KEY CORP LIMITED

16/16-A, Civil Lines, Kanpur - 208 001
CIN-L65921 UP1985 PLC007547
GSTIN : 09AAACK5574A1ZP
e-mail : keycorpltd@gmail.com

8604627809

Date: 17.07.2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
Through : BSE Listing Centre
Scrip Code: 507948

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith the Postal Ballot Notice dated July, 15, 2026, along with the explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Annexure ('Notice') ("Postal Ballot Notice") of Key Corp Limited ("the Company"), seeking approval of the members of the Company on the following matters, only by way of remote electronic voting ("e-voting"):

Sr. No.	Particulars	Type of Resolution
1.	Alteration of The Object Clause of the Memorandum of Association and to Amend Memorandum of Association of the Company as Per the Companies Act, 2013	Special Resolution
2.	Appointment of Mr. Yogesh Yashpaul Chadha (DIN: 01681680) as an Independent Director of the Company	Special Resolution
3.	Appointment of Mr. Devesh Srivastava (DIN: 08646006) as an Independent Director of the Company	Special Resolution
4.	To Approve the Borrowing Limits of the Company under Section 180 (1)(c) of the Companies Act, 2013	Special Resolution
5.	To Approve the Creation of Security by Way of Charge/ Mortgage/Hypothecation and/or Otherwise Pursuant to the Provision of Section 180(1)(a) of the Companies Act, 2013	Special Resolution

In accordance with the Act and applicable circulars issued by the Ministry of Corporate Affairs, the said Notice has been sent by electronic mode only to those Members whose e-mail addresses are registered with the Company/Depositories/Registrar to an issue and Share Transfer Agent ("RTA") of the Company as on the Cut-off date i.e. Friday, July 10, 2026.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide to all its members (holding shares both in physical and in electronic form), the facility to

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exercise their vote on the Postal Ballot through the electronic voting (e-voting).

The Board of Directors of the Company, at its Meeting held on 15th July 2026, has appointed CS Ankit Dhanotia, (Membership No.: FCS: 25667; CP No.: 68860), Partner of M/s. ADJ & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot through remote E-Voting process in a fair and transparent manner.

The remote E-Voting facility will be available during the following period:

Commencement of remote E-Voting	Monday, July 20, 2026, at 9.00 a.m. (IST)
End of remote E-Voting	Tuesday, August 18, 2026, at 5.00 p.m. (IST)

The results of voting by means of Postal Ballot through remote E-Voting shall be declared within two working days from conclusion of the E-Voting which is within the time stipulated under the applicable laws. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

This intimation is also being uploaded on the Company's website www.keycorpltd.com in terms of Regulation 30 of the SEBI Listing Regulations.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,
For Key Corp Limited

KEY CORP LIMITED KANPUR

V.K. Pandey
Joint Secretary
Encl.: Notice of Postal Ballot

Key Corp Limited

[**CIN:** L65921UP1985PLC007547]
Registered Office: 16/16-Acivil Lines Kanpur, Uttar Pradesh, India, 208001
website: www.keycorpltd.com | **Email:** keycorpltd@gmail.com **Tel:** +91 8604627809

POSTAL BALLOT NOTICE

[Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Monday, July 20, 2026, at 9.00 a.m. (IST)	Tuesday, August 18, 2026, at 5.00 p.m. (IST)

To,
The Members of Key Corp Limited

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), read with General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and subject to other applicable laws, rules and regulations, that the Special Resolutions appended below are proposed to be passed by the Members by way of Postal Ballot by voting through electronic means (remote e-voting) only.

The proposed resolutions and the Explanatory Statement(s) pursuant to Section 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice (“Notice”), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed CS Ankit Dhanotia, (Membership No.: FCS: 25667; CP No.: 68860), Partner of M/s. ADJ &

Associates, Practicing Company Secretaries, as Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head **'General information and instructions relating to e-voting'** in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Tuesday, 18th August 2026, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as "CDSL" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with ABS Consultant Private Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from the conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

SPECIAL BUSINESS:

1. ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION AND TO AMEND MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE COMPANIES ACT, 2013:

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

RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable directions, circulars and guidelines issued by the Reserve Bank of India and subject to such approvals, permissions, sanctions and consents as may be required from the statutory and regulatory authorities, and pursuant to the approval and recommendation of the Board of Directors ("Board") of the Company, consent of the Members of the Company be and is hereby accorded to alter and amend the Memorandum of Association of the Company so as to bring it in conformity with the provisions of the Companies Act, 2013 and for amendment in the Object Clause i.e. Clause III of the Memorandum of Association of the Company as follows:

1. Substituting the existing headings of clause III (A) - *From "The Main Objects to be pursued by the Company on its incorporation are:" To "The Objects to be pursued by the Company on its incorporation are:"*

2. Substituting the existing headings of clause III (B) – *From "The Objects incidental or ancillary to the attainment of Main Objects are" To "Matters which are necessary for furtherance of the objects specified in clause III (a) are."*

3. Deleting the existing heading of Clause III(C); - *'Other Objects of the Company for which the Company is established are:*

4. Inserting of following additional sub-clauses after existing sub-clause III(A)(4)-

III (A)(5) To carry on the business of housing finance and to provide long or short term finance, loans, advances, credit facilities, and other financial assistance to any person or persons, society, co-operative society, association of persons, firm, company or corporation, housing boards, government agency and body corporate or other institution, either with or without interest and/or with or without any security for the purpose of enabling such borrower to purchase, construct, acquire, enlarge, lease, alter, reconstruct, renovate or repair of any house, residential property, dwelling unit, flat, housing project, township, bungalow, colony, and any other type of accommodation whether in whole or in part for residential purposes upon such security and on such terms and conditions as the company may deem fit and the same shall be subject to the rules and regulations of the National Housing Bank and the Reserve Bank of India.

III (A)(6) To accept, create, acquire, receive, hold, enforce, realise, assign, transfer and otherwise deal with mortgages, liens, charges, hypothecations, pledges, assignments and other forms of security or interests over movable and immovable properties, assets, receivables, actionable claims and rights, whether present or future, as may be necessary or incidental for securing the repayment of any loans, advances, credit facilities, guarantees or other financial assistance granted, arranged or provided by the Company, and to exercise all rights, powers and remedies in relation thereto, including the enforcement, realisation, transfer, assignment, reconstruction or settlement of such securities, in such manner as may be permitted under applicable laws.

III (A)(7) To provide, arrange, syndicate, originate, finance, refinance, co-finance, co-lend, discount, purchase, sell, assign and otherwise deal in loans, advances, receivables and credit facilities of every description, including housing loans, loans against property, mortgage loans, business loans, commercial loans, MSME loans, vehicle loans, commercial vehicle loans, personal loans, gold loans, consumer loans, education loans, working capital facilities, term loans, project finance and other financial products, to individuals, firms, companies, bodies corporate, trusts, institutions, associations and other entities, subject to applicable laws and regulatory approvals.

III(A)(8) To undertake, carry on and transact the business of soliciting or procuring insurance business as an insurance agent and/or to act as an insurance intermediary or broker in respect of general insurance, life insurance, or reinsurance business or to act as a composite broker and/or to carry on the business of distribution of insurance products and/or to act as an insurance consultant and/or to act as surveyor and loss assessor.

5. Substituting the entire Clause III(B) and Clause III(C), with the following mentioned clauses:

III (B) Matters which are necessary for furtherance of the objects specified in clause III(A) are:

1. *To lend, advance, or provide credit and financial assistance to any person, firm, body corporate, company, customer, prospective customer, or other entities having dealings with the Company, on such terms and conditions as may be deemed expedient, with or without security, including by way of pledge, hypothecation, mortgage, charge, lien, guarantee, indemnity, or otherwise; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company; and to apply for, facilitate, obtain, avail, administer and deal with credit guarantees, guarantee covers, credit enhancement facilities and similar risk-mitigation arrangements from government bodies, guarantee institutions or other agencies, including the Credit Guarantee Fund Trust for Micro and Small Enterprises (CGTMSE), National Credit Guarantee Trustee Company Limited (NCGTC), Small Industries Development Bank of India (SIDBI) or any successor or similar institution, for or on behalf of, or for the benefit of, the Company's borrowers in accordance with applicable schemes, guidelines and regulations; Provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.*

2. *To enter into co-lending arrangements, risk-sharing agreements, or joint origination arrangements or other similar arrangements with scheduled commercial banks, non-banking financial companies, housing finance companies, financial institutions or other permitted entities, and to undertake all acts, deeds and things incidental thereto, in accordance with the applicable laws, regulations and guidelines, including the co-lending framework prescribed by the Reserve Bank of India from time to time.*

3. *To arrange, negotiate, procure and avail loans, borrow monies, financial assistance and other credit facilities, issue secured or unsecured debentures, whether convertible or non-convertible, and to enter into indemnity contracts, mortgages, equity participation arrangements and other financial facilities with banks, financial institutions, government or semi-government bodies and other permitted entities, for the purposes of the business of the Company.*

4. *Subject to the provisions of the Insurance Regulatory & Development Authority Act, 1999 and other enactments, as applicable, to undertake, carry on and transact the business of soliciting or procuring insurance business as an insurance agent and/or to act as an insurance intermediary or broker in respect of general insurance, life insurance, or reinsurance business or to act as a composite broker and/or to carry on the business of distribution of insurance products and/or to act as an insurance consultant and/or to act as surveyors and loss assessors.*

5. *To apply for, obtain, avail, and utilise refinance facilities, lines of credit, financial assistance, or other funding support from apex housing institutions including the National Housing Bank (NHB), government bodies, financial institutions, multilateral agencies, international organisations, or other permitted entities, for the purposes of the Company's business, subject to applicable laws and regulations; To classify, tag, certify, and manage loan portfolios in accordance with Priority Sector Lending guidelines prescribed by the Reserve Bank of India, and to avail refinancing facilities from the National Housing Bank under the Affordable Housing Fund, Rural Housing Fund, or any other applicable scheme, by maintaining eligible loan books and making requisite representations to regulatory bodies.*

6. *To sell, assign, transfer, refinance, securitize, or otherwise deal with the loan portfolios, receivables, financial assets, and cash flows of the Company to banks, financial institutions, housing finance companies, trusts, Special Purpose Vehicles (SPVs), investors, or other entities, and to enter into all agreements and arrangements incidental thereto, in accordance with applicable laws and regulations.*

7. *To negotiate loans of every description and to finance or assist in financing the sale of houses, buildings, flats, either furnished or otherwise, by way of hire purchase or deferred payment or similar transactions and to institute, enter into, carry on, subsidise finance or assist in subsidising or financing the sale and maintenance of any such houses, buildings, flats, furnished or otherwise as aforesaid upon any term whatsoever.*

8. *To set up, provide or participate in providing financial, technical, managerial and other assistance, including loans, guarantees, credit support, capital assistance, and – solely in relation to residential housing, affordable housing, proptech and housing-technology enterprises and projects – venture capital, seed capital or risk capital assistance, to the extent permissible under and subject to the Company's regulatory limits, sectoral exposure norms, and investment policy as approved by its Board and applicable under the National Housing Bank/Reserve Bank of India directions and guidelines for the time being in force; to promote and support innovative methods of construction and development of residential housing projects and the adoption of new or existing technologies in the housing sector; to identify, evaluate and appraise residential housing projects, prepare project reports, project profiles, market research reports, feasibility studies, due diligence reports and pre-investment studies in relation thereto; to undertake project appraisal, monitoring, follow-up supervision and coordination in connection with the financing of residential housing projects for housing finance companies, banks, financial institutions, companies, developers, statutory authorities or other entities; to act as a consultant, advisor or facilitator in the establishment, development and management of residential housing undertakings, projects or companies; and to render technical, managerial and other assistance to the housing and construction sectors, in furtherance of and incidental to the Company's principal business of housing finance, and not in derogation of or substitution for the same."*

9. *To develop, manage and turn to account any land, building or immovable property acquired by the Company or in which the Company has any right, interest or charge, in connection with and in furtherance of the business of housing finance, including by laying out and preparing the same for building purposes, constructing, altering, repairing, maintaining, improving or otherwise dealing with such properties; to undertake necessary infrastructure-related activities including paving, drainage and other allied works; to lease, license or enter into building agreements or other arrangements in respect of such properties; and to enter into contracts and arrangements with builders, developers, tenants or other persons, subject to applicable laws, regulations and approvals.*

10. *To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, whether movable or immovable, and any rights, concessions or privileges which the Company may think necessary or convenient for the purpose of its business, and in particular any land, building, easements, machinery, plant, stock in trade, actionable claims or other assets; and either to retain any property so acquired for the purposes of the Company's business or to manage, deal with, dispose of or otherwise turn the same to account as may seem expedient, subject to applicable laws and regulations.*

11. *To hold, deal with, manage, direct the management of buy, sell, exchange, mortgage, charge, lease, dispose of, or grant any right or interest in over or upon any real or personal property of any kind whatsoever, including but not limited to contingent or reversionary interests in any property and to undertake and carry on any business undertaking or transaction relating to such property subject to real estate exposure limits and prudential norms prescribed by RBI/NHB from time to time.*

12. *To carry on the business of leasing and hire purchase and to acquire and provide on lease or hire-purchase basis, office equipment, machinery, vehicles, buildings, flats, industrial commercial premises required for manufacturing, processing, to develop and turn to account any land transportation and trading businesses and other commercial businesses with the required regulatory approvals.*

13. *To advance, invest or otherwise deploy the money belonging to the Company in or upon securities or other permitted investments, movable or immovable assets, with or without security, upon such terms and conditions as may be thought proper, and from time to time vary such transactions and investments in such manner as may be proper; and to give guarantees to third parties in respect of sums borrowed by any individual, firm, body corporate or other entity, subject to applicable laws and regulations; provided that the Company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.*

14. *To let, mortgage, charge, sell, grant, licenses easements and other rights or otherwise dispose of any property of the Company or part thereof either absolutely or conditionally in such manner and upon such terms and conditions in all respects as may be thought fit, subject to applicable laws and regulations.*

15. *To raise money, resources or acquire assets by issue and allotment of shares, debentures and other securities, whether for consideration in cash or otherwise, on such terms and conditions as the Company may think fit and proper.*

16. *Subject to the provisions of the Banking Regulation Act, 1949, National Housing Bank, Companies Act, 2013 or other applicable law(s) To draw, accept, endorse, discount or negotiate or transfer promissory notes, hundis or bills of exchange, bills of lading and other negotiable instruments in connection with the business of the Company.*

17. *To pay or provide for, out of the funds of the Company, all expenses which the Company may lawfully pay in connection with its formation, incorporation, registration, commencement of business, issue of share capital or other securities, including brokerage, commission, underwriting commission, fees, professional charges and other expenses incurred for obtaining applications for, subscribing, underwriting, placing or procuring the subscription or underwriting of any shares, debentures or other securities of the Company; and to pay all or any part of the preliminary, incorporation, formation or other expenses of any company promoted by the Company or in which the Company is or may contemplate being interested, including any costs and expenses of the owners of any business or property acquired or proposed to be acquired by such company.*

18. *To undertake, perform, render, carry out, implement, support, promote or participate in any of the objects, activities, programmes, projects or initiatives of the Company on a charitable, benevolent, social welfare, community development, humanitarian, educational, research, environmental, public benefit or other useful basis, with a view to assisting or benefiting the Central Government, State Governments, local authorities, regional, national or international institutions, organisations, associations, federations, trusts, societies, universities, colleges, companies, body corporates, funds, public or private entities, or any section of the public or society; and to make contributions, grants, donations, subscriptions, sponsorships or provide assistance in cash or kind for such purposes, subject to the provisions of the Companies Act, 2013 and other applicable laws and regulations.*

19. *To enter into, modify, perform, assign, outsource, sub-contract or otherwise deal with any contract, arrangement or agreement for the efficient conduct of the business of the Company or any part thereof, subject to applicable laws and regulations.*

20. *To enter into any arrangement, agreement, memorandum of understanding, collaboration or other understanding with the Central Government, State Governments, local authorities, statutory or regulatory authorities, public sector undertakings, financial institutions, banks, housing boards, development authorities, multilateral agencies or any other person, body corporate or institution, whether in India or abroad, as may be conducive or incidental to the attainment of the objects of the Company, and to obtain, apply for, acquire, renew, hold, exercise and comply with any licences, registrations, approvals, permissions, consents, concessions, grants,*

leases, incentives, subsidies, rights, privileges or benefits necessary or desirable for carrying on the business of the Company, subject to the applicable laws, rules and regulations.

21. *To apply for, purchase, register, obtain, acquire, hold, own, develop, improve, use, exploit, protect, renew, assign, sell, transfer, mortgage, charge, pledge, licence, sub-licence, lease, exchange or otherwise deal with or commercially exploit any patents, patent rights, copyrights, trademarks, service marks, trade names, designs, industrial designs, domain names, software, databases, trade secrets, know-how, confidential information, licences, concessions, franchises, intellectual property rights or other proprietary rights of every description, whether registered or unregistered, in India or elsewhere, and to grant or obtain licences or other rights in respect thereof, and to do all such acts and things as may be necessary or expedient for the acquisition, protection, development, management, commercial exploitation or realization of the value of such intellectual property or proprietary rights, in connection with the business of the Company and subject to applicable laws and regulations.*

22. *To assist, support or provide financial assistance, credit facilities, guarantees, resources or other support to the Central Government, State Governments, local authorities, municipal bodies, public institutions, companies, associations or other persons in connection with any works, undertakings, projects or enterprises which are conducive to or in furtherance of the objects and business of the Company,*

23. *To obtain recognition, registration, approvals, licences, permissions or authorisations for the Company in India or abroad; to establish, maintain and regulate branches, offices, agencies, representative offices or other places of business; to make applications, representations, petitions or submissions before any Government, legislature, court, tribunal, regulatory authority, statutory authority, local authority or other body, whether in India or abroad, for obtaining any rights, licences, registrations, approvals, concessions, privileges, exemptions, incentives or other benefits conducive or incidental to the objects of the Company; and to institute, defend, oppose or otherwise participate in any proceedings, applications or actions as may be necessary or expedient for protecting or furthering the interests of the Company, subject to the applicable laws, rules and regulations.*

24. *To amalgamate, enter into partnership or into any arrangement for sharing profits or losses, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith and to accept by way of consideration for any of the acts or things aforesaid or property so acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.*

25. *To invest the monies and funds of the Company not immediately required for its core lending business, and to hold, sell, subscribe for, acquire, purchase, transfer, exchange, pledge, or otherwise deal in shares, stocks, debentures, debenture stock, bonds, notes, units, mutual funds, alternative investment funds (AIFs), inter-corporate deposits, fixed deposits, obligations, and other securities or financial instruments issued, guaranteed, or offered by any Central or State Government, sovereign authority, public body, municipal or local authority, bank, financial institution, company, corporation, trust, or body corporate in India or abroad; and to exercise, enforce, and enjoy all rights, powers, benefits, and privileges incidental to the ownership, holding, or disposal thereof, strictly in accordance with the provisions of the Companies Act, 2013, master directions or regulations prescribed by the Reserve Bank of India (RBI), provisions made by the National Housing Bank (NHB), and any other applicable law(s) as amended from time to time.*

26. *To place as reserve or to distribute as bonus share among the members or otherwise to apply as the Company may from time to time think fit, any moneys received in respect of forfeited shares.*

27. *To appoint, employ, engage, retain, train, suspend, remove or enter into agreements with Managing Directors, Whole-time Directors, officers, employees, managers, company secretaries, technical experts, consultants, advisors, valuers, auditors, investigators, inspectors, contractors, agents, representatives, professionals and other personnel in India or abroad as may be considered necessary or expedient for the business of the Company; to appoint such persons for undertaking or assisting in investigations, inspections, valuations, due diligence, appraisals, assessments, examinations, audits, feasibility studies or other professional, technical or advisory assignments relating to the business, assets, properties, rights, undertakings or affairs of the Company or of any person or entity with whom the Company proposes to enter into any transaction; and to remunerate or compensate them in cash or otherwise for services rendered or to be rendered, subject to applicable laws and regulations.*

28. *To indemnify, to the extent permitted by law, the directors, officers, employees, agents and representatives of the Company against any proceedings, claims, demands, liabilities, losses, damages, costs, charges and expenses incurred by them in the bona fide discharge of their duties or in the exercise of their powers on behalf of the Company, subject to applicable laws and regulations.*

29. *To carry on any business or branch of business which the Company is authorised to carry on through any subsidiary company or companies, and to promote, incorporate, acquire, organise, manage or otherwise establish such subsidiary company or companies, whether in India or abroad, in accordance with applicable laws; to enter into arrangements with any such subsidiary for the management, operation, administration, financing or support of its business, including the provision of loans, advances, guarantees, securities or other financial assistance, and to make such other arrangements as may be considered necessary or expedient for carrying on the business of the Company through such subsidiary or for supporting its operations, subject to the*

applicable provisions of the Companies Act, 2013, the directions and guidelines issued by the Reserve Bank of India, the National Housing Bank and other applicable laws, rules and regulations; and to temporarily or permanently discontinue or close any such business or branch, as may be considered appropriate.

30. *To appoint or nominate directors, managers or other representatives on the board or management of any subsidiary, associate company, joint venture or any other entity in which the Company is or may be interested.*

31. *To recall, accelerate, foreclose or require immediate repayment of any loan or financial facility, and to enforce any security in respect thereof, where the Company determines that the loan or facility has been utilised for any purpose other than that for which it was sanctioned or in breach of the terms and conditions thereof.*

32. *To institute, commence, prosecute, conduct, defend, compromise, settle, compound, withdraw or abandon any legal, regulatory, recovery, insolvency, arbitration or other proceedings by or against the Company; to settle, compromise, grant time for payment or satisfaction of any debts, claims or demands due to or by the Company; and to refer any disputes, claims or demands to arbitration, mediation or other dispute resolution mechanisms and to enforce, comply with and carry out any award, order, judgment or settlement.*

33. *To insure the whole or any part of the property, assets and interests of the Company, either fully or partially, and to protect and indemnify the same against loss, damage or risk.*

34. *To create, establish, maintain and utilise any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund for depreciation, repairs, improvements, extension, maintenance or development of the properties or business of the Company, for redemption of debentures or redeemable preference shares, or for any other purpose conducive to the interests of the Company.*

35. *To undertake, commission, conduct, promote and participate in research, studies, surveys and analysis relating to housing, finance, credit, risk management, technology, business management, customer behaviour, market conditions and other matters connected with the business of the Company; and to collect, obtain, generate, process, analyse, tabulate, maintain and disseminate information, statistics, data, reports and market intelligence from individuals, firms, institutions, organisations or other bodies,*

36. *To carry on financing operations and perform financing services for leasing, hire-purchase, or other asset-backed transactions including arranging, managing, and entering into leasing and hire-purchase businesses or acquiring and discounting any rights therein (whether proprietary or contractual); to act as financiers, traders, and commercial agents, and to make advances upon, lend against, or otherwise deal in movable assets including automobiles, commercial vehicles, and equipment, as well as immovable properties, houses, buildings, and flats (furnished or otherwise); and to*

engage in factoring, bill purchase and discounting, guaranteeing, counter-guaranteeing, procuring loans and finance from banks, financial institutions, companies, firms, or individuals, as well as providing financial consultancy, loan negotiation, and related advisory operations or services to any individual, group of individuals, firms, associations, companies, statutory corporations, public authorities, or Governments.

37. *To open, maintain and operate current, overdraft, loan, cash credit, deposit or other accounts with any bank, financial institution; to deposit, withdraw, transfer and deal with monies through such accounts; to draw, accept, endorse and negotiate cheques, drafts and other instruments; and generally to operate such accounts as may be necessary or incidental for the business of the Company.*

38. *To distribute, subject to the provisions of the Companies Act, 2013 and other applicable laws, any property or assets of the Company among its members in specie or otherwise, in the event of winding up of the Company.*

39. *To purchase, lease, hire, charter or otherwise acquire and use vehicles and other modes of transportation for the business and operations of the Company.*

40. *To borrow, raise or secure the payment of money in Indian or foreign currency from banks, financial institutions, government bodies, National Housing Bank, multilateral agencies, international organisations, companies, trusts, investors or other permitted entities in India or abroad, with or without security and on such terms as may be deemed fit; to enter into financing arrangements and issue debentures, bonds, notes or other securities, whether secured or unsecured, convertible or non-convertible, including instruments carrying rights to convert such borrowings or securities into shares or other securities of the Company, subject to applicable laws and regulations; and for securing such borrowings, to mortgage, pledge, hypothecate, charge or otherwise create security over the assets, properties, receivables or revenues of the Company, present or future, and to repay, redeem or otherwise discharge such borrowings and securities, subject to the provisions of the Foreign Exchange Management Act, 1999, applicable Reserve Bank of India regulations and other applicable laws.*

41. *To execute, undertake, assist or participate in the execution of plans for new projects, and for improvement, development or expansion of existing projects, including housing and infrastructure related projects, and to provide support, assistance or services in connection therewith to companies, body corporates, firms, organisations or other entities, subject to applicable laws and regulations.*

42. *To promote, establish, incorporate, acquire, subscribe to, invest in or otherwise participate in the formation of subsidiaries, associate companies, joint ventures or other entities having similar or complementary objects; to acquire, undertake, transfer or otherwise deal with the whole or any part of the business, assets, properties, rights, liabilities and undertakings of any such entities or other persons; and to enter into*

arrangements, collaborations, partnerships or agreements and do all such acts, deeds and things as may be necessary, incidental or conducive to the attainment of the objects of the Company, subject to applicable laws and regulations.

43. *To sell, assign, transfer, mortgage, exchange, grant lease, licenses, easements and other rights in respect of, improve, manage, develop, dispose of or otherwise deal with the whole or any part of the properties, assets, investments, receivables, undertakings, rights and effects of the Company, including assets acquired pursuant to enforcement of security interests, upon such terms and conditions as may be deemed fit, and in particular for cash, shares, debentures or securities of any other company having objects altogether or in part similar to those of the Company, subject to applicable laws and regulations.*

44. *To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any charter, licence, power, authority, franchise, concession, right or privilege which any Government, statutory authority, local authority, corporation, public body or other person may be empowered to grant; and to apply for, participate in, submit bids for, purchase or otherwise acquire government or non-government tenders, contracts, sub-contracts, licences, concessions or other rights in relation to the objects or business of the Company, and to undertake, execute, perform, carry out, dispose of or otherwise turn to account the same, subject to applicable laws and regulations.*

45. *To apply for, promote and obtain any statute, regulation or other authorization or enactment which may seem calculated directly or indirectly to benefit the Company, and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.*

46. *To establish, maintain, support or contribute to any provident fund, gratuity fund, pension fund, superannuation fund, welfare fund, trust, foundation, institution, association, club, scheme or other arrangement for the benefit and welfare of the present or former directors, employees, officers and other personnel of the Company and their spouses, families, dependants or legal representatives; to grant or provide pensions, gratuities, allowances, insurance benefits, medical assistance, retirement benefits, incentives, compensation or other emoluments; to subscribe to, contribute to or support any institution, association, fund or scheme established for their benefit or welfare; and to make donations, contributions or provide financial assistance for charitable, benevolent, educational, social welfare, community development, corporate social responsibility or other lawful purposes, subject to the applicable provisions of the Companies Act, 2013 and other applicable laws.*

47. *To undertake and perform all obligations, including payment of rent, charges, dues and compliance with covenants, conditions and agreements contained in any lease, licence or other arrangement granted to, assigned to or otherwise acquired by the Company in relation to any property or premises.*

48. *To remunerate, compensate or otherwise make payments, whether in cash or in kind or by way of issue or allotment of shares, debentures or other securities of the Company, to any person, firm, company, body corporate or other entity for services rendered or to be rendered in connection with the business of the Company, including for introducing or procuring any business, assets, property, customers, projects or commercial opportunities, arranging or facilitating any transaction, financing or business relationship, or for providing professional, technical, managerial, advisory, consultancy or other services; and to pay commission, brokerage, fees, incentives or other lawful consideration for such services, including for procuring, underwriting, placing or guaranteeing the subscription of any shares, debentures or other securities of the Company, subject to the applicable provisions of the Companies Act, 2013 and other applicable laws, rules and regulations.*

49. *To accept shares, stocks, debentures, bonds or other securities of any company, body corporate or entity in full or part satisfaction of any consideration, fees, dues, receivables, claims or obligations payable to the Company, including amounts arising from services rendered, sale of assets or other lawful transactions, subject to applicable laws and regulations.*

50. *To adopt such means of making known, promoting, and branding the business, products, portfolios, spaces, and financial services of the Company as may from time to time seem expedient, necessary, or desirable, and in particular by advertising in or through the press, radio, television, social media platforms, websites, mobile applications, interactive digital networks, electronic channels, or other multimedia platforms, or by distribution of circulars, newsletters, and promotional materials; by the publication, printing, and distribution of books, periodicals, and informational brochures; by the purchase, curation, acquisition, and exhibition of works of art, artifacts, and designs; by organizing, sponsoring, hosting, or participating in community events, lifestyle activations, sports, exhibitions, fairs, and public campaigns; and by granting, institutionalizing, or distributing prizes, rewards, and donations in connection with or furtherance of business promotion, corporate branding, or corporate social responsibility (CSR) activities."*

51. *To enter into arrangements or agreements with borrowers, lenders, investors, leaseholders, customers, financial institutions or other persons for the establishment, maintenance, administration, management, accumulation and operation of sinking funds, redemption funds, reserve funds, escrow accounts, benefit funds, endowment funds or any other special funds, reserves, schemes or financial arrangements in connection with the business of the Company, and to receive, hold, invest, administer and disburse monies relating thereto upon such terms and conditions as may be agreed, subject to the applicable provisions of the Companies Act, 2013 and other applicable laws, rules and regulations.*

52. *To subscribe to, obtain membership of, participate in, support, affiliate with or otherwise associate with chambers of commerce, industry associations, professional bodies, institutions, societies, organisations, councils, forums and other bodies in India*

or abroad, and to obtain, purchase, access, collect, publish or otherwise acquire information, research materials, market studies, reports, databases, books, journals, publications and other knowledge resources for the purposes of the business of the Company.

53. *To undertake, administer or implement any trust, scheme, arrangement or obligation connected with or incidental to the business of the Company, and to make or facilitate the distribution of monies, benefits, assets or property to beneficiaries or other persons entitled thereto in accordance with the terms thereof and subject to applicable laws, regulations and approvals.*

54. *To refer to agree to or agree to refer any claims, demands, disputes or any other questions, by or against the Company, or in which the Company is interested or concerned, whether between the Company and a member or members or his or their representatives or between the Company and third party, to arbitration in or at any place in or outside India and to observe and perform and to do all acts, deeds and things to carry out or enforce the award.*

55. *To accept, acquire, receive, make or grant gifts, bequests, donations, grants, contributions, rights, benefits, properties or other assets, in cash or in kind, with or without conditions, from or to any individual, company, body corporate, trust, institution, firm, association or other entity, including directors or shareholders where permitted by law, and to deal with the same in such manner as may be considered appropriate, subject to applicable laws and regulations.*

56. *To enter into arrangements, agreements, collaborations or partnerships with companies, institutions, organisations or persons in India or abroad and to acquire, obtain, use or exploit by grant, purchase, lease, licence, assignment, exchange or otherwise any technology, software, intellectual property, business processes, technical information, know-how, trademarks, copyrights, patents, systems, rights, benefits or privileges, and to obtain financial, technical, managerial or professional collaboration, assistance, training and expert advice for the business of the Company.*

57. *To take, hold, accept, or receive mortgages, charges, hypothecations, pledges, and liens on any movable or immovable property to secure the repayment of any loans, advances, credit facilities, or monies due to the Company from borrowers, purchasers, or third parties; and concurrently, to mortgage, pledge, hypothecate, or charge all or any part of the property, assets, book debts, receivables, and rights of the Company, both present and future, including its uncalled capital, for the purpose of securing any borrowing, debt instruments, or credit facilities availed by the Company, subject strictly to the provisions of the Companies Act, 2013, guidelines prescribed by the Reserve Bank of India (RBI), provisions made by the National Housing Bank (NHB), or any other applicable law(s) for the time being in force.*

58. *To acquire, undertake, take over, or take part in the management, supervision, conduct, and control of the whole or any part of the business, property, assets, and liabilities of*

any person, firm, or company carrying on any business which this Company is authorised to carry on, and for such purposes to appoint and remunerate directors, experts, auditors, or personnel necessary to further the Company's objects.

59. *To do all such acts, deeds, matters and things as may be necessary, incidental, ancillary or conducive to the attainment of the objects of the Company or the exercise of its powers, either independently or in association with any company, body corporate, firm, institution, organisation or person, subject to applicable laws and regulations.*

60. *To undertake on contract or otherwise, in India or abroad, software designing, developing, at the site of end user, software product development, product lifecycle management, knowledge base programme management, product data management, enterprise resources planning (ERP), customer relationship management, CRM, SCM, CAD/CAM, interactive software, multimedia software, marketing of software programme, data processing consultancy in computer aid and operations and provide training in computer applications and render services as consultants for introducing, controlling, operating, developing and maintaining various systems in field of preparation and application of programme, debugging, data collection, data compilation data, data analysis, introduction and development of systems and methods based on electronic data processing techniques and or manual systems, implementation and customisation of enterprise wide software product and solutions, either on its own or in collaboration with any other person, agency, organisation and or establishment.*

61. *To own, establish, manage, process, store information and data, and provide internet services, portal services, satellite/transponder services, mobile communication services, web home page services, computer support services, interactive communication device services, web-enabled marketing, electronic commerce, extended messaging services, commerce on the net, application development services, provide fax, voice, video, data and communication services over internet, electronic transaction services, documentation services, managing services on internet, advertisement services, accounting services, web publishing services, web newspaper and information services, specification and ordering information services and to establish, manage and operate Call Centres.*

62. *To manage, market and develop computer network services to facilitate Electronic Data Interchange, supply and provide computer programming capacity to write programmes for all makes, grades and types of computers; to advise on all matters concerning computers, computer programming, computer systems, computer equipment and computer applications.*

63. *To design, develop, buy, sell software products and transcription-related products for medical, legal, insurance or business purposes and to own, establish, manage and process data banks, data warehouses, on internet or otherwise and provide classified information, solutions, inputs for business research and development.*

64. *To design, develop, manufacture, assemble, process, repair, service, modify, buy, sell, import, lease, provide know-how in, deal in electronic, mechanical and optical gadgets, widgets, instruments, machines, equipment, appliances, computer memory, logic devices, modems, RFID cards, magnetic and barcodes, microchip cards, readers, encoders, decoders, bio-matrix systems, computer software, microprocessor-based instruments, equipment, devices, controllers, information and data processing equipment, communication and controlling equipment, testing instruments, telephone exchanges, wireless communication equipment, access control and security devices and systems, robotic equipment, process control equipment including counters, timers, sensors, speech synthesizers, voice digitization, recording and reproduction equipment, entertainment gadgets, toys, instruments including all types of musical instruments, robots, video games, consumer products, PCBAs, PCBs, ICs, hybrid circuits, miniature circuits, transistors and other accessories, and raw materials required for the electronic and electrical industry.*

65. *To conceptualize, design, develop, build, host, maintain, operate, license, implement, and commercialize a fully-integrated technology stack, application programming interfaces (APIs), software-as-a-service (SaaS) frameworks, cloud-enabled infrastructure, and proprietary electronic platforms; to deploy automated credit underwriting models, digital onboarding systems, electronic KYC (e-KYC) registries, smart-contract architectures, and e-sign frameworks; to integrate, embed, or expose the Company's financial products, loan origination systems (LOS), loan management systems (LMS), payment gateways, and collection mechanisms into third-party applications, merchant checkout ecosystems, and e-commerce networks; and to enter into technology-sharing, data-analytics, software-licensing, or infrastructure-as-a-service (IaaS) arrangements with banks, co-lending partners, fin-tech aggregators, or other financial institutions, subject to applicable data protection laws and cybersecurity regulations prescribed by the Reserve Bank of India (RBI) or other competent authorities from time to time.*

66. *To carry on, undertake or engage in the business of distribution of all kinds of financial products and its variants, personal and consumer finance products, mutual fund products and other investment products and all types of card products, including but not limited to credit cards, debit cards, charge cards, toll cards, stored value cards and smart cards.*

67. *To purchase for investment or resale, land and house property of any tenure and any interest therein and to create, sell and deal in freehold and leasehold ground, rents and to make advances upon the security of land or house or to deal in sale, lease, exchange or otherwise with land and house property and any other property, whether real or personal.*

68. *To promote, incorporate, establish, acquire, subscribe to, invest in or otherwise participate in subsidiaries, joint ventures, associate companies or other entities, and to provide managerial, administrative, technical, operational or other support and*

services to such entities, for the advancement and furtherance of the objects of the Company, subject to applicable laws, regulations and approvals.

69. *To provide information and guidance on government policies and regulations and to assist in obtaining various consents or approvals from Government or other authorities or agencies which may be required for establishing and undertaking or in its diversification or expansion.*

70. *Notwithstanding anything contained herein, the Company shall carry on its business and exercise its powers subject to the provisions of the Companies Act, 2013, the National Housing Bank Act, 1987, Reserve Bank of India (Housing Finance Companies) Directions, 2025, the Insurance Regulatory and Development Authority of India Act, 1999, and all other applicable laws, regulations, guidelines and directions issued by the competent authorities from time to time.*

RESOLVED FURTHER THAT the draft Memorandum of Association incorporating all the proposed alterations and amendments, as placed before the meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof and/or any Director(s) or Key Managerial Personnel authorised by the Board) be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution including but not limited to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or any other appropriate regulatory authority without requiring the Board to secure any further consent or approval of the members of the Company.

2. **APPOINTMENT OF MR. YOGESH YASHPAUL CHADHA (DIN: 01681680) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Yogesh Yashpaul Chadha (DIN: 01681680) who was appointed as an Additional Director (Independent and Non-Executive) of the Company with effect from 15th July, 2026 under

Section 161 of the Act and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from 15th July, 2026 to 14th July, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder and regulation 17(6) of SEBI Listing Regulations, Mr. Yogesh Yashpaul Chadha be paid such sitting fees as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof and/or any Director(s) or Key Managerial Personnel authorised by the Board) be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

3. APPOINTMENT OF MR. DEVESH SRIVASTAVA (DIN: 08646006) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Devesh Srivastava (DIN: 08646006) who was appointed as an Additional Director (Independent and Non-Executive) of the Company with effect from 15th July, 2026 under Section 161 of the Act and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from 15th July, 2026 to 14th July, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder and regulation 17(6) of

SEBI Listing Regulations, Mr. Devesh Srivastava be paid such sitting fees as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof and/or any Director(s) or Key Managerial Personnel authorised by the Board) be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

4. TO APPROVE THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180 (1)(c) OF THE COMPANIES ACT, 2013:

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

"**RESOLVED THAT** in supersession of all earlier resolutions passed by the members of the Company in this regard 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 any other applicable laws and the provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereafter constitute to exercise its powers, including the powers conferred by this Resolution) to borrow, from time to time at their discretion, any sum or sums of money which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, provided that the total outstanding amount so borrowed in excess of the aggregate of the paid-up share capital, free reserves (that is to say, reserves not set apart for any specific purpose) and securities premium of the Company shall not at any time exceed Rs. 500 Crores (Rupees Five Hundred Crores Only) on the terms and conditions as it may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do and perform 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 respect of such borrowings, and to delegate all or any of the above powers to a Committee of Directors or any Director(s) or officer(s) or employee(s) of the Company, as it may consider appropriate."

5. TO APPROVE THE CREATION OF SECURITY BY WAY OF CHARGE/ MORTGAGE/ HYPOTHECATION AND /OR OTHERWISE PURSUANT TO THE PROVISION OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

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

"**RESOLVED THAT** in supersession of the resolution passed by the shareholders of the Company in this regards and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 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 Articles of Association of the Company and subject to such other approvals as may be required from appropriate authorities, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall include its duly authorized Committee or any individual Director) to create mortgage(s)/charge(s)/hypothecation(s) in any manner whatsoever on all or any of the immovable and movable properties of the Company, including Stocks and Book Debts of the Company, wherever situated, both present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company, ranking first, exclusive, pari passu and/or subordinate to the mortgages/charges/hypothecations already created or to be created in future by the Company, for securing any loans and/or debentures and/or advances and/or guarantees and/or any financial assistance obtained or to be obtained by the company, from any Banks/Financial Institutions/other Lender(s) upto a sum not exceeding Rs. 500 Crore (Rupees Five Hundred Crore only) together with interest, additional interest, if any, cost, charges, expenses payable by the Company in respect of the said borrowings, on such terms and conditions and at such times and in such form and manner, as the Board may deem fit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to negotiating and finalizing the terms of sale, lease, creation of security or any other disposition, and filing of necessary forms, returns, applications and submissions under the Act and in this regard may delegate all or any of the powers to the Committee of Directors or any Director(s) or officer(s) of the Company as it may consider appropriate.

Registered Office: 16/16-Acivil Lines Kanpur,
Uttar Pradesh, India, 208001
CIN: L65921UP1985PLC007547
E-mail: keycorpltd@gmail.com
Website: www.keycorpltd.com
Place: Kanpur
Date: 15.07.2026

By Order of the Board of Directors

Sd/-
Daya Nath Misra
Company Secretary and
Compliance Officer
Membership No: F2656

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any, of the Act read with the rules framed thereunder concerning the resolutions as set out in the Postal Ballot Notice is annexed hereto and forms part of this Notice.

   In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Postal Ballot Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depository viz., Central Depository Services (India) Limited ("CDSL") as on Friday, 10th July, 2026 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent ("RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA Circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a Member as on the Cut-Off Date or who becomes a Member of the Company after the Cut-Off Date should treat this Notice for information purpose only.

   General information relating to e-voting:

   a) The voting period begins from 9.00 a.m. (IST) on Monday, 20th July, 2026 and ends at 5.00 p.m. (IST) on Tuesday, 18th August, 2026. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date viz. Friday, 10th July, 2026, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

   b) Currently, there are multiple e-voting service providers (ESPs) providing evoting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders with the rules framed thereunder and the framework provided under the MCA circulars.

2. The details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, in respect of the persons seeking appointment as Independent Directors, are furnished as Annexure – A in the Explanatory Statement of this Notice.

3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.

4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India on General Meetings, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.

5. Members who have not registered their e-mail addresses are requested to register/update their email addresses, in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with ABS Consultant Private Limited (RTA) by following due procedure.

   Members who have not registered their e-mail IDs may download this Postal Ballot Notice from the website of the Company i.e. www.keycorpltd.com or CDSL i.e. www.evotingindia.com or may send a request to the Company Secretary at e-mail ID: keycorpltd@gmail.com and to the RTA at e-mail ID: absconsultant99@gmail.com. The Postal Ballot Notice is also available on the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com.

6. The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the shares held by them as on Friday, 10th July 2026, being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the Cut-off date, can cast their vote electronically.

7. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holder(s), only such joint holder(s) who is higher in the order of names will be entitled to vote.

8. A member cannot exercise his/her vote through proxy on the postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to office@adjassociates.in with a copy marked to keycorpltd@gmail.com.

9. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

10. Postal Ballot (e-voting) commences from 9.00 a.m. (IST) on Monday, 20th July 2026 and ends at 5.00 p.m. (IST) on Tuesday, 18th August 2026. At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time.

11. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Tuesday, 18th August 2026. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.

12. The Board has appointed CS Ankit Dhanotia (COP-25667), as Scrutinizer for conducting the Postal Ballot through remote E-Voting process in a fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014. The Scrutinizer decision on the validity of the votes cast in the Postal Ballot shall be final.

13. The Scrutinizer will submit his report to the Chairman of the Company or any other person of the Company authorised by the Chairman, after completion of scrutiny of the votes. The results shall be declared within two working days from conclusion of the E-Voting which is within the time stipulated under the applicable laws. The said results declared along with the Scrutinizer Report would be intimated to BSE Limited, where the equity shares of the Company are listed, placed on the website of the Company at www.keycorpltd.com, and on the website of CDSL www.evotingindia.com. and shall also be displayed at the Registered Office of the Company.

14. This Notice shall also be available on the website of the Company at www.keycorpltd.com, websites of the stock exchange where the equity shares of the Company are listed, i.e. BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.

15. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to keycorpltd@gmail.com.

16. The Company has designated Mr. V.K. Pandey, Joint Secretary of the Company as the person responsible for the entire voting process.

    Members may contact Mr. V.K. Pandey, Joint Secretary, for any grievances connected with electronic means at keycorpltd@gmail.com, Tel. # 9450485300.

17. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

In compliance with the provisions of section 108 of the Act read with Rule 20 of the Rules, as amended and the provisions of Regulation 44 of the Listing Regulations read with SEBI Master Circular **SEBI/HO/CFD/PoD2/CIR/P/0155** dated 11th November 2024 (as amended), Members are provided with the facility to cast their vote electronically through the E-Voting services provided by CDSL on all the resolutions set forth in this Notice.

Members are requested to note that the Company is providing facility for remote E-Voting and the businesses are to be transacted through Electronic Voting system only. A Member may avail the E-voting facility at his/her/its discretion, as per the instructions provided herein.

In terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Step 1:-

A) Login method for remote E-Voting for Individual shareholders holding securities in demat mode:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested Demat mode with CDSL Depository to visit CDSL website www.cdslindia.com and click on Login icon & New System Myeasi Tab. 2. After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e- voting page of the e-voting service provider for casting his/her 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, so that the user can visit the e- Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from evoting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on the registered Mobile & E-mail ID as recorded in the Demat Account. After successful authentication, user will be able to see the evoting option where the e-voting is in progress and will also be able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1. If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of E-services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to E-voting" under e-voting services and you will be able to see e-voting page. Click on the 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. 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/IdeasDirect_Reg.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 evoting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on the company name or evoting service

	provider name and you will be redirected to evoting service provider website for casting your vote during the remote e-voting period. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode – Login through demat accounts/website of Depository Participant (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see evoting feature. Click on the 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.

Important note: 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**
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

Step 2:-

B) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

1. The shareholders should log on to the e-voting website www.evotingindia.com.

2. Click on "Shareholders" module.

3. Now enter your User ID

   a) For CDSL: 16 digits beneficiary ID,
   b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.

5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach

'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10. Click on the EVSN for the relevant **"KEY CORP LIMITED"** on which you choose to vote.

11. On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same the option **"YES/NO"** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

12. Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.

13. After selecting the resolution, you have decided to vote on, click on **"SUBMIT".** A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on **"CANCEL"** and accordingly modify your vote.

14. Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.

15. You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.

16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

18. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:**

    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
    - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at office@adjassociates.in and to the Company at the e-mail address viz; keycorpltd@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

19. Process for those shareholders whose email/mobile nos. are not registered with the company/depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA at absconsultant99@gmail.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

Contact Details

Company	:	**Mr. Daya Nath Misra** Company Secretary and Compliance Officer **Key Corp Limited** Registered Office: 16/16-Acivil Lines Kanpur, Uttar Pradesh, India, 208001 **E-mail:** keycorpltd@gmail.com
Registrar and Share Transfer Agent	:	**ABS Consultant Private Limited** Room No. 99, 6th Floor, Stephen House, 4, B.B.D. Bagh (East), Kolkata, West Bengal - 700001 **Tel.:** 03322301043 **Fax:** 03322301043 **E-mail:** absconsultant99@gmail.com
E-Voting Agency	:	**Central Depository Services (India) Limited** **E-mail:** helpdesk.evoting@cdslindia.com **Phone:** 1800 21 09911
Scrutinizer	:	**CS Ankit Dhanotia** Practicing Company Secretaries **E-mail:** office@adjassociates.in

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

In terms of the provisions of Section 102 of the Companies Act, 2013 (the "Act"), Secretarial Standard on General Meetings ("SS-2") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the following statement sets out the material facts relating to agenda items as set out in this postal ballot notice ("Notice"):

ITEM NO. 1-

The Board of Directors of the Company, at its meeting held on 15th July, 2026, considered the need to review and align the existing Memorandum of Association ("MOA") of the Company with the provisions of the Companies Act, 2013, ("Act").

The existing MOA of the Company were drafted under the erstwhile Companies Act, 1956 and earlier regulatory frameworks. Pursuant to the provisions of the Act, the format of the Object Clause has been modified.

Accordingly, there is a need to alter the Object Clause of the existing MOA of the Company to align it with the Act, as per the Act, a company can have its objects divided as follows in its MOA:

1. The objects to be pursued by the Company.

2. Matters which are necessary for furtherance of its objects

In view of the above, it is proposed to alter the MOA of the Company by altering the existing headings of Clause III A and Clause III B and deleting the heading of Clause III C.

Subsequently, the Board at the same meeting held on 15th July, 2026 deliberated on the business expansion. The Company being non-banking financial Company ("NBFC"), presently operates as an investment company and actively engaged in lending activities and financial services, including Vehicle loans, thereby contributing to the Company's established presence in the credit and investment domain.

Further, the Company deploys its surplus funds in permitted investment avenues such as mutual funds and other regulated financial instruments to ensure optimization of returns while maintaining strict adherence to the applicable regulatory norms.

In pursuit of its strategic vision and long-term growth plans, the Company proposes to broaden its financial services portfolio by undertaking housing finance activities, including providing finance and other credit facilities for the acquisition, construction, development, renovation and improvement of residential properties, housing projects and townships, subject to obtaining such statutory and regulatory approvals as may be required.

The Company also proposes to diversify its lending operations by enabling it to undertake a wider range of financial products and services, including personal loans, loans against property, mortgage loans, MSME loans, gold loans, consumer durable finance, project finance, working capital facilities and other retail and corporate lending activities. In addition, the Company intends to undertake insurance distribution and allied financial services, including acting as an insurance agent, corporate agent, intermediary or broker, subject to obtaining necessary approvals from the Insurance Regulatory and Development Authority of India ("IRDAI") and other competent regulatory authorities, wherever applicable.

In view of abovesaid, it is proposed to amend Clause III of the Memorandum of Association, inter alia, by:

A. substituting the existing headings of Clause III(A) and Clause III(B) to align them with the provisions of the Companies Act, 2013;

B. deleting the existing heading of Clause III(C);

C. inserting additional sub-clauses after existing sub-clause III(A)(4) to enable the Company to undertake housing finance, diversified lending, co-lending, co-financing, and other allied financial services; and

D. substituting the entire Clause III(B) and Clause III(C) with comprehensive clauses containing matters necessary for furtherance of the Company's objects and other enabling provisions.

The proposed amendments are intended to provide greater operational flexibility to the Company, align its constitutional documents with the Companies Act, 2013 and enable it to pursue future business opportunities in the financial services sector while remaining compliant with the applicable regulatory framework governing NBFCs. The proposed amendments are enabling in nature and shall not, by themselves, permit the Company to undertake any regulated activity for which prior approval or registration from any regulatory authority is required, unless such approval or registration is duly obtained.

The Board of Directors of the Company, at its meeting held on 15th July, 2026, approved the proposed alteration of the Object Clause of the Memorandum of Association and the adoption of the amended Memorandum of Association in conformity with the provisions of the Companies Act, 2013, subject to the approval of the Members of the Company by way of a Special Resolution.

Pursuant to the provisions of Sections 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, approval of the members is sought for the proposed alteration of the Object Clause of the Memorandum of Association and adoption of the amended Memorandum of Association to align the same with the provisions of the Companies Act, 2013. Accordingly, the Board hereby recommends the resolution as set out at item no. 1 of this Notice, for approval of the members by way of Special Resolution.

The draft amended Memorandum of Association together with the existing Memorandum of Association and other relevant documents referred to in this Notice shall be available for inspection by the members on all working days (except Saturdays, Sundays and National Holidays) during business hours from the date of dispatch of this Notice up till the last date of remote e-voting i.e. August 18, 2026, at the registered office of the Company as well as electronically. Members seeking to inspect such document(s) electronically, may send an email to the Company at keycorpltd@gmail.com.

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

ITEM NO. 2 & 3 -

As the Company is evaluating and proposing expansion of its business into the housing finance and allied financial services segment, it is imperative to recognize the increasing regulatory, governance, and strategic requirements applicable to a listed Non-Banking Financial Company. In light of this, it is considered desirable to further strengthen the composition of the Board by inducting experienced professionals possessing expertise in banking, financial services, housing finance, corporate governance, risk management and regulatory compliance, who can provide independent guidance in achieving the Company's long-term business objectives.

In view of abovesaid, the Board of Directors of the Company at its Meeting held on 15th July, 2026, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the appointment of Mr. Yogesh Yashpaul Chadha (DIN: 01681680) and Mr. Devesh Srivastava (DIN: 08646006) as an Additional Director (Independent and Non-Executive) of the Company with effect from 15th July, 2026 under section 161 of the Companies Act, 2013 ("the Act") subject to approval of the Members of the Company, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 15th July, 2026 to 14th July, 2031 (both days inclusive).

The NRC periodically assesses the Board's composition, including the required skills, experience, expertise and independence, to ensure alignment with the Company's business needs and governance requirements, and recommends suitable candidates to the Board.

After considering the qualifications, skillsets, experience, independence, knowledge and their ability to devote sufficient time, the NRC selected and recommended to the Board, the appointment of Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava as Independent Directors of the Company.

In alignment with its strategic direction, the Company's appointment of Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava demonstrates a strong commitment to long-term sustainability and effective leadership continuity. It reinforces the Company's dedication to cultivating a resilient and forward-looking Board, prepared to meet future challenges and embrace emerging opportunities.

Brief Profile-

Mr. Devesh Srivastava-
Former Chairman & Managing Director
General Insurance Corporation of India - GIC Re

Devesh Srivastava has been involved in the insurance sector since 1987 following his joining the industry as a direct recruit officer. He has experience in both direct insurance and reinsurance. He gained international exposure through his posting to the Corporation's London branch where he was overseeing operations in the territories of UK, Europe, Caribbean, Brazil, Argentina, and Mexico. He was the key player in setting up of GIC Re's Lloyds Syndicate 1947 in London.

He holds a BSc with Honours in Physics from St Stephen's College Delhi and a Master of Science degree from Delhi University. He later obtained a post-graduate degree in Management, majoring in Marketing with a Gold Medal from the Management Development Institute (MDI) Gurgaon.

He was Chairman of the Board of GIC Re, and GIC Housing Finance Ltd (both listed companies) and on the Boards of GIC Re South Africa Ltd. - Johannesburg, GIC Perestrakhovanie LLC - Moscow, Export & Credit Guarantee Corporation of India, Indian Register of Shipping, Kenindia Assurance Co. Ltd., Nairobi, East African Re, Nairobi, Agriculture Insurance Corporation of India, Health Insurance TPA Ltd., Asian Reinsurance Corporation, Bangkok, and GIC Re Corporate Member, London and on the Executive Board of the Federation of Afro–Asian Insurers and Reinsurers, Cairo. He was also on the Board of the Life Insurance Corporation of India.

He was a member of the Governing Board of GIPSA (General Insurance Public Sector Association) and the Executive Committee of the General Insurance Council. He also served as the President of the Insurance Institute of India and the Chairman of the Governing Board of the National Insurance Academy.

He is currently the Chairman of the Board of Liberty General Insurance, India and also Chairman of the Niyam group behind Lloyds Syndicate 2047.

Mr. Yogesh Chadha-
Chartered Accountant, B.com (Hons.) (Delhi University)
and Pursuing doctorate from a well recognized Swiss college.

- ***Core Competencies:***

- *a forward-thinker, hands- on business leader who applies systems thinking for results and steps up to new challenges with creativity and vision and makes tough decisions with extensive 37 years of professional experience and significant executive leadership accomplishments in financial service industry.*

- *has successfully led teams through existing and business start- ups, Turnarounds and Global strategic alliances.*

- *have valuable experience in banks like Riyadh Investment company, HSBC, JP Morgan Chase, DCB Bank, etc., in senior CXO positions both in India and abroad.*

- *Currently contributing to organize, manage and work on creating /value add in managing risk and financial systems and reporting and other major aspects of businesses.*

- *establishing future strategies, coordinating a strategic/ operational plan, overseeing functions like debt raising, equity leveraging, working and term capital financing needs, Revenue optimization, Audit and Compliance parameters, appropriate Internal controls, etc.*

- *advising companies on a critical path on Strategic Corporate Governance, Mergers & Acquisitions, Corporate Finance, etc.*

➢ ***Experience:***

Chairman (Independent Director) – Board, Audit, Risk & CSR Committees-

- *Sharekhan Limited (Nov 2024 – Present)*
- *Mirae Asset Investment Managers (India) (Mar 2014 – Mar 2024) – India AUM ~ USD 25bn*
- *Mirae Asset Financial Services (India) (Feb 2025 – Present)*
- *OnEMI Technology Solutions (Dec 2025 – Present)*

Board of Directors (Independent Director) – Board, Audit, Risk & CSR Committees-

- *Global Partners Property Fund (UAE) (2018 – Present)*
- *Choice Asset Management Company Pvt. Ltd. (Jun 2025 – Present)*
- *SI CREVA Capital (Dec 2025 – Present)*
- *Newdea Inc (US) – 2018-2021*

➢ ***Other Roles:***

- *Chairman & Co-Founder – Samarth Skills and Development Pvt. Ltd. (2017 – 2021)*
- *Member, Investment Committee – Navrist Finance & Asset Management Pvt. Ltd. (Apr 2025 – Present)*
- *Member, Investment Committee – Ellington Capital Ltd. (UAE) (2018 – 2020)*
- *Partner – Basil Capital Partners (Singapore) (2012 – 2016)*
- *Head Technology, Administration & CFO – DCB Bank (2004 – 2007)*
- *COO – JP Morgan Chase, Vice President (2001 – 2004)*

- *Manager, Treasury Operations – HSBC Bank (1999 – 2001)*
- *CFO – HSBC Bank (1997 – 1999)*
- *Executive Director – Riyadh Investment Company (1991 – 1997)*
- *Trustee – Annamrita Food Relief Foundation*

Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava have confirmed their eligibility and have given their consent to act as Independent Directors of the Company. The Company has received declaration from them confirming that (i) they meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'); (ii) they are not disqualified from being appointed as a Director in terms of Section 164 of the Act; and (iii) they are not debarred from holding office of director pursuant to any order of SEBI, Ministry of Corporate Affairs or any such other Statutory Authority; and (iv) they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Further, Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava have confirmed that they have successfully registered themselves in the Independent Director's Databank maintained by the Indian Institute of Corporate Affairs in terms of the requirement of the Act.

The Company has also received a notices under Section 160 of the Act from a member proposing the candidature of Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava as Independent Directors of the Company.

In the opinion of the Board, Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava fulfils the conditions/requirements specified in the Act and rules made thereunder, SEBI Listing Regulations and are independent of management of the Company. Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava bring deep knowledge of Insurance /financial markets/ regulatory environment and risk management, which is of immense value to the Company.

As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17 (1C) of the Listing Regulations, the Company is required to obtain the approval of the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25 (2A), approval of the Members by way of a special resolution is required for the appointment of an Independent Director.

Accordingly, considering their overall credentials, experience, professional expertise and strong Insurance/banking/ financial background, the Board considers it in the interest of the Company to appoint Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava as an independent Directors of the Company and accordingly recommends the Special Resolution set out at item no. 2 and 3 of this Notice for approval of the members.

Additional details and information of Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava, pursuant to Regulation 36(3) of SEBI Listing Regulations, the Act and Secretarial Standards as on the date of Notice, are enclosed with this Notice as Annexure-A.

As a Non-Executive Independent Directors, Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava shall be entitled to the remuneration in the form of sitting fees as per the approval of the Board and shareholders (as applicable) from time to time.

The draft letter of appointment of Independent Directors setting out terms & conditions of their appointment and other relevant documents, will be available for inspection by the members on all working days (except Saturdays, Sundays and National Holidays) during business hours from the date of dispatch of this Notice up till the last date of remote e-voting i.e. August 18, 2026, at the registered office of the Company as well as electronically. Members seeking to inspect such document(s) electronically, may send an email to the Company at keycorpltd@gmail.com.

Save and except Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava and their relatives, to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out at item no. 2 and 3 of this Notice.

ITEM NO. 4 & 5-

Members may note that, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act"), the powers of the Board of Directors to borrow monies, where the money to be borrowed 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) exceeds the aggregate of its paid-up share capital, free reserves and securities premium, can be exercised only with the approval of the Members by way of a Special Resolution.

The Company, being a Non-Banking Financial Company ("NBFC"), requires adequate financial resources to support its existing business operations and proposed business expansion. Accordingly, considering the Company's present and future funding requirements and as a matter of prudent financial management, the Board has proposed to enhance its borrowing powers to an aggregate outstanding amount not exceeding ₹500 Crore (Rupees Five Hundred Crore Only) at any point of time.

Members may further note that, in order to secure some of the borrowings by creating mortgage and/or create charge by whatever name called on all or any of the movable or immovable properties and/or the whole or any part of the Undertaking(s) of your Company in favour of the Lender(s) in such form, manner and ranking from time to time, in consultation with the lender(s), approval of Members by way of a special resolution is required under Section 180(1)(a) of the Act.

Accordingly, in compliance with the provisions of the Companies Act, 2013 and to facilitate the proposed transactions, approval of the Members is sought to-

a) Authorise the Board of Directors to borrow monies from time to time up to an aggregate outstanding amount not exceeding ₹500 Crore (Rupees Five Hundred Crore Only) at any point of time, on such terms and conditions as it may think fit as per Section 180(1)(c) of the Act; and

b) Authorise the Board to create such mortgages, charges, hypothecation or other security interests as may be necessary for securing borrowings of the Company as per Section 180(1)(a) of the Act.

The Board of Directors, at its meeting held on 15th July, 2026, approved the aforesaid proposals, subject to the approval of the Members of the Company.

The Board recommends the Special Resolutions set out at Item Nos. 4 and 5 of this Notice for approval by the Members by way of passing Special Resolution.

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 resolutions set out at Item Nos. 4 and 5 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

Registered Office: 16/16-Acivil Lines Kanpur,
Uttar Pradesh, India, 208001
CIN: L65921UP1985PLC007547
E-mail: keycorpltd@gmail.com
Website: www.keycorpltd.com
Place: Kanpur
Date: 15.07.2026

By Order of the Board of Directors

Sd/-
Daya Nath Misra
Company Secretary and
Compliance Officer
Membership No: 2656

ANNEXURE A TO NOTICE FOR ITEM NO. 2 AND 3
Details of Directors seeking appointment
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of SS-2]

Name of Director	Mr. Yogesh Yashpaul Chadha	Mr. Devesh Srivastava
DIN	01681680	08646006
Date of Birth	31/08/1962	11/09/1963
Age	63 Years	62 Years
Nationality	Indian	Indian
Date of first Appointment by the Board	15th July, 2026	15th July, 2026
Category/ Designation	Independent Director and Non-Executive Director	Independent Director and Non-Executive Director
Terms and Conditions of Appointment	Appointed as a Non-Executive Independent Director for a term of 5 (Five) consecutive years commencing from 15th July, 2026 to 14th July, 2031 (both days inclusive)	Appointed as a Non-Executive Independent Director for a term of 5 (Five) consecutive years commencing from 15th July, 2026 to 14th July, 2031 (both days inclusive)
Qualifications	• Chartered Accountant • B.com (Hons.) (Delhi University) • Pursuing doctorate from recognized Swiss college.	• B Sc with Honours in Physics • Master of Science degree (Delhi University) • Post-graduate degree in Management
Brief profile	Please refer to the Explanatory Statement forming part of this Postal Ballot Notice	
Nature of Expertise in Specific Functional Ares	• Financial and Risk Management • Industry and Sector experience • International exposure • Strategic Leadership and Management • Governance and regulatory oversight	• Financial and Risk Management • Industry and Sector experience • International exposure • Strategic Leadership and Management • Governance and regulatory oversight
Skills, experiences and capabilities required for the role and the manner in which Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava meets such requirement	Skills, experiences and capabilities required to assist the Board with diversified perspective which, inter-alia, includes: • In-depth understanding of the financial service industry; • Regulatory and operational aspects; • Strategic Leadership; • Reviewing risk management systems, providing guidance on impact of regulatory policies. Considering Mr. Chadha's qualifications,	Skills, experiences and capabilities required to assist the Board with diversified perspective which, inter-alia, includes: • In-depth understanding of the financial service industry; • Regulatory and operational aspects; • Strategic Leadership; • Reviewing risk management systems, providing guidance on impact of regulatory policies. Considering Mr. Srivastava's qualifications, skillsets, experience, independence,

	skillsets, experience, independence, knowledge, ability to devote sufficient Time and strong banking/financial background, the Nomination and remuneration Committee and the Board are of the view that he meets the above skills and capabilities.	knowledge, ability to devote sufficient Time and strong banking/financial background, the Nomination and remuneration Committee and the Board are of the view that he meets the above skills and capabilities.
Number of Shares held in the Company (including those held as a beneficial owner as on date of Postal Ballot Notice)	Nil	Nil
Listed entities from which the director has resigned from directorship in the past three years	None	• Resigned as Managing Director from General Insurance Corporation of India w.e.f 30th September, 2023 • Resigned as Director from GIC Housing Finance Limited w.e.f 30th September, 2023
List of Directorship held in other Companies	• Aurous Avatar Entertainment (India) Private Limited • SI Creva Capital Services Private Limited • Onemi Technology Solutions Limited • Choice AMC Private Limited • Mirae Asset Financial Services (India) Private Limited • Sharekhan Limited	• Niyam Group Services IFSC Private Limited • Liberty General Insurance Limited
Chairmanship / Membership of Committees in other Companies	1. **Onemi Technology Solutions Limited –** ➢ Chairman of Audit Committee and Stakeholder Relationship Committee ➢ Member of Nomination and Remuneration Committee, and IPO Committee 2. **SI Creva Capital Services Private Limited –** ➢ Chairman of Risk Management Committee and IT Strategy Committee; ➢ Member of Corporate Social Responsibility Committee, Audit Committee and Nomination and Remuneration Committee 3. **Choice AMC Private Limited –** ➢ Chairman of Unit Holder	1. **Liberty General Insurance Limited –** ➢ Member of the Risk Committee, Investment Committee, Policy holders Protection Committee and Nomination & Remuneration Committee 2. **Niyam Group Services IFSC Private Limited –** ➢ Member of Finance Committee, Underwriting Committee and Chairman of Risk Committee.

	Protection Committee and Member of Audit & Governance Committee 4. **Sharekhan Limited –** ➢ Chairman of Audit Committee, Risk Management Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee 5. **Mirae Asset Financial Services (India) Private Limited-** ➢ Chairman of IT strategy Committee, Corporate Social Responsibility Committee, Risk committee and Member of Audit Committee.	
Relationship between Directors inter-se	Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava are neither inter se related to each other nor related to any other Director/KMP of the Company.	
No. of Board Meetings attended during FY 2026-27	Not Applicable as Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava have been appointed as Additional Directors (Independent and Non-Executive) with effect from 15th July, 2026.	
Justification for appointment as Independent Director	Considering the qualifications, skillsets, experience, independence, knowledge and their ability to devote sufficient time, the NRC selected and recommended to the Board, the appointment of Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava as an Independent Directors of the Company. In alignment with its strategic direction, the Company's appointment of Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava demonstrates a strong commitment to long-term sustainability and effective leadership continuity. It reinforces the Company's dedication to cultivating a resilient and forward-looking Board, prepared to meet future challenges and embrace emerging opportunities.	
Remuneration sought to be Paid	Mr. Yogesh Yashpaul Chadha and Mr. Devesh Srivastava would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof, as per the approval of the Board from time to time and Shareholders (as applicable) from time to time	
Remuneration Last Paid	Not Applicable	