number with KFin by sending Form ISR 1 and other relevant forms to KFinTech at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India – 500 032 or at the email ID einward.ris@kfintech.com for receiving the AGM Notice and the e-voting instructions.

II. Those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs / KFin to enable serving of notices / documents / Annual Reports and other communications electronically to their email address in future.

28. Procedure for Registration and Updation of E-mail and Mobile for Members Holding Shares in Physical Mode

Members holding shares in physical mode are hereby notified that the Securities and Exchange Board of India ("SEBI") has mandated that all folios be KYC-compliant. Accordingly, shareholders are required to furnish their **PAN, contact details, bank account details, and nomination information** to the Registrar and Share Transfer Agent ("RTA"). Shareholders are also requested to register their **postal address with PIN** and are encouraged to register their **e-mail address** for ease of communication and participation in corporate actions, including electronic voting.

Members holding shares in physical mode may register or update their contact details by submitting the requisite **ISR-1 Form** along with supporting documents. The ISR-1 Form can be downloaded from the Company's website and the RTA's website at the following links:

- Company: <https://www.kogta.in/investors>
- RTA: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

The ISR Form and supporting documents may be submitted through any of the following modes:

a. **In-Person Verification (IPV):** The authorized representative of the RTA shall verify the original documents submitted by the Member and retain copies with IPV stamping, including the date and initials.

b. **Submission of Self-Attested Hard Copies:** Members may submit self-attested copies of the ISR Form and supporting documents by post to the address of the RTA provided in the Notice.

Name	KFin Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

Through electronic mode with e-sign by following the link:
<https://ris.kfintech.com/clientservices/isc/isrforms.aspx> Detailed FAQs can be found on the link:
<https://ris.kfintech.com/faq.html>

For more information on updating the email and mobile detail for securities held in electronic mode, please reach out to the respective DP(s), where the demat account is being held.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR KOGTA FINANCIAL (INDIA) LIMITED**

Registered Office:

"Kogta House", Azad Mohalla,
Near Railway Station,
Bijainagar – 305 624, Rajasthan, India

Telephone: 0141-6767000

Website: www.kogta.in

CIN: - U67120RJ1996PLC011406

E-mail: compliance@kogta.in

Sd/-

**KARAN SINGH CHOUHAN
COMPANY SECRETARY &
COMPLIANCE OFFICER**

M. No: A45180

DATE: JUNE 17, 2026

PLACE: JAIPUR

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

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

The following explanatory statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the special businesses mentioned in the accompanying notice of AGM:

Resolution at Item No. 05

The members are hereby informed that pursuant to the provisions of section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013, the appointment/re-appointment of managing director shall require the approval of members and shall not be made earlier than one year before the expiry of his term. Further, Mr. Arun Kogta (DIN: 05109722) was appointed as Managing Director and Chief Executive Officer (CEO) of the Company at 25th Annual General Meeting of the Company and his tenure will be expired on September 22, 2026. The Nomination and Remuneration Committee recommended to the Board for his re-appointment as Managing Director and CEO. The brief background of Mr. Arun Kogta is given hereunder:

Mr. Arun Kogta (DIN: 05109722) holds degree in MBA (Finance) from Cardiff University, U.K. and a Bachelor's degree in Civil Engineering from Pune University and currently holding position of Managing Director & Chief Executive Officer in the Company. After joining the Company in 2004, his insight of understanding the finance business and professional zeal has been catalyst behind the Company's meteoric rise to its present level. His areas of expertise include marketing, credit, risk analysis and collection and his core area of working comprises formulating business development strategies, budgets, setting up of new points of disbursements, evaluation of new product segments, risk analysis of current areas of operations, etc. All Board members were satisfied with his work and efforts made towards the growth and expansion of the Company and gave him rating equivalent to "Excellent" on his annual performance evaluation.

The Board of Directors recommends the resolution set out at Item No. 05 of the accompanying Notice, for the approval of the members of the Company as a Special Resolution.

None of the directors (except Mr. Arun Kogta and Mr. Varun Kogta and their relatives) and key managerial personnels of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

Resolution at Item No. 06

The members are hereby informed that the Nomination and Remuneration Committee recommended the fixed remuneration of INR 3,09,12,000/ (Indian Rupees Three Crore Nine Lac Twelve Thousand Only) to be paid to Mr. Arun Kogta (DIN: 05109722) for financial year 2026-27 and thereafter, in accordance with the provisions of section 197 and other applicable sections of the Companies Act, 2013 read with rules and schedules made thereunder, which was duly considered and approved by the Board of Directors of the Company and further recommended to the members of the Company for its consideration and approval. In this regard the brief profile of Mr. Arun Kogta is given hereunder for the consideration of members:

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

Mr. Arun Kogta holds degree in MBA (Finance) from Cardiff University, U.K. and a Bachelor's degree in Civil Engineering from Pune University and currently holding position of Managing Director & Chief Executive Officer in the Company. After joining the Company in 2004, his insight of understanding the finance business and professional zeal has been catalyst behind the Company's meteoric rise to its present level. His areas of expertise include marketing, credit, risk analysis and collection and his core area of working comprises formulating business development strategies, budgets, setting up of new points of disbursements, evaluation of new product segments, risk analysis of current areas of operations, etc. All Board members were satisfied with his work and efforts made towards the growth and expansion of the Company and gave him rating equivalent to "Excellent" on his annual performance evaluation.

The Board of Directors recommends the resolution set out at Item No. 06 of the accompanying Notice, for the approval of the members of the Company as a Special Resolution.

The members also informed that the VPP framework shall continue to remain in force for the current financial year as well as for the ensuing financial years, unless modified or revised by the members, from time to time.

None of the directors (except Mr. Arun Kogta and Mr. Varun Kogta and their relatives) and key managerial personnels of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

Resolution at Item No. 07

The members are hereby informed that the Nomination and Remuneration Committee recommended the fixed remuneration of INR 2,62,75,200/- (Indian Rupees Two Crore Sixty Two Lac Seventy Five Thousand Two Hundred Only) to be paid to Mr. Varun Kogta (DIN: 06844307) for financial year 2026-27 and thereafter, in accordance with the provisions of section 197 and other applicable sections of the Companies Act, 2013 read with rules and schedules made thereunder, which was duly considered and approved by the Board of Directors of the Company and further recommended to the members of the Company for its consideration and approval. In this regard the brief profile of Mr. Varun Kogta is given hereunder for the consideration of members:

Mr. Varun Kogta (DIN: 06844307) is a qualified Chartered Accountant and currently holds the position of Whole Time Director and Chief Financial Officer of the Company. Being a former employee of ICICI Bank and part of statutory audit team of ICICI Bank & Axis Bank at Ernst & Young, he is familiar with the business, processes and operations of banking industry. He has been associated with the Company for more than 15 (Fifteen) years. His strong managerial skills, vast banking sector experience and infectious energy have helped in his efficient handling of the Company's financial, operational, legal and administrative activities apart from monitoring financial budgeting & management reporting systems. His strategic relationship-building focus has helped in building long-term relationships with banks and people based on trust, integrity and conviction. All Board members are completely satisfied with his work & efforts made for the growth of the Company and gave him rating equivalent to "Excellent" on his annual performance evaluation for the FY25.

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

The Board of Directors recommends the resolution set out at Item No. 07 of the accompanying Notice, for the approval of the members of the Company as a Special Resolution.

The members also informed that the VPP framework shall continue to remain in force for the current financial year as well as for the ensuing financial years, unless modified or revised by the members, from time to time.

None of the directors (except Mr. Arun Kogta and Mr. Varun Kogta and their relatives) and key managerial personnels of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

Resolution at Item No. 08

In keeping view of the requirements of increased funds in future, the members of the Company are proposed to pass resolution in supersession of earlier resolution passed by the members of Company on July 08, 2025, regarding to borrow money together with the moneys already borrowed by the Company, apart from temporary loans obtained in the ordinary course of business, in excess of the paid up share capital, free reserves and securities premium by passing a special resolution in the general meeting in terms of section 180(1)(c) of the Companies Act, 2013.

Currently, the Company has an outstanding borrowing of ~INR 6490.08 Crores as on March 31, 2026, Hence, to meet out the disbursement, repayment and other general requirements and considering the financial projections as per the approved business plan, it is desirous to increase the borrowing limit from INR 80,00,00,00,000/- (Indian Rupees Eight Thousand Crores Only) to INR 100,00,00,00,000/- (Indian Rupees Ten Thousand Crores Only). We would also like to confirm that the debt equity ratio or solvency ratio will not breach any threshold (as mentioned in covenants or policy) by increasing this limit.

And the members of the Company are requested to severally authorize the Board of Directors ("Board") of the Company and/or the Loan and Investment Committee ("Committee") as may be authorized by the Board, to borrow monies to the limit upto INR 100,00,00,00,000/- (Indian Rupees Ten Thousand Crores Only).

The Board of Directors recommends the resolution set out at Item No. 08 of the accompanying notice, for the approval of the members of the Company by way of a Special Resolution.

None of the directors and key managerial personnel(s) of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

Resolution at Item No. 09

The members are proposed to pass resolution in supersession of earlier resolutions passed by the members of Company on July 08, 2025, regarding to authorize the Board of Directors ("Board") and/or Loan and Investment Committee ("Committee") of the Board to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

than one undertaking, of the whole or substantially the whole of any of such undertakings of the Company in terms of section 180(1)(a) of the Companies Act, 2013.

In the resolution at item no. 09 of this notice, members are informed about the proposal to increase the limit and grant the authority to create charge, mortgage, sell, lease, pledge or dispose of any part or kind of the property and undertaking(s) of the Company to secure the borrowings of the Company in terms of section 180(1)(a) of the Act from INR 80,00,00,00,000/- (Indian Rupees Eight Thousand Crores Only) to INR 100,00,00,00,000/- (Indian Rupees Ten Thousand Crores Only), in line with the increase in borrowing limit. While borrowing money or monies from any Bank(s), Financial Institution(s), Person(s), Firm(s), Bodies Corporate or others, the Company has to mortgage or create charge on its properties including immovable property(ies) of the Company. So, it is proposed to severally authorize the Board and/or the Committee for the same.

The Board of Directors recommends the resolution set out at Item No. 09 of the accompanying notice, for the approval of the members of the Company by way of a Special Resolution.

None of the directors and key managerial personnel(s) of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

Resolution at Item No. 10

The members are hereby informed that section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("**Members**") by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("**NCDs**") exceeding the limits prescribed in Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

In order to augment the resources of the Company and for general corporate purposes and/or such other purposes as may be determined, the Company may invite subscription for non-convertible debentures ((a) listed or unlisted (to the extent permitted under applicable law), (b) senior secured, (c) senior unsecured, (d) unsecured, (e) subordinated, (f) market linked debentures, and/or (g) any others (as may be agreed)) to be issued by the Company, in one or more series/tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including any premium or discount) shall be decided by the board of directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include Loan & Investment Committee ("**Committee**") of the Board) on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

KOGTA FINANCIAL (INDIA) LIMITED**(CIN: U67120RJ1996PLC011406)****Registered Office:** "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India**Email:** compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION	<p>Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs ((a) listed or unlisted (to the extent permitted under applicable law), (b) senior secured, (c) senior unsecured, (d) unsecured, (e) subordinated, (f) market linked debentures, and/or (g) any others (as may be determined)) shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board/committee resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p>
KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED	<p>Non-convertible debt securities/NCDs.</p> <p>The NCDs will be offered/issued either at par or at a premium or at a discount to face value, which will be decided by the Board/Committee for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.</p>
BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	<p>Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).</p>
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	<p>Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.</p>
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	<p>The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Section 42 of the Companies Act, 2013.</p>

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.
--	---

Accordingly, consent of the Members is being sought in connection with the issuance of NCDs by the Company from time to time and they are requested to authorize the Board/Committee to issue such NCDs during the year on private placement basis up to INR 20,00,00,00,000 (Indian Rupees Two Thousand Crore) as stipulated above, in one or more tranches.

The Board of Directors recommends the resolution set out at Item No. 10 of the accompanying notice, for the approval of the members of the Company by way of a Special Resolution.

None of the directors and key managerial personnel(s) of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

Resolution at Item No. 11

The members be and are proposed to pass resolutions in supersession of earlier resolutions passed by the members of Company on July 08, 2025, regarding grant loans, advances, provide guarantees, security and make investments in terms of section 186 of the Companies Act, 2013 and rules made thereunder.

The members are hereby further informed that the Company wishes to maintain adequate liquidity and to be well placed in terms of treasury buffer so as to don't loose on disbursement momentum projected for coming years. The Company may have liquidity buffer of an amount higher than INR 2000 Crores at the end of upcoming financial years and considering the projected balance sheet growth as per the board approved business plan for the coming years and to utilize the access liquidity buffer, it is desirous to increase the existing investment limit from INR 2000,00,00,000/- (Indian Rupees Two Thousand Crores Only) to INR 2500,00,00,000/- (Indian Rupees Two Thousand Five Hundred Crores Only).

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

Therefore, the members are requested to severally authorize the Board of Directors ("Board") and/or Loan & Investment Committee ("Committee") to make investments or to grant loans or giving of guarantee(s) or provide any security(ies) including but not limited to any bank, financial institutions or any lending institutions, firms, proprietorship concern, body corporate or persons up to the limit of INR 2500,00,00,000/- (Indian Rupees Two Thousand Five Hundred Crores Only) in one or more tranches, and on such terms and conditions as may be considered suitable by the Board/Committee in the interest of the Company.

The Board recommends the resolution set out at Item No. 11 of the accompanying notice, for the approval of the members of the Company by way of a Special Resolution.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR KOGTA FINANCIAL (INDIA) LIMITED**

Registered Office:

"Kogta House", Azad Mohalla,
Near Railway Station,
Bijainagar – 305 624, Rajasthan, India

Telephone: 0141-6767000

Website: www.kogta.in

CIN: - U67120RJ1996PLC011406

E-mail: compliance@kogta.in

Sd/-

**KARAN SINGH CHOUHAN
COMPANY SECRETARY &
COMPLIANCE OFFICER**

M. No: A45180

DATE: JUNE 17, 2026

PLACE: JAIPUR

KOGTA FINANCIAL (INDIA) LIMITED**(CIN: U67120RJ1996PLC011406)****Registered Office:** "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India**Email:** compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in**Annexure-A****Details of Directors pursuant to Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment / re-appointment or variation of the terms of remuneration at the AGM.**

Name of the Director	Mr. Arun Kogta	Mr. Robin Bhanwarlal Agarwal	Mr. Rahul Nirmal Mukim	Mr. Varun Kogta
Category	Managing Director	Non-Executive Director	Nominee Director	Whole Time Director
Director Identification Number (DIN)	05109722	08572806	06996915	06844307
Date of Birth	13/10/1981	25/02/1986	03/06/1982	04/03/1984
Age	44 Years	40 Years	43 Years	42 Years
Nationality	Indian	Indian	Indian	Indian
Date of first Appointment on Board	18/01/2016	01/10/2019	25/06/2024	25/04/2014
Qualifications	MBA in finance	B. Tech and M. Tech in Mechanical Engineering. IIT Bombay, Mumbai. PGP in Management – Indian School of Business, Hyderabad.	BE in Computer Engineering and MBA from IIM, Lucknow	Qualified Chartered Accountant
Expertise in specific functional area	Business, Marketing, credit, risk analysis and collection, Analytics, Technology	Financial Services, Consumer and Manufacturing sectors. Experience in investment advisory, private equity and consulting.	Financial Services, Corporate Governance, Technology and Analytics	Finance
Brief Resume	His core work functionalities include devising business development strategies, establishing new	Mr. Robin Agarwal is an alumnus of the Indian School of Business, Hyderabad and Indian Institute of Technology,	Mr. Rahul Mukim is currently a Director in the Private Capital team at the Ontario	Oversees financial operational, IT, legal & administrative activities of the Company. Monitors financial budgeting & management

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

	disbursement touch points, risk analysis of operational areas, identification of new product segments, and the like. His operational management skills have been instrumental in the smooth running of the Company and expanding its footprint across new geographies.	Mumbai. He is an Investor Director at Kogta Financial since 2019. He has over 13 years of experience across Private Equity and Consulting. He is currently a Director at CR Advisors LLP (Creador India), focusing on growth investment in India & South East Asia regions.	Teachers' Pension Plan. He was previously a Director at Carlyle responsible for healthcare and consumer investments in India, before which he worked at Olympus Capital and ICICI Ventures. He has over 18 years of total experience, including 16+ years in Indian private equity. He holds a BE in Computer Engineering and an MBA from IIM, Lucknow.	reporting system. He has previously associated with ICICI Bank, Axis Bank and Ernst & Young as part of their statutory audit teams.
Last drawn Remuneration	INR 4,48,24,611/-	NIL	NIL	INR 3,81,00,919
Details of remuneration sought to be paid in FY 2026-27 and thereafter	Fixed Pay of INR 3,09,12,000/- & Variable Performance Pay (VPP) as approved in 29 th Annual General Meeting held on July 08, 2025.	N/A	N/A	Fixed Pay of INR 2,62,75,200/- & Variable Performance Pay (VPP) as approved in 29 th Annual General Meeting held on July 08, 2025.
Terms and Conditions	In accordance with the employment agreement	In accordance with the articles of association of the Company	In accordance with the articles of association of the Company	In accordance with the employment agreement
Number of equity shares held in the Company	42,93,505	NIL	NIL	34,73,505
No. of Board meetings attended out of 6 Meetings	6	6	5	6

KOGTA FINANCIAL (INDIA) LIMITED

(CIN: U67120RJ1996PLC011406)

Registered Office: "Kogta House", Azad Mohalla, Near Railway Station, Bijainagar-305624, Rajasthan, India

Email: compliance@kogta.in; **Telephone:** 0141- 6767000; **Website:** www.kogta.in

held during the year 2025-26				
List of the directorships held in other companies (except Kogta Financial (India) Limited)	NIL	2	1	NIL
Chairman/Member in the Committees of the Boards of companies in which he is Director	Chairman: 3 Kogta Financial (India) Limited 1. Compensation Committee and 2. Asset Liability Management Committee; and 3. Review Committee of the Company	NIL	NIL	Chairman:2 Kogta Financial (India) Limited 1. Loan & Investment Committee; and 2. Management Committee of Company
	Member: 5 Kogta Financial (India) Limited 1. Risk Management Committee; 2. IT Strategy Committee; 3. Loan & Investment Committee; 4. Corporate Social Responsibility Committee; and 5. Stakeholders Relationship Committee of the Company	Member: 2 APAC Financial Services Pvt. Ltd. 1. Risk Management Committee 2. IT Strategy Committee	NIL	Member:6 Kogta Financial (India) Limited 1. Compensation Committee; 2. Asset Liability Management Committee; 3. IT Strategy Committee; 4. IT Steering Committee; 5. Corporate Social Responsibility Committee; and 6. Stakeholders Relationship Committee of the Company
Relationships between Directors/Managers/ KMP	Mr. Varun Kogta – Brother	Not related to any Director, Manager and KMP.	Not related to any Director, Manager and KMP.	Mr. Arun Kogta – Brother