Date: 29th July, 2026

To,
The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 540515
Scrip ID: KANUNGO

Sub: Submission of Notice of Extra-Ordinary General Meeting of the Company

Pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice convening the Extra-Ordinary General Meeting ("EGM") of the Members of Kanungo Financiers Limited, scheduled to be held on Friday, August 21, 2026 at 03:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the business as set out in the Notice.

The Notice of the EGM is being circulated to the Members of the Company in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Kindly take the same on your records.

For Kanungo Financiers Limited

Mahendra Kumar Jagdeesh Patel
Digitally signed by Mahendra Kumar Jagdeesh Patel
Date: 2026.07.29 15:46:33 +05'30'

Mahenda Kumar Jagdeesh Patel
Director
DIN: 10782956

B-7, Ajanta Complex, 5th floor, Income Tax, Ahmedabad, Gujarat, 380009

Phone: 079-48002688; Email: kanungofinanciers@gmail.com; Website: www.kanungofinanciers.com

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING ('EGM') OF THE MEMBERS OF KANUNGO FINANCIERS LIMITED WILL BE HELD ON FRIDAY, AUGUST 21, 2026 AT 03:00 PM THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1:
INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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 and all other applicable provisions, if any, under the Companies Act, 2013 ("the Act"), and the rules made thereunder (including any amendment thereto or re-enactment thereof), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if any, the approval of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 5,24,00,000/- (Rupees Five Crores Twenty-Four Lakh Only) divided into 52,40,000 (Fifty-Two Lakh Forty Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000/- (Five Crores Only) Equity shares of Rs. 10/- (Rupees Ten Only) each by addition of Rs. 44,76,00,000/- (Rupees Forty-four Crores Seventy-Six Lakh Only) divided into 4,47,60,000 (four Crores Forty-Seven Lakh Sixty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT subject to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and subject to such other approval(s) from the concerned Statutory Authority(ies), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V i.e. Capital Clause thereof by the following new Clause V as under:

"V. The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000/- (Fifty Crore) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors ('the Board', which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) be and is hereby severally authorized to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with Stock Exchanges or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard."

ITEM NO. 2:
ACQUISITION OF 11,18,150 EQUITY SHARES OF M/S. STARTECH INFRALOGISTICS PRIVATE LIMITED ("SIPL")

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 179(3)(j), 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules made thereunder, the consent of the Members be and is hereby accorded for the acquisition of 11,18,150 equity shares representing 19.50% of the equity shareholding in M/S. Startech Infralogistics Private Limited ("SIPL") for a total purchase consideration of Rs. 42,48,97,000/- (Rupees Forty-Two Crores Forty-Eight Lakhs Ninety-Seven Thousand Only) at a price of Rs. 380/- (Rupees Three Hundred Eighty Only) per equity share.

RESOLVED FURTHER THAT in consideration of the above acquisition, the consent of the Members be and is hereby accorded for the issuance and allotment of up to 2,12,44,850 (Two Crore Twelve Lakhs Forty-Four Thousand Eight Hundred Fifty) fully paid-up equity shares of the Company having a face value of Rs. 10/- (Rupees One Only) each at a price of Rs. 20/- (Rupees Twenty Only) per equity share, including a premium of Rs. 10/- Only per share to the shareholders of SIPL by way of share swap, thereby discharging the entire purchase consideration for the acquisition of SIPL.

RESOLVED FURTHER THAT upon the allotment of the said equity shares, SIPL shall become an Associate Company of Kanungo Financiers Limited, and the Board of Directors of the Company be and is hereby authorized to take all necessary steps to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies, making necessary disclosures, and obtaining any approvals as may be required.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

ITEM NO. 3:

ACQUISITION OF 10,21,960 EQUITY SHARES OF M/S. PEEPAL MINING AND LOGISTICS PRIVATE LIMITED ("PMLPL")

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 179(3)(j), 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules made thereunder, the consent of the Members be and is hereby accorded for the acquisition of 10,21,960 equity shares representing 19.50% of the equity shareholding in M/S. Peepal Mining and Logistics Private Limited ("PMLPL") for a total purchase consideration of Rs. 38,83,44,800/- (Rupees Thirty-Eight Crores Eighty-Three Lakhs Forty-four Thousand Eight Hundred Only) at a price of Rs. 380/- (Rupees Three Hundred Eighty Only) per equity share.

RESOLVED FURTHER THAT in consideration of the above acquisition, the consent of the Members be and is hereby accorded for the issuance and allotment of up to 1,94,17,240 (One Crore Ninety-Four Lakhs Seventeen Thousand Two Hundred Forty) fully paid-up equity shares of the Company having a face value of Rs. 10/- (Rupees One Only) each at a price of Rs. 20/- (Rupees Twenty Only) per equity share, including a premium of Rs. 10/- Only per share to the shareholders of PMLPL by way of share swap, thereby discharging the entire purchase consideration for the acquisition of SIPL.

RESOLVED FURTHER THAT upon the allotment of the said equity shares, PMLPL shall become an associate Company of Kanungo Financiers Limited, and the Board of Directors of the Company be and is hereby authorized to take all necessary steps to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies, making necessary disclosures, and obtaining any approvals as may be required.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

ITEM NO. 4:

ISSUANCE OF 4,06,62,090 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP BASIS):

To consider and if thought fit to pass, the following resolution with or without modifications, if any as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013"); and in accordance with the provisions of the Memorandum and Articles of Association of the Company, (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended ("SEBI ICDR Regulations"); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015("SEBI LODR Regulations"), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India ('SEBI'), Reserve Bank of India ('RBI'), stock exchange and/or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 4,06,62,090 (Four Crore Six Lakh Sixty-two Thousand Ninety) equity shares of the Company of face value of Rs. 10/- each ("Equity Shares"), in dematerialized form, on Preferential allotment basis, to the shareholders of M/s. Startech Infralogistics Private Limited ("SIPL") and M/s. Peepal Mining and Logistics Private Limited ("PMLPL") non-promoters of the company at a price of Rs. 20/- (including premium of Rs. 10/-) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration other than cash (share swap basis), being discharge of total purchase consideration as per the details given below:

a. Rs. 42,48,97,000/- (Rupees Forty-Two Crores Forty-Eight Lakhs Ninety-Seven Thousand Only) ("Purchase Consideration") for the acquisition of 19.50% equity shares i.e. 11,18,150 Equity shares ("Sale Shares") of M/s Startech Infralogistics Private Limited ("SIPL") for a total purchase consideration of Rs. 42,48,97,000/- (Rupees Forty-Two Crores Forty-Eight Lakhs Ninety-Seven Thousand Only) at a price of Rs. 380/- (Rupees Three Hundred Eighty Only) per equity share, by issuance and allotment of up to 2,12,44,850 (Two Crore Twelve Lakh Forty-Four Thousand Eight Hundred Fifty) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 20/- (Rupees twenty Only) per equity share (including a premium of Rs. 10/- per share) determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), for a consideration other than cash (share swap) (for discharge of entire purchase consideration) to the shareholders of "SIPL". Pursuant to this acquisition ("SIPL") will become an Associate Company of Kanungo Financiers Limited,

b. Rs. 38,83,44,800/- (Rupees Thirty-Eight Crores Eighty-Three Lakhs Forty-Four Thousand Eight Hundred Only) ("Purchase Consideration") for the acquisition of 19.50% equity shares i.e. 10,21,960 Equity shares ("Sale Shares") of M/s. Peepal Mining and Logistics Private Limited ("PMLPL") for a total purchase consideration of Rs. 38,83,44,800/- (Rupees Thirty-Eight Crores Eighty-Three Lakhs Forty-Four Thousand Eight Hundred Only) at a price of Rs. 380/- (Rupees Three Hundred Eighty Only) per equity share, by issuance and allotment of up to 1,94,17,240 (One Crore Ninety-Four Lakh Seventeen Thousand Two Hundred Forty) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 20/- (Rupees twenty Only) per equity share (including a premium of Rs. 10/- per share) determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), for a consideration other than cash (share swap) (for discharge of entire purchase consideration) to the shareholders of "PMLPL". Pursuant to this acquisition ("PMLPL") will become an Associate Company of Kanungo Financiers Limited,

on such terms and conditions as agreed and set forth in the agreements, deeds and other documents executed with them, the names and details of list of allottees is as follows:

Sr. No.	Name of the proposed Allottees	Remark Specifying the details of allottees	Nature of persons who are the ultimate beneficial owner	Equity Shares proposed to be allotted	Category	Allottee is QIB/MF/FI/ Trust/ Banks
1	CHHAYA GAURANG SHAH	Allottees point	Individual	85,61,970	Non-Promoter	NA

2	NISHA HASMUKH PANCHAL	no. 1 – 5 are the shareholders of: M/s Startech Infralogistics Private Limited ("SIPL")	Individual	31,70,720	Non-Promoter	NA
3	HARDIK KAUSHIKBHAI SHAH HUF		**HUF:** HARDIK KAUSHIKBHAI SHAH	31,70,720	Non-Promoter	NA
4	HETUL KALPATARU SHAH		Individual	31,70,720	Non-Promoter	NA
5	DEVANSH KALPATARU SHAH		Individual	31,70,720	Non-Promoter	NA
6	FAITHFUL VINCOM PRIVATE LIMITED	Allottees point no. 6 – 8 are the shareholders of: M/s Peepal Mining and Logistics Private Limited ("PMLPL")	**Body Corporate:** ISHAN AGARWAL	85,46,200	Non-Promoter	NA
7	NAVIN KESHRIMAL MEHTA		Individual	54,35,520	Non-Promoter	NA
8	ANJANA HARDIK SHAH		Individual	54,35,520	Non-Promoter	NA
	TOTAL			**4,06,62,090**		

"RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 22nd July, 2026, being the working day immediately preceding the date 30 (thirty) days prior to the date of Extra- Ordinary General Meeting i.e. Friday 21st August, 2026 to approve this offer."

"**RESOLVED FURTHER THAT** the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in- principal approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);

b) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;

c) No partly paid-up Equity Shares shall be issued and allotted;

d) Allotment of the Equity Shares shall only be made in dematerialized form;

e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;

f) The Equity Shares shall be allotted to the Proposed Allottees subject to the terms of the Share Purchase with the proposed allottees for purchase of 11,18,150 Equity Shares from Shareholders of M/s Startech Infralogistics Private Limited ("SIPL") and 10,21,960 Equity Shares from Shareholders of M/s Peepal Mining and Logistics Private Limited ("PMLPL") i.e. on Share Swap basis, the said allotment will be on consideration other than cash basis (Share Swap Basis); and

g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

"**RESOLVED FURTHER THAT** the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

"**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from M/S Ramesh Chandra Bagdi & Associates (Practicing Company Secretary) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the equity shares of the

Company, Mr. Mahendra Kumar Jagdeesh Patel, Director and /or Nikita Hiren Patel, Director & KMP's of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board/committee of the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

ITEM NO. 05
APPOINTMENT OF MR. ATUL ANKUSH MARATHE (DIN: 08158359) AS MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, **Mr. Atul Ankush Marathe (DIN: 08158359)**, be and is hereby appointed as Managing Director of the Company for a period of 5 years commencing from 21st August, 2026 to 20th August, 2031 (liable to retire by rotation) at a remuneration as set out in the statement annexed to the notice , with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and 24th July, 2026 within the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Managing Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;
RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Ahmedabad
Date: 24th July, 2026

On behalf of the Board of Directors
Kanungo Financiers Limited

Sd/-
Mahendra Kumar Jagdeesh Patel
Director
DIN: 10782956

REGISTERED OFFICE:
B-7, Ajanta Complex,
5th floor, Income Tax,
Ahmedabad, Gujarat- 380009

NOTES:

1. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circulars No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 03/2022 dated May 05, 2022 and No. 11/2022 dated December 28th, 2022 & General Circular No. 09/2023 dated 25th September, 2023. The Ministry of Corporate Affairs (the MCA) has, vide its circular dated 25th September, 2023 read with relevant circulars issued by Securities and Exchange Board of India (the SEBI) has permitted the holding of the Clarification on hording of Extra Ordinary General Meeting(EOGM) and EGM through video Conference (VC) or other Audio visual Means (OAVM) and passing of Ordinary and Special resolutions by the companies under the Companies Act, 2013 read with Rules made thereunder -Extension of timeline-report. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the Extra-Ordinary General Meeting (the EOGM) of the Company is being held through VC / OAVM. The deemed venue for the EOGM shall be the Registered Office of the Company at B-7, Ajanta Complex, 5th floor, Income Tax, Ahmedabad, Gujarat, 380009, which shall be the deemed venue of the EOGM.

2. The relative Explanatory Statement pursuant to Section 102 of the Act, in regard to the business as set out in Item Nos. 1 to 5 above and the relevant details under the Listing Regulations and as required under Companies Act 2013, are annexed hereto.

3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EOGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EOGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS EOGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EOGM ARE NOT ANNEXED TO THIS NOTICE.

4. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the EOGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail to rcbagdipcs@yahoo.in with a copy marked to evoting@nsdl.co.in Institutional shareholders (i.e. other than individuals, HUFs, NRIs, etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter", etc. displayed under "e-Voting" tab in their login.

5. In case of joint holders attending the EOGM, only such joint holder, who is higher in the order of names, will be entitled to vote.

6. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. The Members can join the EOGM through VC/OAVM 30 minutes before and within 15 minutes after the scheduled time of the commencement of the EOGM by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's (NSDL) e-Voting website at www.evoting.nsdl.com . The facility of participation at the EOGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.

8. In terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending this EOGM Notice along with the necessary documents in electronic form only to those Members whose email IDs are registered with the Company/Depositories. The Notice convening the EOGM along with all other necessary/supporting documents have been uploaded on the website of the Company at www.kanungofinanciers.com and may also be accessed from the relevant section on the websites of the Stock Exchange i.e. BSE Limited (BSE) at www.bseindia.com. The EOGM Notice is also available on the website of NSDL at www.evoting.nsdl.com .

9. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. Members may please note that SEBI, vide its

Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/ 2022/8 dated January 25, 2022, has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR– 4, the format of which is available on the Company's website at www.kanungofinanciers.com and on the website of the Company's RTA at www.support@purvashare.com. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

11. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's website www.kanungofinanciers.com Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.

12. Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014 electronic copy of the Notice of Extra Ordinary General Meeting of the company is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s). Members may note that the Notice will also be available on the Company's website at www.kanungofinanciers.com website of the stock exchanges i.e., BSE Limited at www.bseindia.com.

13. Members desiring inspection of documents related to the Resolution stated in the notice of EOGM during the EOGM or who wish to inspect the relevant documents referred to in the Notice, can send their request on email to kanungofinanciers@gmail.com

14. To receive communications through electronic means, including Annual Reports and Notices of General Meeting or etc., members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with Purva Sharegistry (India) Pvt. Ltd.

15. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-EOGM.

16. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance by sending an email at kanungofinanciers@gmail.com and mark cc to www.support@purvashare.com "Post your Queries" during the period starting from 14th August, 2026 (9:00 a.m.) up to 17th August, 2026 (5:00 p.m.) mentioning their name, demat account no./Folio no., e-mail Id, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

17. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.

18. In case a person becomes a member of the Company after dispatch of e-EOGM Notice, and is a member as on the cut-off date for e-voting, i.e., Friday, 14th August, 2026, such person may obtain the user id and password from RTA by email request on www.support@purvashare.com

19. Brief details of the Director, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and Regulation 36(3) of the Listing Regulation, 2015.

20. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.

21. Those Members who have already registered their email IDs are requested to keep the same validated with their DP/RTA to enable serving of notices/documents/Annual Reports and other communications electronically to their email ID in future.

22. Process and manner for Members opting for e-Voting is as under:

I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EOGM. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the EOGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the EOGM.

II. Members are provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the EOGM and Members participating at the EOGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the EOGM.

III. Members who have already cast their vote by remote e-Voting prior to the EOGM, will also be eligible to participate at the EOGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.

IV. Members of the Company holding shares either in physical form or electronic form, as on the cut-off date of Friday, 14th August, 2026, may cast their vote by remote e-Voting. The remote e-Voting period commences on Tuesday, 18th August, 2026 at 9:00 a.m. (IST) and ends on Thrusday, 20th August, 2026 at 5:00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 14th August, 2026.

V. The instructions for Members attending the EOGM through VC/OAVM are as under:

A). The Members will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for ‘Log-in to NSDL e-Voting system’. The link for VC/OAVM will be available in ‘Member login’ where the 'EVEN' of the Company will be displayed. After successful login, the Members will be able to see the link of ‘VC/OAVM link’ placed under the tab ‘Join Extra-Ordinary General Meeting’ against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the EOGM through a live webcast of the meeting and submit votes on announcement by the Chairman.

B). Members may join the EOGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable WiFi or LAN connection to mitigate any glitches.

C). Members are encouraged to submit their questions in advance with regard to the financial statements or any other matters to be placed at the EOGM, from their registered email ID, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company’s email ID at kanungofinanciers@gmail.com. by Monday, 17th August, 2026 (5:00 p.m.). Queries that remain unanswered at the EOGM if any due to shortage of time, will be appropriately responded by the Company at the earliest post the conclusion of the EOGM.

D). Members who would like to express their views/ ask questions as a Speaker at the EOGM may pre-register themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to kanungofinanciers@gmail.com. Between Friday, 14th August 2026 to Monday, 16th August, 2026 (5:00 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the EOGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM.

E). Any person holding shares in physical form and non-individual shareholders, who acquire shares and become Members of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, 14th August, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become Members of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, 14th August, 2026 may follow steps mentioned in the Notice of the EOGM under "Access to NSDL e-Voting system. Other methods for obtaining/ procuring user IDs and passwords for a-Voting are provided in the EOGM Notice.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EOGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, e-Voting facility is being provided to all the demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Log-in method for Individual Members holding securities in Demat mode is given below:

Type of Members	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	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 arehttps://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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers 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 Ease/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. 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.
Individual Shareholders holding securities in demat mode with **NSDL**	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
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login Method	Helpdesk details
Individual Members holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 022-23058738 and 22-23058542-43.
Individual Members holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B). Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID for example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID for example if your Beneficiary ID is 12************** then your user ID is 12**************.
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company for example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

   a). If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b). If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c). How to retrieve your 'initial password'?

   i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

   ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

a. Click on **'Forgot User Details/Password?'**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b. **'Physical User Reset Password?'** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select **'EVEN'** of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/ OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

I. The instructions for Members for e-Voting during the proceedings of the EOGM are as under:

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-Voting since the meeting is being held through VC/ OAVM.

2. Only those Members/shareholders, who will be present in the EOGM 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 on such resolution(s) through e-Voting system at the EOGM.

General Guidelines for Members:

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.:
   022-4886 7000 and 022 -2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL or Mr. Amit Vishal, Assistant Vice-President – NSDL at evoting@ nsdl.co.in
3. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).

Process for those shareholders whose email IDs are not registered with the Depositories for procuring user ID and password and registration of e mail IDs for e-Voting for the resolutions set out in this notice:

i. In case shares are held in physical mode, please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar card by email to evoting@nsdl.co.in

ii. In case shares are held in demat mode, please provide DP ID-CL ID (16 digit DP ID + CL ID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card to evoting@nsdl.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

iii. Alternatively, shareholder/Members may send a request to evoting@nsdl.co.in for procuring user ID and password for e-Voting by providing above mentioned documents.

iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

v. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting.

vi. Any person holding shares in physical form and non-individual Members, who acquire shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Thursday, 7th November, 2024 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if the person is already registered with NSDL for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot user Details/Password' or 'Physical user Reset Password' option available at www.evoting.nsdl.com or by calling on 022 4886 7000 and 022 2499 7000. In case of Individual Members holding securities in Demat mode who acquire shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the cut-off date i.e. Thursday, 7th November, 2024 may follow steps mentioned in the notes to Notice under 'Access to NSDL e-Voting system'

vii The Board of Directors has appointed Ramesh Chandra Bagdi Practicing Company Secretary, Proprietor of M/s Ramesh Chandra Bagdi & Associates as Scrutinizer to scrutinize the voting at the EOGM and remote e-Voting process, in a fair and transparent manner.

viii The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the EOGM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the EOGM shall be disabled by NSDL for voting 30 minutes after the conclusion of the Meeting.

ix. The Scrutinizer shall, after the conclusion of voting at the EOGM, first count the votes cast during the Meeting and, thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the conclusion of the EOGM, a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

x. The Results declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website www.kanungofinanciers.com and on the website of NSDL www.evoting.nsdl.com , and the results shall also be displayed on the notice board at the Registered Office of the Company, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company’s Equity Shares are listed viz. BSE websites viz. www.bseindia.com.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice

ITEM NO. 1:

Your Board at its meeting held on 24th July, 2026 approved the proposal of increase in Authorised Capital of the company subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs. 5,24,00,000/- (Rupees Five Crore Twenty-Four Lakhs Only) divided into 52,40,000 (Fifty-Two Lakhs Forty Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000/- (five Crore) Equity shares of Rs. 10/- (Rupees Ten Only) each. "

The board of directors recommended the Proposed resolution under this item No. 1 to obtain Members' approval to alter Clause V i.e. Capital Clause of the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Resolutions at Item No. 1 of the Notice except to the extent of their shareholding. The Board recommends the Resolutions set forth in Item No. 1 for the approval of the members.

ITEM NO: 2 & 3

The proposed acquisition is strategic initiatives aimed at expanding the Company's business operations and enhancing its market position. This acquisition will facilitate the transfer of ownership without impacting the Company's cash reserves, thereby preserving liquidity and optimizing the use of available resources.

The Board of Directors believes that this acquisition aligns with the Company's growth strategy and is in the best interests of the Company and its shareholders.

a. ACQUISITION OF 19.50% SHAREHOLDING IN M/S STARTECH INFRALOGISTICS PRIVATE LIMITED ("SIPL"):

The Company proposes to acquire 11,18,150 equity shares of SIPL, representing 19.50% of its equity shareholding. The total purchase consideration for this acquisition is Rs. 42,48,97,000/- (Rupees Forty-Two Crores Forty-Eight Lakhs Ninety-Seven Thousand Only) at a price of Rs. 380/- (Rupees Three Hundred Eighty Only) per equity share.

In consideration of this acquisition, the Company intends to issue and allot up to 2,12,44,850 (Two Crore Twelve Lakhs Forty-Four Thousand Eight Hundred Fifty) fully paid-up equity shares of the Company, having a face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 20/- (Rupees Twenty Only) per equity share, including a premium of Rs. 10/- per share, to the shareholders of SIPL by way of share swap. This issuance will discharge the entire purchase consideration for the acquisition of SIPL.

Upon completion of the proposed acquisition and allotment of equity shares pursuant to the share swap arrangement, SIPL shall become an Associate company of the Company.

b. ACQUISITION OF 19.50% SHAREHOLDING IN M/S. PEEPAL MINING AND LOGISTICS PRIVATE LIMITED ("PMLPL"):

The Company proposes to acquire 10,21,960 equity shares of PMLPL, representing 19.50% of its equity shareholding. The total purchase consideration for this acquisition is Rs. 38,83,44,800/- (Rupees Thirty-Eight Crores Eighty-Three Lakhs Forty-four Thousand Eight Hundred Only) at a price of Rs. 380/- (Rupees Three Hundred Eighty Only) per equity share.

In consideration of this acquisition, the Company intends to issue and allot up to 1,94,17,240 (One Crore Ninety-Four Lakhs Seventeen Thousand Two Hundred Forty) fully paid-up equity shares of the Company, having a face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 20/- (Rupees Twenty Only) per equity share, including a premium of Rs. 10/- per share to the shareholders of PMLPL by way of share swap. This issuance will discharge the entire purchase consideration for the acquisition of PMLPL.

Upon completion of the proposed acquisition and allotment of equity shares pursuant to the share swap arrangement, PMLPL shall become an Associate company of the Company.

The Board of Directors is of the view that the proposed acquisition will enhance the Company's business prospects, strengthen its asset base, provide operational and strategic synergies, and contribute to the sustainable growth of the Company.

Accordingly, the Board of Directors recommends the Special Resolution set out in the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO: 4

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under: -

1. **Objects of this issue**:

   To raise further capital in order to meet the funding and business requirements of the Company including in relation to, and for [funding the business growth, capital expenditure, Investment in good business entities, Investment in any company for creating group/associate companies, exploring new initiatives, diversification of the Business model, Inter body corporate loans in the requirements of business, mode of working capital and to acquire 11,18,150 equity shares of M/s Startech Infralogistics Private Limited ("SIPL") equivalent to 19.50% of paid-up share capital of SIPL and 10,21,960 equity shares of M/S. Peepal Mining and Logistics Private Limited ("PMLPL") equivalent to 19.50% of paid-up share capital of PMLPL.

2. **Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:**

   None of the Director/KMP, promoter of the Company intends to subscribe in the proposed issue of Equity Shares.

3. **Maximum number of specified securities to be issued:**

   The Company proposes to issue 4,06,62,090 equity shares of face value Rs. 10/- each at an issue price of Rs. 20/- (including premium of Rs. 10/-) per equity share, determined in accordance with Regulation 164 read with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, on a preferential basis to non-promoter (public) shareholders through a share swap, for consideration other than cash, towards the acquisition of 11,18,150 equity shares of M/s Startech Infralogistics Private Limited ("SIPL") representing 19.50% of its paid-up equity share capital, from the existing shareholders of SIPL and 10,21,960 equity shares of M/S. Peepal Mining and Logistics Private Limited ("PMLPL") representing 19.50% of its paid-up equity share capital, from the existing shareholders of PMLPL.

4. **The shareholding pattern before and after completion of the proposed preferential issue would be as under:**

S.No	**Category**	**Pre-issue***	**Post-Issue**

		No. of shares held	% of share holding	No. of shares held	% of share holding
A	**Promoters' holding:**				
	Individual	2,04,100	4.40	2,04,100	0.45
	Body-Corporate	-	0.00	0	0.00
	Subtotal (A)	**2,04,100**	**4.40**	**2,04,100**	**0.45**
B	**Non-Promoters' holding:**				
	Individual	34,26,055	73.93	3,23,71,225	71.47
	Body-Corporate	1,73,121	3.74	87,19,321	19.25
	Others (including HUF, NRI,Trust)	8,30,724	17.93	40,01,444	8.83
	Sub Total (B)	**44,29,900**	**95.60**	**4,50,91,990**	**99.55**
	GRAND TOTAL (A+B)	**46,34,000**	**100.00**	**4,52,96,090**	**100.00**

*Notes: - 1. The above shareholding pattern has been prepared on the basis of shareholding as on 30/06/2026 as provided by the Registrar and Share Transfer Agent and filed by the Company with the Stock Exchanges.

5. **Proposed time with in which the preferential issue shall be completed:**

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees).

6. **The Identity of the proposed Allottee and the percentage of post preferential issue capital That may be held by them:**

Sr. No.	**Name of the proposed allottee**	**The name of natural persons who are ultimate beneficial owner**	**Pre-Issue**			**Number of Equity Shares proposed to be Allotted**	**Post-Issue**		
			Category (Promoter/Non-Promoter)	**No. of Shares**	**Percentage holding (%)**		**Category (Promoter/Non-Promoter)**	**No. of Shares**	**Percentage holding (%)**
1	CHHAYA GAURANG SHAH	NA	Non-Promoter	2,68,798	5.80	85,61,970	Non-Promoter	88,30,768	19.50
2	NISHA HASMUKH PANCHAL	NA	Non-Promoter	0	0.00	31,70,720	Non-Promoter	31,70,720	7.00
3	HARDIK KAUSHIKBHAI SHAH HUF	HARDIK KAUSHIKBHAI SHAH	Non-Promoter	0	0.00	31,70,720	Non-Promoter	31,70,720	7.00
4	HETUL KALPATARU SHAH	NA	Non-Promoter	0	0.00	31,70,720	Non-Promoter	31,70,720	7.00
5	DEVANSH KALPATARU SHAH	NA	Non-Promoter	0	0.00	31,70,720	Non-Promoter	31,70,720	7.00
6	FAITHFUL VINCOM PRIVATE LIMITED	ISHAN AGARWAL	Non-Promoter	0	0.00	85,46,200	Non-Promoter	85,46,200	18.87
7	NAVIN KESHRIMAL MEHTA	NA	Non-Promoter	0	0.00	54,35,520	Non-Promoter	54,35,520	12.00
8	ANJANA HARDIK SHAH	NA	Non-Promoter	0	0.00	54,35,520	Non-Promoter	54,35,520	12.00
	TOTAL					**4,06,62,090**			

7. **Lock in period:**

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Definitive Agreement (if any) subject to approval by the board of directors of the Company. Post-Preferential issue there will be no change in the promoters, promoters will remain same.

The Current and proposed status of the Proposed Allottees Post and preferential Issues namely, Promoter or Non-promoter:

Sr. No.	Name of Allottees	Current Status	Post Status
1	CHHAYA GAURANG SHAH	Non-Promoter	Non-Promoter
2	NISHA HASMUKH PANCHAL	Non-Promoter	Non-Promoter
3	HARDIK KAUSHIKBHAI SHAH HUF	Non-Promoter	Non-Promoter
4	HETUL KALPATARU SHAH	Non-Promoter	Non-Promoter
5	DEVANSH KALPATARU SHAH	Non-Promoter	Non-Promoter
6	FAITHFUL VINCOM PRIVATE LIMITED	Non-Promoter	Non-Promoter
7	GAUTAMCHAND SANTOKCHAND MEHTA	Non-Promoter	Non-Promoter
8	ANJANA HARDIK SHAH	Non-Promoter	Non-Promoter

Note that, Post-preferential issue there will be no change in the existing promoters and promoters will remain same.

8. **Change in the control, if any:**

Certain proposed allottees, as set out in the table above, will be allotted equity shares representing more than 5% of the post-issue equity share capital of the Company. However, notwithstanding such allotment, the proposed preferential issue shall not result in any change in the control or management of the Company. There shall be no change in the promoter and promoter group or in the composition of the Board of Directors of the Company pursuant to the proposed preferential allotment.

Consequent to the proposed allotment, there will be corresponding changes in the shareholding pattern and voting rights of the Company in accordance with the allotment of equity shares.

The valuation report issued by Jha Prabhakar Pramod, Registered Valuer (Registration No. IBBI/RV/16/2021/14342) has duly considered the impact of control premium, wherever applicable, while determining the valuation of the shares. Accordingly, no separate adjustment or guidance in respect of control premium is required under Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

9. **Price of the issue: -**

The offer price of equity shares of face value Rs. 10/- (Rupees Ten only) per equity share is Rs. 20/- (Rupees twenty Only), including premium of Rs. 10, per share as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer is available at the registered office of the Company for your review and is placed on the website of the Company at https://kanungofinanciers.com/notice/

10. **Relevant Date:**

The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 22nd July, 2026.

11. **Compliance Certificate from Practicing Company Secretary:**

A copy of the Compliance Certificate as issued by the M/S Ramesh Chandra Bagdi & Associates (Practicing Company Secretary) certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: www.kanungofinanciers.com .

12. **Undertakings**

a. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.

b. The Issuer Company undertakes that if the amount payable on account of the re- computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked–in till the time such amount is paid by the allottees.

c. The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

13. **Willful Defaulter or Fraudulent Borrower:**

Neither the issuer nor any of or its promoters or directors are willful defaulters or fraudulent borrowers.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to the last date of remote e- voting.

The Board recommends the Ordinary Resolution set out at item no. 1 and Special Resolution set out at Item No. 2 to 4 of the Notice for approval of Members.

ITEM NO: 5

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on 24th July, 2026 appointed Mr. Atul Ankush Marathe (DIN: 08158359) as 'Managing Director' of the Company, for a period of period of 5 (five) years with effect from 21st August, 2026, subject to approval of the Members of the Company.

Mr. Atul Ankush Marathe (DIN: 08158359) has expertise, knowledge and business acumen required for managing the overall business of the Company and his appointment as Managing Director would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mr. Atul Ankush Marathe is commensurate with the industry and size of the Company. Mr. Atul Ankush Marathe has no pecuniary relationship directly or indirectly with the Company.

The terms and conditions are set out herein below:

i. TENURE OF APPOINTMENT: The appointment of Mr. Atul Ankush Marathe as Managing Director (change in designation from 'Director' to 'Managing Director') is for a period of 5 years with effect from 21st August, 2026

ii. DUTIES AND RESPONSIBILITIES: Mr. Atul Ankush Marathe, the 'Managing Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

iii. REMUNERATION: Mr. Atul Ankush Marathe shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013: Subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. Since the basic salary to be paid will be net of tax, hence, the tax component on actual basis shall be paid by the Company and accordingly it shall also be considered as perquisite subject to the maximum limit of 30% of the basic salary. The aforesaid perquisites shall be valued as per the provisions of the Income-tax Act and the Rules thereunder, wherever applicable and in absence of any such provision, perquisites shall be valued at actual cost.

Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Atul Ankush Marathe, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary and perquisites as specified above

iv. OTHER TERMS OF APPOINTMENT:

a. Mr. Atul Ankush Marathe shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company

b. The terms and conditions of the appointment of Mr. Atul Ankush Marathe may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Atul Ankush Marathe, subject to such approvals as may be required.

c. The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.

d. Mr. Atul Ankush Marathe will be liable to retire by rotation.

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Atul Ankush Marathe, as Managing Director of the Company, is commensurate with his duties and responsibilities.

The Board considers that his association as Managing Director will be beneficial to and in the interest of the Company.

Additional details of Mr. Atul Ankush Marathe as required pursuant to Companies Act, 2013 (hereinafter referred to as 'the Act') and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice.

None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item Nos. 5 of the Notice.

Place: Ahmedabad
Date: 24th July, 2026

On behalf of the Board of Directors
Kanungo Financiers Limited

Sd/-
Mahendra Kumar Jagdeesh Patel
Director
DIN: 10782956

REGISTERED OFFICE:
B-7, Ajanta Complex,
5th floor, Income Tax,
Ahmedabad, Gujarat- 380009

DETAILS UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ ALONG WITH SEBI CIRCULAR CIR/CFD/CMD/4/2015 DATED SEPTEMBER 9, 2015:

Name of Director	**ATUL ANKUSH MARATHE**
Directors Identification Number (DIN)	08158359
Designation	Managing Director
Nationality	Indian
Date of Birth	20/01/1987
Qualification	Graduate
Terms and Condition of Appointment / re-appointment	As mutually Decided by Board of Directors of Company and Mr. Atul Ankush Marathe
Date of first appointment on the Board	
Brief resume & Nature of expertise in specific functional areas	*Atul Ankush Marathe possesses sound knowledge in the fields of finance, accounts, and corporate management. He brings with her significant experience in financial planning, reporting, and compliance with regulatory frameworks. His expertise will contribute to the Company's financial and operational strategy.*
Disclosure of relationship between Directors inter-se	NA
Names of listed entities in which the personal so holds the Directorship	NA
No. of Shares held in the company	Nil
Membership & Chairmanships of Committees of the Board of the Company	Not applicable for the financial year 2025-26.
No. of board meetings attended during the financial year	Not applicable for the financial year 2025-26.
Board membership of other Companies as on 31st March, 2026 (Listed / Unlisted)	NA
Membership/Chairmanship of Committees of the Board of Directors of other Companies as on 31st March, 2026	NA
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	NA