

NOTICE OF THE 35TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 35TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF ELECTRONICA FINANCE LIMITED ("COMPANY") WILL BE HELD ON **WEDNESDAY, SEPTEMBER 17, 2025 AT 11.00 AM (IST)** AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 101/1, ERANDAWANE, 'AUDUMBAR', DR. KETKAR ROAD, PUNE - 411004 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. TO ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS REPORT THEREON:

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

"**RESOLVED THAT** pursuant to the provisions of Section 129 and 134 of the Companies Act, 2013 ("Act") and other applicable provisions, if any (including any statutory modifications, amendment(s) or re-enactment thereof or the time being in force), the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the report of the Board of Directors' and the Independent Auditor's report thereon, be and are hereby considered and adopted."

2. TO DECLARE FINAL DIVIDEND ON COMPULSORY CONVERTIBLE PREFERENCE SHARES:

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

"**RESOLVED THAT** on the recommendation of the Board of Directors of the Company, the approval of the members be and is hereby accorded for payment of final dividend on preference shares, on pro rata basis, to the preference shareholders' on their respective Preference Share Capital of the Company, amounting to INR ₹2,879/- (Indian Rupees Two Thousand Eight Hundred Seventy-Nine only), be paid for the financial year ended on March 31, 2025."

3. TO APPOINT A DIRECTOR IN PLACE OF MR. AMEYA BIJOOR, NON-EXECUTIVE (NOMINEE) DIRECTOR (DIN: 08905242) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company and pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors ("Board") of the Company, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Ameya Bijoor, Non-executive (Nominee) Director (DIN: 08905242), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment."

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

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SPECIAL BUSINESS:

4. TO CONSIDER RE-APPOINTMENT OF MS. SHILPA POPHALE AS MANAGING DIRECTOR AND CEO OF THE COMPANY:

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

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“Act”), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act, the provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members be and is hereby accorded for re-appointment of Ms. Shilpa Pophale (DIN:00182457) as Managing Director & CEO of the Company for a period of five years with effect from April 01, 2025 upon such terms and conditions including remuneration as set out in the explanatory statement annexed to the notice and the Board of Directors are hereby authorised to alter and vary the terms and conditions of the said appointment in such manner as the Board may deem fit and as may be acceptable to Ms. Shilpa Pophale (DIN:00182457), Managing Director & CEO of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Company Secretary to give effect to the aforesaid resolution.”

5. TO APPOINT MR. UDAY CHITALE (DIN: 00043268) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule IV of the Companies Act, 2013 and provisions of Articles of Association of the Company Mr. Uday Chitale (DIN: 00043268), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors w.e.f. August 13, 2025 and who holds office up to the date of this Annual General meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for first term of three consecutive years from August 13, 2025 to August 12, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Company Secretary to give effect to the aforesaid resolution.”

6. TO APPOINT MRS. UMA MANDAVGANE (DIN:03156224) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule IV of the Companies Act, 2013 and provisions of Articles of Association of the Company, Mrs Uma Mandavgane (DIN:03156224), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors w.e.f. August 13, 2025 and who holds office up to the date of this Annual General meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria for independence

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as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years from August 13, 2025 to August 12, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Company Secretary to give effect to the aforesaid resolution.”

7. TO CONSIDER AMENDMENTS IN ‘ELECTRONICA FINANCE LIMITED - EMPLOYEE STOCK OPTION PLAN 2017 (“ESOP 2017”/ “PLAN”):

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and all the relevant tax, securities, foreign exchange control or corporate laws or amendments thereof including any circular, notification issued thereunder by any regulatory authorities of India, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members be and is hereby accorded to the amendments in implementation of **‘Electronica Finance Limited - Employee Stock Option Plan 2017’ (“ESOP 2017”/ “Plan”)** with a view to align the Plan with industry best practice, a copy of draft amended ESOP 2017 with explanatory statement is tabled and initialed by the Chairman for the purpose of identification.”

“RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee of the Board) be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion, and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions to give effect to this resolution.”

8. TO CONSIDER ISSUANCE AND OFFER OF 5,90,292 (FIVE LAKH NINETY THOUSAND TWO HUNDRED AND NINETY-TWO) SERIES B2 COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES THROUGH PREFERENTIAL ALLOTMENT ON A PRIVATE PLACEMENT BASIS:

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

“RESOLVED THAT pursuant to: (a) the provisions of Sections 42, 55, 62(1)(c) and other provisions, as applicable, if any of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 9 of the Companies (Share Capital and Debenture) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and all applicable rules; (b) the Memorandum and Articles of Association of the Company; (c) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023; (d) the Foreign Exchange Management Act, 1999; (e) the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019; (f) approval of the Reserve Bank of India received by way of a letter dated March 27, 2024; (g) waivers and consents provided by ESF Holdings in terms of the Shareholders Agreement dated November 7, 2019 executed by and amongst ESF Holdings, the Company and the Promoter Group (*as defined thereunder*); and (h) the Share Subscription Agreement dated March 29, 2024 executed by and amongst the Company, the Offerees (*as defined hereafter*) and the Promoter Group (*as defined thereunder*) (**“Share Subscription Agreement”**), the approval of the members be and is hereby accorded, for offering and issuing Series B2 Compulsorily Convertible Cumulative Preference Shares (**“Series B2 CCPS”**) to the person and in the manner recorded herein below (**“Offeree”**):

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Name of the offeree	Class of securities	No. of securities offered	Nominal value per securities	Premium amount (in INR)	Total consideration (in INR)
Wanaka Inclusion Limited	Series B2 CCPS	5,90,292 (Five Lakhs Ninety Thousand Two Hundred and Ninety Two)	INR 20 (Indian Rupees Twenty)	INR 326.55 (Indian Rupees Three Hundred and Twenty Six and Fifty Five Paise)	20,45,65,692.60 (Indian Rupees Twenty Crore Forty-Five Lakh Sixty-Five Thousand Six Hundred and Ninety-Two point Six Zero)

RESOLVED FURTHER THAT the Valuation Report dated August 12, 2025, as placed before the meeting and initialled by the chairperson for the purpose of identification, issued by CA Kalyani Phadke, a registered valuer (Registration No.: IBBI/RV/06/2019/11442), determining the fair value of equity shares of the Company for the purpose of issuing the compulsorily convertible preference shares in terms of the provisions of the Companies Act, 2013, annexed hereto as **Annexure 1**, is hereby perused and taken on record by the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the name of the proposed allottee be recorded for the issuance of invitation to subscribe to Series B2 CCPS by a private placement offer letter in Form No. PAS-4 together with an application form be issued to the proposed allottee inviting them to subscribe to the CCPS.

RESOLVED FURTHER THAT the necessary filings with the statutory authorities, including but not limited to, the Registrar of Companies and the Reserve Bank of India be made by the Company.

RESOLVED FURTHER THAT the draft offer letter cum application letter in Form PAS-4, and the record of private placement maintained in Form PAS-5, as placed before the members be and is hereby approved.

RESOLVED FURTHER THAT the Series B2 CCPS proposed to be issued shall, *inter alia*, have the terms as set out in **Annexure A** is appended herewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to:

- issue the private placement offer letter to the offeree for and on behalf of the Company;
- negotiate, finalise, execute, ratify or amend the private placement offer letter and to do all such acts, deeds and things as may be necessary or expedient to implement this resolution and to do and execute all acts and deeds as may be required in connection with the aforesaid;
- to sign letters of undertaking, declarations, agreements, and other papers which may be required; and
- to sign and/or dispatch all forms, filings, documents, and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party with any statutory authorities including but not limited to the Registrar of Companies and Reserve Bank of India and to take all such further steps as may be required to give effect to the aforesaid resolutions;
- take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of the Series B2 CCPS under the private placement offer letter and to resolve and settle all questions and difficulties that may arise in relation to the proposed offer.

RESOLVED FURTHER THAT a certified true copy of this resolution issued under the signature of Ms. Shilpa Pophale (DIN:00182457), Managing Director and CEO, and Mr. Vallabh Ghate, Company Secretary of the Company, to be submitted to whomsoever it may concern.”

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9. TO CONSIDER ISSUANCE OF NON CONVERTIBLE DEBENTURES UPTO ₹1,000 CRORE IN ONE OR MORE TRANCHES:

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

“RESOLVED THAT in supersession of the earlier resolution passed at the Extra-Ordinary General Meeting held on July 1, 2024 and pursuant to the provisions of Sections 23, 42, 71, 179, 180 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company, subject to such approvals, consents, permissions and sanctions as may be necessary or required from any authority(ies) which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”), the approval of the Members be and is hereby accorded to the Board of Directors of the Company & Committees of the Board to offer or invite subscriptions for Secured / Unsecured Redeemable Non-Convertible Securities (including External Commercial Borrowings denominated in foreign currency or Indian rupee), in one or more series/ tranches, of the aggregate nominal value up to Rs. 1,000 Crore (Rupees One Thousand Crores only), on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

Registered Office:
101/1, Erandawane 'Audumbar',
Dr. Ketkar Road, Pune - 411004

**By the order of the Board of Directors
For Electronica Finance Limited**

**Sd/-
Vallabh Ghatge
Company Secretary
Membership No: A41587**

**Date: August 13, 2025
Place: Pune**

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NOTES:

- (i) Pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 9/2024 dated September 19, 2024 or any other circular as issued by Ministry of Corporate Affairs from time to time (collectively referred to as “**MCA Circulars**”) and Securities and Exchange Board of India (“SEBI”) circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, the Notice of AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on August 22, 2025. Members may note that Notice has been uploaded on the website of the Company at <https://www.electronicafinance.com/investor-relations/> The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
- (ii) The explanatory statement pursuant to Section 102 of the Act, setting out material facts concerning special businesses as stated under Item Nos. 4 to 9 of the accompanying AGM Notice, is annexed hereto. Pursuant to Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, brief profile and other additional information of directors seeking appointment or re-appointment at the AGM, is furnished in Annexure-B to this Notice.
- (iii) A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such a proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. The Proxy Form is annexed hereto.
- (iv) Pursuant to the provisions of Section 113 of the Companies Act, 2013, Body Corporates/ Institutional/ Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on investor.relations@efl.co.in from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
- (v) Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - (a) Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
 - (b) Members holding shares in physical form may register their email address by informing the Company at its investor email id investor.relations@efl.co.in.
- (vi) The Company has been maintaining, inter alia, the following statutory registers at its registered office:
 - (a) Register of contracts or arrangements in which Directors are interested under section 189 of the Companies Act, 2013.
 - (b) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013.

In accordance with the MCA circulars, the said registers will be made available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to investor.relations@efl.co.in.

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- (vii) The Board of Directors at their meeting held on August 13, 2025 had recommended final dividend at the rate 0.001% of face value of preference shares on pro-rata basis to the preference shareholders' on their respective Preference Share Capital of the Company be paid for the financial year ended March 31, 2025, which if approved at this AGM, will be paid, subject to deduction of tax at source ("TDS") within 30 days from the date of AGM.
- (viii) The Company has fixed August 22, 2025 as the "Record date" for the purpose of determining the Members eligible to receive final dividend for the Financial Year ended March 31, 2025 and if the Final Dividend as recommended by the Board of Directors is approved and declared at the AGM, will be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.
- (ix) Relevant documents referred to in this Notice of AGM, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e. September 17, 2025. Members seeking to inspect such documents can send an email to investor.relations@efl.co.in.
- (x) The Ministry of Corporate affairs by virtue of notification dated September 10, 2018 has amended the Companies (Prospectus and Allotment of Securities) Rules, 2014. According to this notification; Every holder of securities of an unlisted public company,
 - (a) who intends to transfer such securities on or after October 2, 2018, shall get such securities dematerialised before the transfer; or
 - (b) who subscribes to any securities of an unlisted public company (whether by way of private placement or bonus shares or rights offer) on or after October 2, 2018 shall ensure that all his existing securities are held in dematerialized form before such subscription.

To facilitate the shareholders of the Company to dematerialize their shareholding in the Company, the Company has made admission of its securities on both depositories namely Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). The Company has appointed MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) as share transfer agent (RTA). The members who are holding shares in physical form are requested to avail dematerialization facility. For further information, please refer to the FAQs posted by NSDL on its website www.nsdl.co.in and CDSL on its website www.cdslindia.com.
- (xi) Route map of the venue is annexed hereto.
- (xii) Entry to the place of meeting will be regulated by an attendance slip which is annexed hereto. Members/Proxies attending the meeting are kindly requested to complete the enclosed attendance slip and affix their signature at the place provided thereon and hand it over at the entrance.

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

ITEM NO.4:

The existing term of appointment of Ms. Shilpa Pophale (DIN: 00182457) as Managing Director & CEO of the Company expired on March 31, 2025. Further, in accordance with the provisions of Section 196, 197, 198 & 204 of the Companies Act, 2013 read with Schedule V and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("Board") at its meeting held on May 22, 2025 has subject to the approval of the Members in the ensuing Annual General Meeting of the Company, approved the appointment of Ms. Shilpa Pophale as Managing Director & CEO for the period of five years from April 01, 2025 to March 31, 2030.

The Company has received consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 from Ms. Shilpa Pophale (DIN: 00182457) along with other requisite documents required for her appointment as Managing Director.

The Company has received a declaration from the appointee that she is not disqualified in terms of Section 164 of the Companies Act, 2013 and satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended. The Company has also received a self-declaration from her that she was or is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of SEBI's Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

Except Ms. Shilpa Pophale and Mr. Sujit Natekar and their relatives, none of the other Directors or Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution set out in Item No.4.

The Board of Directors of the Company recommend the resolution set out at Item No. 4 of the Notice for approval of the Members as an Ordinary Resolution.

ITEM NO.5:

In accordance with the provision of Section 161 of the Companies Act, 2013 read with rules made thereunder and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have appointed Mr. Uday Chitale (DIN: 00043268) as Additional Director in the capacity of Independent Director w.e.f. August 13, 2025 and who holds office up to the date of this Annual General meeting to hold office as an Independent Director for first term of three consecutive years from August 13, 2025 to August 12, 2028.

The Company has received consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 from Mr. Uday Chitale along with other requisite documents required for his appointment as a Director.

The Company has received a declaration from the appointee that he is not disqualified in terms of Section 164 of the Companies Act, 2013 and satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended. The Company has also received a self-declaration from him that he was or is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of SEBI's Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

The Company has received a declaration from Mr. Uday Chitale that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

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Considering Mr. Uday Chitale's professional standing as a Chartered Accountant of over 50 years and his experience of having served as an Independent Director in some of the largest Indian conglomerates and being part of expert committees of regulators, professional bodies and industry associations, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director on the Board of the Company.

Except Mr. Uday Chitale and his relatives, none of the other Directors or Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution set out in Item No.5.

The Board of Directors of the Company recommends the resolution set out at Item No. 5 of the Notice for approval of the Members as an Ordinary Resolution.

ITEM NO.6:

In accordance with the provision of Section 161 of the Companies Act, 2013 read with rules made thereunder and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors have appointed Mrs. Uma Mandavgane (DIN:03156224) as Additional Director in the capacity of Independent Director w.e.f. August 13, 2025 and who holds office up to the date of this Annual General meeting to hold office as an Independent Director for first term of three consecutive years from August 13, 2025 to August 12, 2028.

The Company has received consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 from Mrs. Uma Mandavgane along with other requisite documents required for her appointment as a Director.

The Company has received a declaration from the appointee that he is not disqualified in terms of Section 164 of the Companies Act, 2013 and satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India vide Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended. The Company has also received a self-declaration from him that he was or is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of SEBI's Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

The Company has received a declaration from Mrs. Uma Mandavgane that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

Considering Mrs. Uma Mandavgane's experience of over three decades and expertise in the field of the Risk Advisory/Consulting, Corporate Finance and Treasury Management, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director on the Board of the Company.

Except Mrs. Uma Mandavgane and her relatives, none of the other Directors or Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution set out in Item No.6.

The Board of Directors of the Company recommends the resolution set out at Item No. 6 of the Notice for approval of the Members as an Ordinary Resolution.

ITEM NO.7:

To promote the culture of employee ownership and as well as to attract, retain, motivate, and incentivize critical talents in line with corporate growth and creation of shareholders' value, the Company had introduced the '**Electronica Finance Limited- Employee Stock Option Plan 2017 ("ESOP 2017"/ "Plan")**' with effect from January 03, 2018, the date on which the shareholders of the Company have approved the Plan by way of a special resolution. From this Plan, several grants were made to different class of eligible employees as defined under the Plan. None of the Options vested till date are exercised by the employees.

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Further, the Company considered it appropriate to align the Plan with prevailing industry best practices by amending the provisions relating to the exercise, like linking exercise to the occurrence of a liquidity event and such other amendments which are not detrimental to the interest of the employees. These amendments are aimed at providing employees with an opportunity to participate in such liquidity events and realize monetary gains, thereby enhancing employee motivation and retention in alignment with the objectives of the Plan. While making such amendments, the major changes were considered as follows:

Particulars	Details of Clause amended or inserted	
Clause 9.4(a) Exercise Price	The Exercise Price per Option shall be determined by the Committee, which shall not be more than the Fair Market Value of the Equity Share and not less than the face value of the Equity Share as on the date of Grant of such Option. The specific Exercise Price shall be intimated to the Option Holder in the letter of Grant at the time of Grant.	
Clause 9.4(c) Exercise Period (Continuing Employees)	The Vested Options can be exercised by the Option Holder only in connection with or upon the happening of a Liquidity Event and within such period as prescribed by the Committee in this regard.	
Clause 9.4(d) Exercise Period (Separation Cases)	Vested Options	Unvested Options
Resignation / termination (other than due to Cause)	All the Vested Options as on date of resignation/termination can be exercised by the Option Holder only in connection with/upon happening of Liquidity Event or any other earlier period as decided by the Committee at its sole discretion.	All the Unvested Options as on date of resignation/termination shall stand cancelled with effect from date such resignation/termination.
Termination due to Cause	All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.	All the Unvested Options at the time of such termination shall stand cancelled with effect from the date of such termination.
Retirement	All the Vested Options as on date of Retirement can be exercised by the Option Holder only in connection with/upon happening of Liquidity Event or any other earlier period as decided by the Committee at its sole discretion.	All Unvested Options on the date of Retirement shall stand cancelled with effect from the date of such Retirement.
Death	All the Vested Options as on date of death can be exercised by the Option Holder's nominee or legal heir only in connection with/ upon happening of Liquidity Event within such period, manner and extent as notified by the Committee at its sole discretion.	All the Unvested Options as on the date of death shall be deemed to vest immediately and may be exercised as per provisions applicable for Vested Options.
Permanent Disability	All the Vested Options as on date the date of incurring such disability can be exercised by the Option Holder only in connection with/ upon happening	All the Unvested Options as on the date of incurring such disability shall be deemed to vest immediately and may be exercised as per provisions

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	of Liquidity Event within such period, manner and extent as notified by the Committee at its sole discretion.	applicable for Vested Options.
Termination due to reasons apart from those mentioned above	The Committee shall decide whether the Vested Options as on that date can be exercised by the Option Holder or not, and such decision shall be final.	All Unvested Options on the date of such termination shall stand cancelled unless otherwise required by Applicable Laws.

The proposed Plan is in compliance with Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, issued thereunder to the extent applicable.

Accordingly, the Nomination and Remuneration Committee (“**Committee**”) and the Board of Directors of the Company at their meetings held on August 12, 2025 and August 13, 2025 respectively, approved the proposed draft of the amended Plan, and recommended for your approval.

Particulars as required under the applicable laws:

a) Total number of Options to be granted:

A total of 7,15,621 (Seven Lakhs Fifteen Thousand Six Hundred and Twenty-One Only) (Original ESOP Pool) Options would be available for being granted to the eligible employees under the Plan. Each Option when exercised would be converted into one equity share of face value of **Rs. 10/- (Rupees Ten only)** each fully paid-up.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted. The Committee is authorized to re-grant such lapsed / cancelled Options as per the Plan.

In case of any corporate action(s) (as applicable) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment shall be made to the Options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the Option Grantees for making such fair and reasonable adjustment, the ceiling of Options/ equity shares as aforesaid shall be deemed to increase to the extent of such additional equity shares issued.

b) Identification of classes of employees entitled to participate in the Plan:

“Employee” means

- a. A permanent employee of the Company who has been working in India or out of India;
- b. Director of the company, whether whole time director or not but excluding independent director;
- c. Permanent employees and directors, as defined in sub-clauses a. and b. above, of the Company’s holding company or subsidiary company (now or hereinafter existing and based in India or out of India) but does not include:
 - i. An employee who is a Promoter or a person belonging to the Promoter group; or
 - ii. A director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company.

c) Appraisal process for determining the eligibility of the employees for the Plan:

The Committee will have the discretion and authority to select the Eligible Employees from among the Employees, to whom Options are to be granted from time to time under this Plan.

d) Requirements of vesting and period of vesting:

Options granted under the Plan would vest not earlier than **1 (one) year** from the Grant Date and not later than maximum Vesting Period of **5 (five) years** from the Grant Date.

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Vesting of Option would be subject to continued employment with the Company. In addition to this, the Committee may also specify certain performance criteria subject to satisfaction of which the Options would Vest. An option grantee who has tendered his/her resignation and is serving the notice period after resignation, such notice period shall not be considered for vesting and all the unvested Options as on date of resignation shall be cancelled forthwith.

In the event of death or permanent incapacity of an Employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity as required under the applicable laws.

e) The maximum period within which the Options shall be vested:

The Options granted shall vest not later than maximum Vesting Period of **5 (five) years** from the Grant Date.

f) The exercise price or pricing formula:

The Exercise Price per Option shall be determined by the Committee, which shall not be more than the Fair Market Value of the Equity Share and not less than the face value of the Equity Share as on the date of Grant of such Option. The specific Exercise Price shall be intimated to the Option Holder in the letter of Grant at the time of Grant.

g) The exercise period and the process of exercise:

Exercise while in employment/ service

All vested Options can be exercised upon or in connection with a liquidity event and within such period and manner as notified under the Plan.

The Vested Options can be exercised by the Option Grantee by a written application and payment of exercise price and requisite taxes to the Company in the format as may be prescribed by the Committee.

The Option will lapse if not exercised within the specified exercise period.

h) Lock-in period:

The shares arising out of exercise of vested Options would not be subject to any lock-in period after such exercise except such restrictions as prescribed under the applicable laws specifically in connection with or after listing of company's shares.

i) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options under the Plan that may be granted to an Employee in any year and in aggregate shall not exceed Options at the time of grant of Option under the Plan as may be determined by the Committee.

Provided that if the number of Options that may be granted to an eligible Employee, during any one year, shall be equal to or more than 1% (one percent) of the issued capital (excluding any outstanding warrants and conversions) of the Company at the time of grant of Options, then the Company shall take prior approval from shareholders of the Company by way of a separate resolution.

j) Method of option valuation:

To calculate the employee compensation cost, the Company shall use the fair value method for valuation of the Options granted as per prescribed under IND AS 102 or any other relevant accounting standard as notified by appropriate authorities from time to time.

k) The conditions under which Options vested in employees may lapse:

The vested Options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment

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status, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse.

l) The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation or retirement of employee:

In case of termination of employment due to misconduct, all the vested options shall lapse and cannot be exercised.

In case of resignation/ termination (other than due to misconduct), all the vested Options as on the date of submission of notice of resignation/ termination can be exercised by the Option Grantee only in connection with or upon happening of Liquidity Event.

In the case of retirement or termination of employment due to death or permanent incapacity of the option grantee, all vested Options can be exercised by the option grantee or its nominees or legal heirs only in connection with or upon happening of Liquidity Event.

m) Disclosure and Accounting Policies:

The Company shall comply with the disclosure and the accounting policies prescribed as per prevailing accounting guidelines.

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

The copy of both the existing Plan and draft amended ESOP 2017 are available for inspection at the Company's registered office during office hours on all working days.

None of the Directors or Key Managerial Personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Plan.

The Board of Directors of the Company recommends the resolution set out at Item No. 7 of the Notice for approval of the Members as a Special Resolution.

ITEM NO. 8:

In terms of Section 42, Section 62(1)(c) and Section 179 of the Companies Act, 2013, and the provisions of the Share Subscription Agreement, the Board had proposed to issue and offer up to 5,90,292 (Five Lakhs Ninety Thousand Two Hundred and Ninety Two) Series B2 CCPS of face value of INR 20 (Indian Rupees Twenty Only) each at a premium of INR 326.55 (Indian Rupees Three Hundred and Twenty Six and Fifty Five Paise) price per share, aggregating to INR 20,45,65,692.60/- (Indian Rupees Twenty Crore Forty-Five Lakh Sixty-Five Thousand Six Hundred and Ninety-Two point Six Zero) on a private placement basis to the Offeree mentioned below by way of an offer letter ("Offer Letter") which has been approved by the Board as per the provisions of the Companies Act, 2013 and the rules enacted thereunder ("Offer").

The valuation report is received from CA Kalyani Phadke, a registered valuer (Registration No.: IBBI/RV/06/2019/11442), dated August 12, 2025.

Further, in accordance with the provisions of Section 42 of the Companies Act, 2013, it is required to issue a private placement offer letter in prescribed Form PAS-4 for subscription of the Series B2 CCPS.

In this regard, it is required to seek prior approval of the shareholders of the Company by way of passing a special resolution in terms of provisions of Section 42, 62(1)(c), 55 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014.

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Pursuant to provisions of Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 (2) of the Companies (Share Capital and Debenture) Rules, 2014, and Rule 9 of the Companies (Share Capital and Debenture) Rules, 2014, relevant details and disclosures of the Offer as required to be disclosed are listed herein below:

1. Particular of offer, kind of securities offered and the price at which security is being allotted:

Nature of Securities		The Company proposes to issue upto 5,90,292 (Five Lakhs Ninety Thousand Two Hundred and Ninety Two) Series B2 CCPS of face value of INR 20/- (Indian Rupees Twenty) including premium of INR 326.55 (Indian Rupees Three Hundred and Twenty Six and Fifty Five Paise) price per share, aggregating to INR 20,45,65,692.60 (Indian Rupees Twenty Crore Forty-Five Lakh Sixty-Five Thousand Six Hundred and Ninety-Two point Six Zero).			
Name of offeree	Class of Securities	No. of Securities offered	Nominal value per securities	Premium amount (in INR)	Total Consideration (in INR)
Wanaka Inclusion Limited	Series B2 CCPS	5,90,292 (Five Lakhs Ninety Thousand Two Hundred and Ninety Two)	INR 20 (Indian Rupees Twenty)	326.55 (Indian Rupees Three Hundred and Twenty Six and Fifty Five Paise)	20,45,65,692.60 (Indian Rupees Twenty Crore Forty-Five Lakh Sixty-Five Thousand Six Hundred and Ninety-Two point Six Zero)

2. Size of the issue and number of shares to be issued and nominal value of each share:

- (a) 5,90,292 (Five Lakhs Ninety Thousand Two Hundred and Ninety-Two) Series B2 CCPS of face value of INR 20 (Indian Rupees Twenty) each;

3. Date of passing the Board resolution in relation to the offer:

The offer has been approved by the Board at its meeting held on August 13, 2025.

4. Nature of security i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible:

Series B2 CCPS: Fully and compulsorily convertible cumulative preference shares.

5. The object of the issue:

The proceeds proposed to be raised in terms of the offer will be utilized to fund the expansion and growth of the Company.

6. The manner of the issue:

The offer is proposed to be made on a private placement basis in accordance with the provisions of Sections 42 of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), Rule 9 of the Companies (Share Capital and Debenture) Rules 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

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7. Name and address of valuer who performed valuation:

CA Kalyani Phadke, registered valuer (Registration No.: IBBI/RV/06/2019/11442)

8. The price and/or price band at/within which Series B2 CCPS and Equity Shares are proposed to be offered and allotted:

The Series B2 CCPS shall be offered having face value of INR 20 (Indian Rupees Twenty) with a share premium of INR 326.55 (Indian Rupees Three Hundred and Twenty-Six and Fifty-Five Paise) price per share ("Issue Price").

9. Basis on which the price has been arrived:

The issue price of CCPS is based on the valuation report dated August 12, 2025 issued by CA Kalyani Phadke, a registered valuer (Registration No.: IBBI/RV/06/2019/11442).

10. Relevant date with reference to which the price has been arrived at:

June 30, 2025

11. Material terms of raising such securities, proposed time schedule:

The Series B2 CCPS shall be issued on the terms as specified in **Annexure A**. The allotment of Series B2 CCPS is proposed to be completed within 30 days of receipt of the subscription amount.

12. Current shareholding pattern of the Company:

The current and post issue shareholding pattern is mentioned at point no 22.

13. The class or classes of persons to whom the allotment is proposed to be made:

The offer for the issuance of Series B2 CCPS is being made to the following Offeree.

Sr. No.	Name of Offeree	Class of securities
1)	Wanaka Inclusion Limited	Series B2 CCPS

14. Contribution and Intention of promoters, directors or key managerial personnel to subscribe to the offer or contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Promoters, directors or key managerial personnel do not intend to subscribe to the offer or make any contribution as a part of the offer or separately in furtherance of objects.

15. The proposed time within which the allotment shall be completed:

Series B2 CCPS will be allotted to the offeree, within a maximum period of 30 days from the date of receipt of the subscription amount.

16. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them on a fully diluted basis:

Name of offeree	Class of securities	No. of securities offered	Nominal value per securities	Percentage of holding (post allotment) (%)
Wanaka Inclusion Limited	Series B2 CCPS	5,90,292 (Five Lakhs Ninety Thousand Two Hundred and Ninety Two)	INR 20 (Indian Rupees Twenty)	21.71

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17. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There is no change of control pursuant to the issuance and subscription of the preference shares. The Promoters of the Company will continue to be in control of the Company.

18. The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

No such allotment done by Company during the year.

19. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

No allotment under the Offer is being made for consideration other than cash.

20. Amount which the company intends to raise:

INR 20,45,65,692.60 (Indian Rupees Twenty Crore Forty-Five Lakh Sixty-Five Thousand Six Hundred and Ninety-Two point Six Zero)

21. Principle terms of assets charged as securities:

Not Applicable.

22. The pre-issue and post issue shareholding pattern (on fully diluted basis) of the Company including the expected dilution in equity share capital upon conversion of preference shares:

		<i>Pre-Issue</i>		<i>Post-Issue</i>	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' holding:				
1	Indian				
	Individual	15,29,757	3.81	15,29,757	3.75
	Bodies Corporate	2,01,64,745	50.22	2,01,64,745	49.50
	Sub Total	2,16,94,502	54.03	2,16,94,502	53.25
2	Foreign Promoters	-	0.00	-	0.00
	Sub Total (A)	2,16,94,502	54.03	2,16,94,502	53.25
B	Non-Promoters' holding:	-	0.00	-	-
1	Institutional Investors	1,74,40,579	43.44	1,80,30,871	44.26
2	Non-Institution	-	0.00	-	0.00
	Private Corporate Bodies	33,833	0.08	33,833	0.08
	Directors and Relatives	88,334	0.00	88,334	0.00
	Indian Public	1,76,180	0.44	1,76,180	0.43
	Others (Including NRIs)	-	0.00	-	0.00
	ESOP Pool	7,15,621	1.78	7,15,621	1.76
	Sub Total (B)	1,84,54,547	45.97	1,90,44,839	46.75
	Total	4,01,49,049	100.00	4,07,39,341	100.00

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23. Others:

Further in terms of the provisions of Section 42 and 62(1)(c) of the Companies Act, 2013 and the rules made thereunder the Company is required to take prior approval of the members of the Company by way of special resolution for the issuance of Series B2 CCPS on preferential allotment basis.

Further, the draft offer letter in prescribed form PAS-4 is available for inspection/perusal.

None of the Directors or Key Managerial Personnel (KMP) of the Company and their relatives are interested in this resolution except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 8 of the Notice for approval of the Members as a **Special Resolution**.

ITEM NO. 9:

The Company proposes to issue Non-Convertible Debentures (NCD's) to finance the growth of the portfolio of the issuer & general corporate purpose. The Board is of the view that these issuances are beneficial for the Company and are required in ordinary course of Business.

Pursuant to Sections 23, 42, 71, 179, 180 & other applicable provisions, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company consent of the members is required to be obtained by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 9 of the Notice for approval of the Members as a **Special Resolution**.

Registered Office:

101/1, Erandawane 'Audumbar',
Dr. Ketkar Road, Pune – 411004

**By the order of the Board of Directors
For Electronica Finance Limited**

**Sd/-
Vallabh Ghate
Company Secretary
Membership No: A41587**

**Date: August 13, 2025
Place: Pune**

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Annexure 1
Valuation Report

**Report on
Fair Valuation
of
Electronica Finance Limited**

**For the purpose of
valuation of the fair value of the equity shares and Compulsorily
Convertible Preference Shares (CCPS).**

**RV Kalyani Phadke
Registered Valuer
IBBI/RV/06/2019/11442**

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Date: August 12, 2025

To,
The Management
Electronica Finance Limited,
Audumbar, 101/1, Dr Ketkar Rd, Erandwane,
Pune, Maharashtra 411004

Subject: Valuation of equity shares and Compulsorily Convertible Preference Shares (CCPS) of Electronica Finance Limited.

Dear Sir,

We refer to our discussion with Management of Electronica Finance Limited ("EFL" or "the Company") wherein the Management had requested RV Kalyani Phadke to carry out valuation of equity shares and CCPS of Electronica Finance Limited to determine the fair value of its shares.

This report sets out our scope of work, background procedures performed by us, source of information, key value considerations and our opinion on the value analysis of equity shares.

This report is our deliverable for the said engagement and is subject to scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such the report is to be read in totality and in conjunction with the relevant documents referred to therein.

Yours Sincerely,

KALYANI Digitally signed
by KALYANI
RAJESH RAJESH PHADKE
PHADKE Date: 2025.08.12
13:20:11 +05'30'

RV Kalyani Phadke

Registered Valuer

IBBI/RV/06/2019/11442

Date: August 12, 2025

Place: Pune



Contents

Particulars	Page Number
Background, purpose of valuation, brief scope of valuation and data obtained	4
Base of value and premise of value	5
Approach to valuation, valuation methodology	5
Valuation summary	7
Limitation and disclaimer	10
Annexure	14

1. **Background:** Electronica Finance Ltd (EFL), incorporated in 1990, is a part of the SRP Electronica Group and a pioneer in the field of Machine Finance. After an eventful journey of 3 decades, EFL today has more than 200 offices across the country, has served more than 45000 customers and has an AUM in excess of Rs.3600 crores.

- The services include:
- Machine financing
- Working capital financing
- Industrial property loans
- Micro enterprise financing

2. **Purpose of valuation:** The management of the company wishes to conduct valuation of equity shares for the purpose of issuing Compulsorily Convertible Preference Shares (CCPS) under section 62(1)(c) of the Companies Act, 2013. As the conversion ratio is fixed at 1:1 the fair value of each CCPS is equal to the fair value of per equity share of the company. It is in this background that the management of the company has appointed RV Kalyani Phadke ("the valuer") to submit a valuation report stating the fair value of the CCPS and equity shares of Electronica Finance Limited as on **June 30, 2025 ("valuation date")**.

The investors in CCPS / shares of EFL would also be entitled to rely on this report for regulatory filings, tax compliances and meeting any other statutory obligations.

3. **Brief scope of valuation:**

The company has appointed the valuer to undertake the following exercise:

- Understand the business of the company and existing revenue, costs across product lines.
- Work with your team to review projections provided.
- Work out existing and targeted capital structure, weighted average cost of capital, beta based on peer companies.
- Understand cost structures and benefits accruing to the company from the business to be valued.
- Review all documents relating to business of company.

Preparing and submitting a report to be finalized as per mutually agreeable terms.

4. **Data obtained:**

- i. We have called for and obtained such data, information, etc. as were necessary for the purpose of the assignment, which has been made available to us by the Management.

During the development of this valuation, we relied on information provided by the Company's Management and/or information acquired from publicly available sources.

Consequently, actual and/or future events may differ significantly. The principal information sources used in performing this analysis included:

- Discussions and correspondence with the Company Management;
- Company projections of the revenue, costs and underlying cashflows
- Company marketing, investment, and business development related materials;
- Industry research and data pertaining to the financial performance, value and outlook of the customers;
- General market data that could affect the financial performance, value and outlook of the customers and

We have inherently depended on the completeness and accuracy of the information described above. While we did not conduct an independent verification of any information obtained from the company or other publicly published sources, the information appears to be consistent with current standards of reliability and completeness.

Furthermore, we have inquired Management as to whether there have been any events ("Post Valuation Events") that have occurred from the valuation date to the date this report was issued that would provide useful information to the users of this report. Management has affirmed that there have not been any material Post Valuation Events.

- ii. For the purpose of our assignment, we have relied on such data summarized above and other related information and explanations provided to us in this regard.

5. Base of value and premise of value

Valuation Bases (Standards of Value): Standards of Value means the indication of type of value being used in a specific valuation exercise. For the purpose of this valuation, the standard of value for the share valuation has been taken as fair value of shares.

Valuation premise: Determining the business value depends upon the situation in which the business is valued, i.e., what is likely to happen to business affects the value of business today. For the purpose of this valuation, the standard of value for the share valuation has been arrived on the basis 'going concern' premise, as this venture is going concern for a foreseeable future.

6. Approach to valuation.

1. Valuation Methodology:

Based on Valuation Standards Issued by ICAI, there are three methods for estimating the value of an asset (tangible or intangible). These include:

- The Cost Approach
- The Market Approach
- The Income Approach

In case a need arises, in addition, valuers may utilize a hybrid methodology that combines more than one of the above methods.

2. Valuation Strategies:

To establish an estimated fair market value for Electronica Finance Limited, we reviewed each methodology available for the valuation, and then weighted each approach based on the perceived reliability of inputs and assumptions used in each valuation.

Use of Asset or Cost Approach

The asset or cost method estimates the fair market value of a business by modifying the asset and liability balances on their balance sheet to the company's corresponding fair market value. This method is usually derived by first adding up the individual values of a company's primary assets. The fair market value is then defined as the total of the company's assets minus the total of their corresponding liabilities.

As a practical matter, the net/underlying asset method has numerous variations. By inherently assuming the company will continue to operate in the foreseeable future, this method utilizes a replacement cost model as a reasonable measure of value. The method operates under the basic assertion that the value of a business should be consistent with the replacement cost of the company's assets.

Our Opinion

This valuation approach is mainly used in case where the firm is to be liquidated i.e., it does not meet the "going concern criteria" or in case where the asset base exceeds earning capability.

The company is meeting the "Going concern" criteria and current earning capacity is greater than the asset base. Hence, the asset or cost method is not considered appropriate.

Use of Market Method

The market method to business valuation is historically rooted in the economics principles of competition that suggests that in a free market, buyers will not pay more for a business, and the sellers will not accept less, than the price of a comparable business enterprise. It is similar, in many respects, to "comparable sales" method that is commonly utilized in real estate appraisals. In the business valuation arena, the market price of the stocks of publicly traded companies engaged in the same or similar line of business, whose shares are actively traded in a free and open market, can be used as a valid indicator of value when the transactions in which stocks are traded are sufficiently similar, to permit meaningful comparison.

Likewise, indicators of value based on specific financial variables can also be extracted from comparable companies. Using these parameters, appropriate valuation multiples can then be developed and applied to reflect significant differences and divergent levels of risk in contrast to the compared companies. The valuation process is also subject to the specific source of analysed data. For example, if the multiples applied, are generated from actively traded public companies, the resultant value is defined as a marketable, non-controlling interest value. On the other hand, if the multiples are produced from transactional data, the resulting value is defined as a controlling interest value. The

resulting multiples are then applied to the relevant financial metrics of the subject company under the guideline public company and guideline transaction methods.

Our Opinion

EFL being in a finance sector, we found that company has available comparable companies in market both Listed as well as Unlisted and thus we have used market method for valuation purposes.

Use of Income Method

The income method of business valuation is an estimate of the present value of the estimated future monetary benefits to the company. Consequently, this method requires a projection of cash flows that the business is expected to produce.

Using the discounted cash flow method ("DCF"), these cash flows are subsequently converted to their present value using a specific discount rate that factors in the time value of money and any measurable level of risks associated with the business. Lastly, depending upon the actual adjustments that are made to the projected cash flows, the resultant interest value may represent either a controlling value or a non-controlling value.

Our Opinion

The management of EFL has conducted a market study and has provided us with both targeted/ projected revenue, costs and resultant balance sheets for the years ending March 31, 2026, 2027, 2028, 2029, 2030. Based on availability of projections, we have identified Discounted Cashflow as an appropriate method to estimate the fair market value of the company.

Conclusion:

Among the above mentioned valuation methodologies viz. Income approach, Market approach, and Cost approach, a judicious combination of Income method and Market methods has been adopted, assigning weightage of 40% to Market method and 60% to Income method. This hybrid approach acknowledges the distinct advantages and limitations of both methodologies. The Income approach assesses the future cash generating potential of the asset or business hence higher weight of 60% has been considered for the same, while the Market approach derives value by comparing with market prices or historical transactions. By integrating these approaches, we aim to mitigate subjectivity inherent in individual methods and attain a more comprehensive and balanced valuation perspective.

7. Valuation Summary:

The Valuation of EFL as on June 30, 2025, is INR 346.14 per share as summarized below:

Method	Value	Weight	Value per share (₹)
Market Multiple Method	349.18	40%	139.67
Discounted Cashflow Method	344.12	60%	206.47
		100%	346.14

Please refer **Annexure 1** for the detailed working.

8. Work methodology and approach of valuation of shares:

Market Method:

The market approach involves identifying comparable companies (usually publicly listed) within the same segment of the industry and uses the comparable companies' financial information to derive various pricing multiples. These multiples are then used in calculating the fair market value. For the valuation we have used Price to Book (P/B) value multiple of comparable companies.

Income Method:

DCF method values a business based upon the available cash flow a prudent investor would expect the subject business to generate over a given period of time. This method is used to determine the present value of a business on a going concern assumption and recognizes the time value of money by discounting the free cash flows for the explicit forecast period and the perpetuity value at an appropriate discount factor. Free cash flows are the cash flows expected to be generated by the company that are available to equity shareholders of the company. The terminal value represents the total value of the available cash flow for all periods subsequent to the forecast period. The terminal value of the business at the end of the forecast period is estimated and discounted to its equivalent present value and added to the present value of the explicit forecast period cash flow to estimate the value of the business.

- a. **Future cash flows:** Free cash flows are the cash flows expected to be generated by the firm/company that are available to the company.
- b. **Discount rate applied being weighted average cost of capital:** This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to the contributors of long-term capital. The opportunity cost of long-term capital providers equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

- c. **Perpetuity cash flow (terminal value):** The terminal value refers to the present value of the business as a going concern beyond the period of projections up to infinity. This value is estimated considering expected growth rates of the business in future, sustainable capital investments required for the business as well as the estimated growth rate of the industry and economy.

9. Review of Financial Projections:

Financial Projection of the Company have been prepared by the management and have been reviewed by us for the purpose of valuation.

- a. **Revenue:** The revenues of Electronica Finance Limited reflect an average growth of 33.06% for the projected years. The average growth of the company is in line with the market CAGR.
- b. **Finance Cost:** Finance costs are projected to be around 45% of the revenue in each year of projection. This is in line with the average Finance cost of 40.68% of previous two audited financial years i.e. F.Y 2023-24 and FY 2024-25.
- c. **Other Cost:** It comprises of Employees Benefit Expenses, General administration and selling and distribution. The company expects to spend around 27.63% of the revenue for the projected period. This is in line with the average Finance cost of 41.06% of previous two audited financial years i.e. F.Y 2023-24 and FY 2024-25
- d. **Cost of Funds:** It comprises of Customer Loyalty Bonus and is projected to be around 6% of the revenue in each year of projection.
- e. **Tax rate:** The tax rate used in the analysis represents the marginal tax rate of 25.17%.
- f. **Future Investments and Capital Expenditure (Capex):** The Company has projected the following additional investment in capital expenditure mainly for the purpose of IT infrastructure, Furniture and fixtures for new branches and purchase of machinery for operating lease business, over the next 5 years:

Rs in lakhs						
Description	31-Mar-26	31-Mar-27	31-Mar-28	31-Mar-29	31-Mar-30	Total
Capital Expenditure	(327.31)	(2,509.57)	(3,262.45)	(3,786.93)	(3,649.76)	(13,535.92)

g. Working Capital

(1) **Changes in Working Capital:** A snapshot of the working capital considered in the projected cash flows is given below.

(2) **Working Capital Calculation** – The Non-Cash Working Capital has been considered.

						<i>Rs in lakhs</i>
Description	31-Mar-26	31-Mar-27	31-Mar-28	31-Mar-29	31-Mar-30	Total
Working Capital Changes	648.59	(30,979.29)	(10,281.95)	(16,573.75)	(26,179.53)	(83,365.94)

10. Weighted Average Cost of Capital

1. Cost of equity:

The Cost of Equity has been calculated using Capital Asset Pricing Model (CAPM). The modified CAPM is based on a combination of risk factors including a risk-free rate ("Rf"), equity risk premium ("RPM"), beta ("β"), size risk premium ("RPs") and other identifiable risk factors specific to the company.

$$r_E = r_F + \beta(r_M - r_F) + \text{company specific premium}$$

Where r_F = Risk free rate; r_M = Market return; β = Sensitivity to the market/ measure of market risk

A summary of Cost of Equity (Ke) is given below:

Particulars	Percentage	Remarks
Risk Free Rate of return	6.31 %	The current yield of a Government Bond having maturity of 10 years has been used as proxy for the risk-free rate. Source: https://in.investing.com/rates-bonds/india-10-year-bond-yield-historical-data
Equity Risk Premium	7.26 %	Equity Risk premium is the additional return for investing in the equity market. Source: http://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/ctryprem.html
Country Risk Premium	0 %	Country Risk Premium is the additional return or premium demanded by investors to compensate them for the higher risk associated with investing in a foreign country, compared with investing in the domestic market. Source: http://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/ctryprem.html
Company Specific Risk Premium	8.50 %	As the company is privately owned entity, a premium has been used to consider Company specific risks of the shares.

Particulars	Percentage	Remarks
Beta	0.77	As the company is privately owned company, re-levered beta is taken based on the comparable entities listed on recognized stock exchanges in India.
Expected Market Return [R _e]	20.37 %	

2. Cost of debt

Cost of debt is the tax adjusted average interest cost on debt -

Cost of debt: The cost of debt is based on the prime lending rate in India. (Source: www.tradingeconomics.com)

Tax rate: The marginal tax rate of 25.17 % applicable to Companies in India has been considered.

Debt to Capital ratio: The debt to total capital ratio of the subject Company's target debt to capital ratio is considered in our analysis.

As per the discussion with the management the long-term debt – equity is considered at 00:100, hence cost of debt has been considered as 0%.

3. Calculation of Weighted Average Cost of Capital (WACC)

Particulars	Weights i.e., Debt Equity Ratio	After Tax Cost	Weighted Average Cost
Equity (K _e)	100%	20.37%	20.37%
Debt (K _d)	0%	0.00%	0%
Weighted Average of Cost of Capital			20.37%

11. Terminal Value:

Rs in lakhs

Particulars	31-Mar-30
EBITDA	55,677.70
Less: Working capital differences (Other than cash)	(3,547.82)
Less: Capital Expenditure	(3,479.76)
Less: Income Taxes	(9,446.37)
Final year cash flow/Perpetuity Cash Flow [A]	39,203.75
WACC [B]	20.37 %
Growth rate [C]	3.00 %

12. Limitation and Disclaimer

- a. Our report is subject to the scope of limitations detailed hereinafter. As such the report is to be read in totality and not in parts. The report has been prepared solely for the purpose set out in the report and should not be reproduced (in part or otherwise) in any document whatsoever without our written consent.
- b. Our valuation is based on information furnished to us being complete and accurate in all material respect. The same is based on the estimates of future financial performance as projected by the Management, which represents their view of reasonable expectation at the point when they were prepared, but such information and estimates are not offered as assurances that the level of income or profit will be achieved, or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material.
- c. The business Value arrived at under the DCF is based on the working capital position and assets available as conveyed to us on zero date and any change in the same on the closing date would impact the cashflow and hence, the valuation.
- d. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. We have evaluated and performed checks on the projections provided but we have not performed any audit, review, or examination of any of the historical or prospective information used and therefore, do not express any opinion with regards to the same
- e. The information presented in the Report does not reflect the outcome of any due diligence procedures. The reader is cautioned that the outcome of that process could change the information herein and, therefore, the valuation materially.
- f. The report is meant for the purpose mentioned in Para 2 and should not be used for any purpose other than the purpose mentioned therein.
- g. Our report should be used only by the management and investors as mentioned earlier. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it was prepared. The report may be shared with the investors, regulators, and the Merchant Bankers (if any) providing Fairness Opinion on this report.
- h. The projected working results are those prepared by the management and furnished to us for the purpose of the Report. Although we have reviewed the underlying assumptions and parameters. We accept no responsibility for them, or the ultimate accuracy and realization of the forecasts.
- i. We have relied on the judgements made by the Management and, accordingly, our valuation does not consider the assumption of contingent liabilities materializing (other than those specified by the Management & Auditors). If there were any omissions, Inaccuracies or misrepresentations of the information provided by the management, then this may have an effect on our valuations.

- j. Our valuation is based on market conditions and the regulatory environment that currently exists however changes to the same in the future could impact the company valued by us and the industry it operates in, which may impact our valuation.
- k. We have no obligation to update the Report because of events or transactions occurring after the date of this Report.

RV KALYANI PHADKE

KALYANI
RAJESH
PHADKE

Digitally signed
by KALYANI
RAJESH PHADKE
Date: 2025.08.12
13:20:38 +05'30'



Registered Valuer

IBBI/RV/06/2019/11442

Place: Pune

Date: August 12, 2025

UDIN: 25117522BMIAYS6273

Annexure 1

Income Method:

Particulars	31-Mar-26	31-Mar-27	31-Mar-28	31-Mar-29	31-Mar-30	Terminal Value
EBITDA	12,218.96	25,594.33	29,078.42	45,201.05	55,677.70	55,677.70
Working Capital Differences (Other Than cash)	648.59	(30,979.29)	(10,281.95)	(16,573.75)	(26,179.53)	(3,547.82)
Taxes	(1,987.04)	(4,399.52)	(5,278.47)	(7,395.31)	(9,446.37)	(9,446.37)
Capital Expenditure	(327.21)	(2,509.57)	(3,262.45)	(3,786.93)	(3,649.76)	(3,479.76)
Terminal Value						
Free Cash Flow to Firm	10,553.30	(12,294.05)	10,255.55	17,445.05	16,402.04	2,32,419.75
Years from Valuation Date (x)	0.83	1.83	2.84	3.84	4.84	4.84
Mid-Year (x)	0.42	1.33	2.34	3.34	4.34	4.34
Discount Factor (x)	0.93	0.78	0.65	0.54	0.45	0.45
Present Value of Cashflows	9,769.04	(9,601.88)	6,650.71	9,398.31	7,340.81	1,04,020.56
Enterprise Value	1,27,577.55					
Less: Marketability Discount	(38,273.27)					
Enterprise Value (Discounted)	89,304.29					
Add: Cash and Cash Equivalents	12,174.15					
Add: Fair value of immovable property- Non-Operational	590.92					
Add: Investments	36,090.01					
Less: Debt value	-					
Equity Value	1,38,159.37					
No of Share (existing+ESOPs+CCPS)	401.49					
Fair Value per Share (INR)	344.12					

Market Method:

Company Name	P/B ratio
Equitas Small finance bank	1.03x
Muthoot Finance Ltd	3.94x
Shriram Finance Ltd	2.23x
M&M finance Ltd	1.43x
Average Price to Book value (A)	2.16x
Book Value of EFL (₹ in lakhs) (B)	64,979.64
Number of shares (Equity + CCPS + ESOPs) (C)	4,01,49,049
Book Value per share (D) = (B) / (C)	161.85
Price per share (C) = (A)*(D)	349.18

Annexure A

Terms and conditions of Series B2 CCPS (as extracted from the Share Subscription Agreement dated March 29, 2024)

The rights attached to the Series B2 CCPS are as follows:

1. Face Value

Rs. 20 (Indian Rupees twenty only) each.

2. Form

Each Series B2 CCPS shall be a 0.001% (zero point zero zero one percent) coupon preference share denominated in Rupees and shall be fully and compulsorily convertible into Equity Shares in accordance with Clauses 6 and 8 of this **Annexure A**.

3. Rank

(a) As to income

- (i) Each Series B2 CCPS shall confer on the holder, the preference dividend per Financial Year (i.e. the right to receive, in priority to the holders of Equity Shares in the Share Capital, a preference dividend equal to 0.001% (zero point zero zero one percent). For the avoidance of doubt, each Series B2 CCPS when allotted shall be fully paid up.
- (ii) The right to receive the preference dividend shall be cumulative.
- (iii) In addition to the preferential dividend, each Series B2 CCPS shall entitle its holder to also participate *pari passu* in any dividends paid to the holders of Equity Shares of the Company on a pro-rata as converted basis.

(b) As to capital

On a distribution of capital on liquidation of the Company, the holders of Series B2 CCPS shall receive such amounts in accordance with the provisions of the Shareholders' Agreement.

4. Transferability

The transferability of the Series B2 CCPS shall be subject to the terms and conditions of the Shareholders' Agreement.

5. Amendments

Subject to the Act the rights, privileges and conditions attached to a Series B2 CCPS may not be varied, modified or abrogated in any manner whatsoever without the prior written consent of all of the holders of the Series B2 CCPS.

6. Term and Conversion Process

- (a) The holder of the Series B2 CCPS shall have the option to convert the Series B2 CCPS at any time. Such right shall be exercised by the holder of the Series B2 CCPS by delivering to the Company a notice in writing ("**Series B2 CCPS Conversion Notice**"). The Company shall within 14 (fourteen) days of receipt of the Series B2 CCPS Conversion Notice, complete the conversion of the Series B2 CCPS by the issue and allotment to the holder of the Series B2 CCPS, the relevant number of fully paid Equity Shares to be issued upon conversion of the Series B2 CCPS in accordance with Clause 8 of this **Annexure A**.
- (b) Term: In the event the Series B2 CCPS are not converted pursuant to Clause 6(a) above, each Series B2 CCPS shall automatically be converted at Series B2 CCPS Conversion Ratio (*as defined below*), one day prior to the expiry of 20 (twenty) years from the date of its issuance.

Electronica Finance Limited

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Pune 411004, Maharashtra (India)

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- (c) The Company shall bear all the expenses arising on the issue of the Equity Shares pursuant to any conversion, including any stamp duty or other taxes and levies (if applicable).
- (d) The Company shall, from the Tranche 1 Closing Date till the Series B2 CCPS Conversion Date (*as defined below*), maintain sufficient authorised but unissued share capital in the Company to be able to issue the Equity Shares to the holders of the Series B2 CCPS in accordance with this Clause 6 of this **Annexure A**.
- (e) Equity Shares issued and allotted upon conversion of the Series B2 CCPS will be deemed to be issued and registered as of the relevant date on which they are converted in accordance with Clause 6(a) or Clause 6(b) of this **Annexure A**, as applicable (the “**Series B2 CCPS Conversion Date**”), and each holder of the Series B2 CCPS will, with effect from the Series B2 CCPS Conversion Date, be deemed and treated by the Company for all purposes as the holder on record of the relevant number of Equity Shares issued upon conversion. As soon as practicable after and, in any event, not later than 14 (fourteen) days after the Series B2 CCPS Conversion Date, the Company will issue and allot to the holder of the Series B2 CCPS in dematerialized form, the relevant Equity Shares to be issued on conversion and will register the holder of the Series B2 CCPS as the holder of the number of Equity Shares to be issued on conversion in the Company's share register and will deliver or cause to be delivered a letter of allotment for the Equity Shares to the holder of the Series B2 CCPS, together with any other securities, property or cash required to be delivered upon conversion and such other documents (if any) as may be required by law to effect the issue thereof.
- (f) Equity Shares issued upon conversion of the Series B2 CCPS shall be fully-paid and free of all Encumbrances and will in all respects rank *pari passu* with the Equity Shares in issue on the Series B2 CCPS Conversion Date and shall be freely transferable subject only to restrictions in the Shareholders' Agreement and the Restated Articles.
- (g) If the issue of Equity Shares in accordance with this Clause 6 of this **Annexure A** would, in the case of a particular holder of Shares, give rise to an obligation on the Company to issue a fraction of an Equity Share to that holder of Shares, the number of Equity Shares to be issued to that holder of Shares shall:
 - (h) in case the fraction is up to 0.49, then the number of Equity Shares to be issued upon conversion of the Series B2 CCPS shall be rounded off to the lower whole number; and
 - (i) in case the fraction is 0.5 or more, then the number of Equity Shares to be issued upon conversion of the Series B2 CCPS shall be rounded off to the higher whole number.

7. Voting rights

Each holder of the Series B2 CCPS shall have such rights to attend and vote at general meetings of the Company as are from time to time prescribed by the Act and other Applicable law.

8. Conversion Price and its Determination

- (a) The Parties agree that, at the time of conversion, each Series B2 CCPS shall: (x) in the event the Targets are achieved in the manner specified in Clause 4.2 (*Targets*) of Share Subscription Agreement dated March 29, 2024 (“SSA”), be entitled to be converted at 0.91 (zero point nine one) Equity Share for every 1 (one) Series B2 CCPS; or (y) in the event the Targets are not achieved in the manner specified in Clause 4.2 (*Targets*) of the SSA, be entitled to be converted to 1 (one) Equity Share for every 1 (one) Series B2 CCPS, (the “**Series B2 CCPS Conversion Ratio**”). No fractional shares shall be issued upon conversion of the Series B2 CCPS, and the number of Equity Shares to be issued shall be rounded to the nearest whole share. Provided that such conversion ratio as mentioned above, shall stand the same even if the Company invites other investors for investment subsequent to the closure of this transaction, unless the same has been consented to in writing by the holders of the Series B2 CCPS.

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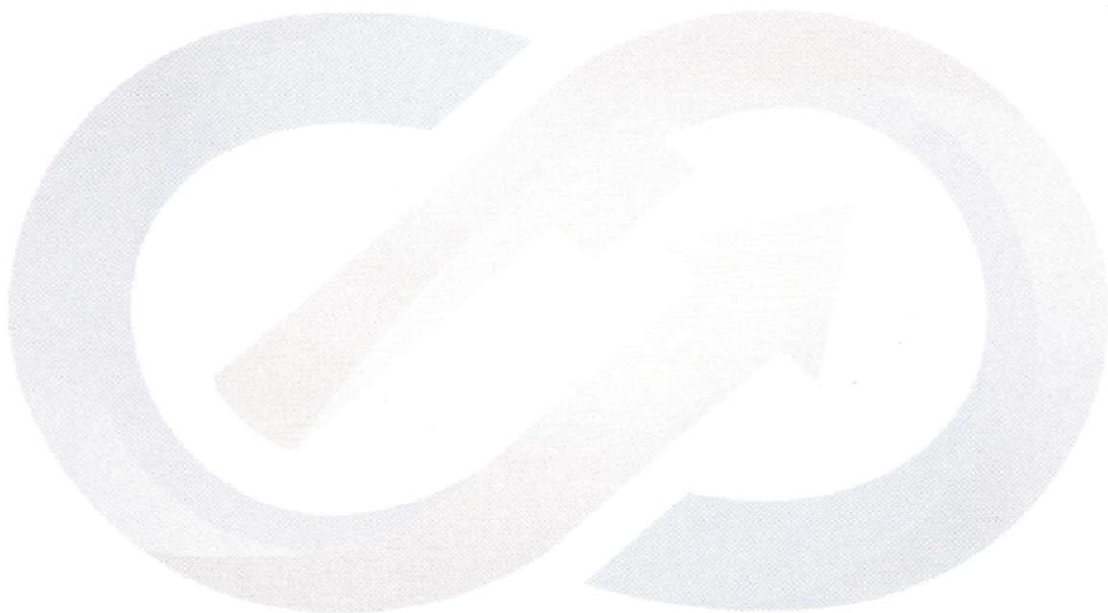
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- (b) The conversion of the Series B2 CCPS shall be appropriately adjusted for any Adjustment Events, where the term “**Adjustment Events**” shall mean any alteration of the share capital of the Company in any manner following the Tranche 1 Closing Date, including pursuant to an issuance of Equity Shares, issue of bonus shares, stock split, sub-division, reclassification, consolidation or any similar corporate action.

9. **Liquidation Preference:** As provided in the Shareholders’ Agreement.



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Annexure - B

Details of Directors pursuant to Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of the Directors seeking appointment / reappointment or variation of the terms of remuneration at the AGM.

Name of the Director	Ms. Shilpa Pophale	Mr. Uday Chitale	Mrs. Uma Mandavgane
Category	Managing Director & CEO	Independent Director	Independent Director
Director Identification Number (DIN)	00182457	00043268	03156224
Age	54 years	76 years	58 years
Qualification	<ul style="list-style-type: none"> • Master of Science from Pune University • Programme for Leadership Development from 'Harvard Business School' • Venture Capitalist Development Program from 'Indian School of Business'. 	Chartered Accountant	<ul style="list-style-type: none"> • Bachelor's Degree in Commerce • Associate Member of the Institute of Chartered Accountants of India • Certified Information Systems Auditor (CISA)
Experience	Ms. Pophale has been associated with Electronica Finance Limited (EFL) for over eighteen years and has worked in multiple roles before becoming the Chief Executive Officer of the Company in 2003 & taking over as the Managing Director of the Company in 2007.	Mr. Chitale served as an Independent Director in some of the largest Indian conglomerates. He has been invited to participate in expert committees of regulators, professional bodies and industry associations. He has been a frequent speaker at professional conferences and has published in professional journals and business media.	Mrs. Mandavgane has an experience of over three decades in the Risk Advisory/ Consulting, Corporate Finance and Treasury Management. Founder and Managing Partner of Azzure Advisory & Consulting Services LLP, a professional services firm providing risk advisory services to clients in BFSI sector.
Date of first appointment on the Board (in case of re-appointment)	June 01, 2006	NA	NA
Terms and Conditions of Appointment	Appointment as Managing Director & CEO for a term of 5 years	Appointment as Independent Director for a term of 3 years	Appointment as Independent Director for a term of 3 years
Remuneration last drawn	166.04 Lakhs	-	-
Remuneration Proposed to be paid	2.17 Crores p.a. (including 30 Lakhs as Performance Linked Pay)	The Appointee shall be entitled to all rights and privileges of Non-Executive Directors and to the sitting fees and expenses as well as all reasonable out of pocket expenses (including travel, boarding and lodging expenses) for attending any shareholders' meeting or	The Appointee shall be entitled to all rights and privileges of Non-Executive Directors and to the sitting fees and expenses as well as all reasonable out of pocket expenses (including travel, boarding and lodging expenses) for attending any shareholders' meeting or

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		Board meeting of the Company and any other reasonable expenses incurred by him in the course of fulfilling his duties and obligations as a Director of the Company in terms of the policy of the Company.	Board meeting of the Company and any other reasonable expenses incurred by him in the course of fulfilling his duties and obligations as a Director of the Company in terms of the policy of the Company.
Shareholding in the Company	3.15%	The Appointee does not hold any shares in the Company.	The Appointee does not hold any shares in the Company.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Spouse of Mr. Sujit Natekar, Non-Executive Director of the Company.	None	None
Number of meetings of the Board attended	May 22, 2025 & August 13, 2025	None	None
Directorship held in other companies as on date	<ul style="list-style-type: none"> • Electronica Industries Limited • Electronica Hitech Machine Tools Private Limited • Mugdha Investment And Finance Private Limited 	<ul style="list-style-type: none"> • Electronica Plastic Machines Private Limited • Indian Council for Dispute Resolution 	<ul style="list-style-type: none"> • Aegis Vopak Terminals Limited • Carraro India Limited • Aeroflex Enterprises Limited • Quantum Asset Management Company Private Limited • Bloom Systems Private Limited
Chairmanship/Membership of the committees of the Board of Directors of other companies as on date	None	None	None

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FORM NO. MGT – 11**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U74110PN1990PLC057017
 Name of the Company : Electronica Finance Limited
 Registered Office : 101/1, Erandawane 'Audumbar', Dr. Ketkar Road, Pune, - 411004

Name of the member (s):
 Registered address:
 E- mail id:
 Folio No / Client Id:
 DP ID:

I / We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name:
 Address:
 E-mail id:
 Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company to be held on Wednesday, September 17, 2025, at 11 A.M at the registered office of the Company at 101/1, Erandawane 'Audumbar', Dr. Ketkar Road, Pune, - 411004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Yes/ No
1.	To consider & adopt the Audited Financial Statements of the Company together with the Auditors Report and the report of the Board of Directors for the financial year ended March 31, 2025.	
2.	To declare the Dividend on 0.001% Compulsory Convertible Preference Shares for the financial year ended 31 st March, 2025.	
3.	To appoint a director in place of Mr. Ameya Bijoor, Non-Executive (Nominee) Director (DIN: 08905242) who retires by rotation and being eligible offers herself for re-appointment.	
4.	To consider reappointment of Ms. Shilpa Pophale as Managing Director and CEO of the company for a term of 5 years with effective from April 01, 2025.	
5.	To appoint Mr. Uday Chitale (DIN: 00043268) as an Independent Director on the Board of the Company.	
6.	To appoint Mrs. Uma Mandavgane (DIN:03156224) as an Independent Director on the Board of the Company.	
7.	To consider and approve amendments in 'Electronica Finance Limited- Employee Stock Option Plan 2017 ("ESOP 2017"/ "Plan")'.	
8.	To consider the issuance and offer of 5,90,292 (Five Lakh Ninety Thousand Two Hundred And Ninety-Two) Series B2 Compulsorily Convertible Cumulative Preference Shares through preferential allotment on a private placement basis.	
9.	Issuance of Non-Convertible Debentures upto ₹1,000 crore in one or more tranches.	

Signed this _____ day of _____.

Affix
Revenue
Stamp

Electronica Finance Limited

Audumbar, 101/1, Erandwane, Dr. Ketkar Road,
 Pune 411004, Maharashtra (India)

☎ +91 20 67290700 ☎ 1800 233 9718 🌐 www.electronicafinance.com

✉ contact@efl.co.in | CIN: U74110PN1990PLC057017



ATTENDANCE SLIP

35th Annual General Meeting to be held on Wednesday, September 17, 2025, at 11.00 A.M

(Shareholder's Name in BLOCK Letters)	
Address	
Regd. Folio No./Client ID	
No. of Shares held	

I certify that I am a registered shareholder / proxy for the registered shareholders of the Company.
(Member's / proxy's name and address in Block Letters to be furnished below)

I hereby record my presence at 35th Annual General Meeting of Electronica Finance Limited to be held on Wednesday, September 17, 2025 at 11.00 A.M

If signed by Proxy, name should be
Written here in Block Letters

Member's/ Proxy's signature

Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall.

Electronica Finance Limited

Audumbar, 101/1, Erandwane, Dr. Ketkar Road,
Pune 411004, Maharashtra (India)

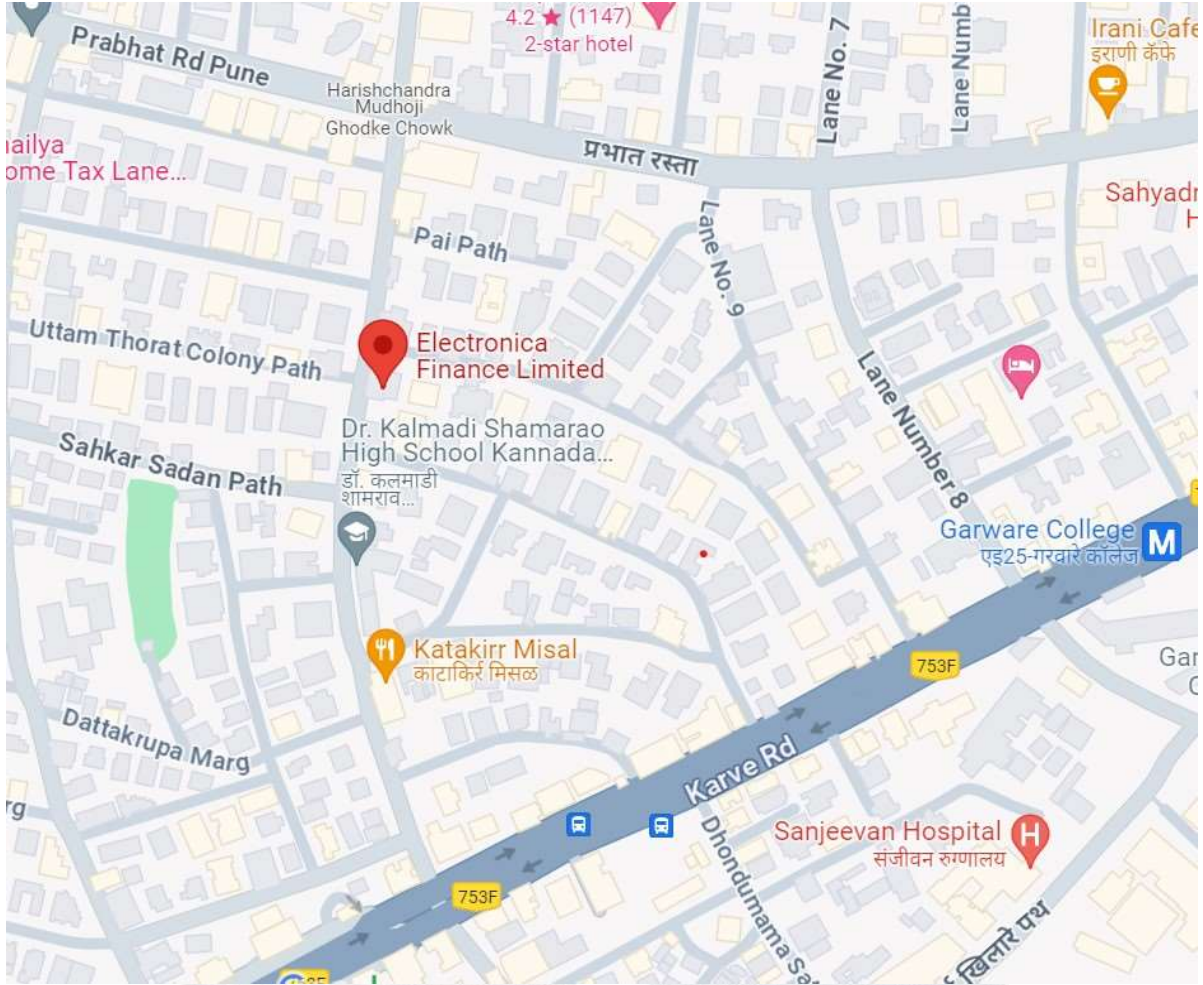
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ROUTEMAP

VENUE: 101/1, ERANDAWANE 'AUDUMBAR', DR. KETKAR ROAD, PUNE - 411004



Electronica Finance Limited

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