NOTICE OF THE 36TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 36TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF ELECTRONICA FINANCE LIMITED ("COMPANY") WILL BE HELD ON MONDAY, SEPTEMBER 21, 2026 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, 2026 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, 2026 and the report of the Board of Directors' and the Independent Auditor's report thereon, be and are hereby considered and adopted."

2. **TO DECLARE FINAL DIVIDEND ON 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 ₹2,997/- (Indian Rupees Two Thousand Nine Hundred Ninety-Seven only), be paid for the financial year ended on March 31, 2026."

3. **TO APPOINT A DIRECTOR IN PLACE OF MR. SUJIT NATEKAR, NON-EXECUTIVE DIRECTOR (DIN: 00182517) 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. Sujit Natekar, Non-executive Director (DIN: 00182517), 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."

SPECIAL BUSINESS:

4. **TO RE-APPOINT MRS. SMITA SANDHANE (DIN: 07637529) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Smita Sandhane (DIN: 07637529), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from April 28, 2022 and ending on April 27, 2027 (both days inclusive), and who, being eligible for re-appointment, has submitted her consent and a declaration confirming that she meets the criteria of independence prescribed under Section 149(6) of the Act and the Rules made thereunder, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of four (4) consecutive years commencing from April 28, 2027 and ending on April 27, 2031 (both days inclusive)."

RESOLVED FURTHER THAT Ms. Shilpa Pophale (DIN: 00182457), Managing Director & CEO and the Company Secretary of the Company be and are hereby severally authorised to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be expedient and necessary in this regard."

5. **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 Annual General Meeting held on September 17, 2025 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/-
Shraddha Lukkad
Company Secretary
Membership No: 52260

Date: August 13, 2026
Place: Pune

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, Circular No. 9/2024 dated September 19, 2024 and Circular No. 03/2025 dated September 22, 2025 or any other circular as issued by Ministry of Corporate Affairs from time to time (collectively referred to as "**MCA Circulars**"), 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 21, 2026. 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 No. 4, 5 and 6 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-A 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 authorising 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.

(vii) The Board of Directors at their meeting held on August 13, 2026 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, 2026, which if approved at this AGM, will be paid, subject to deduction of tax at source ("TDS") within 30 days from the date of AGM.

(viii) The Company has fixed August 14, 2026 as the "Record date" for the purpose of determining the Members eligible to receive final dividend for the Financial Year ended March 31, 2026 and if the Final Dividend as recommended by the Board of Directors is approved and declared at the AGM, will be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.

(ix) Unpaid/Unclaimed Dividend and Transfer of Shares to the Investor Education and Protection Fund (IEPF): Pursuant to the provisions of Section 124 of the Companies Act, 2013 ("Act"), any dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. The Company transferred to the IEPF the dividends that remained unpaid or unclaimed for the FY2017 & FY2018. Further, in accordance with the applicable provisions of the Act and the rules made thereunder, the shares in respect of which dividends have remained unpaid or unclaimed for seven consecutive years or more are liable to be transferred to the demat account of the IEPF Authority, as notified by the Ministry of Corporate Affairs ("MCA").Details of the unclaimed dividends transferred to the IEPF as well as the shares liable for transfer to the IEPF Authority, are available on the Company's website. Members whose dividends and/or shares have been transferred to the IEPF may claim the same by filing e-Form IEPF-5, available on the IEPF website at **www.iepf.gov.in**, and may also contact the Company for necessary assistance in this regard.

(x) 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 21, 2026. Members seeking to inspect such documents can send an email to investor.relations@efl.co.in.

(xi) 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 dematerialised form before such subscription.

To facilitate the shareholders of the Company to dematerialise 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 dematerialisation 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.

(xii) Route map of the venue is annexed hereto.

(xiii) 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.

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

ITEM NO. 4:

Mrs. Smita Sandhane (DIN: 07637529) currently serves as an Independent Director on the Board of the Company and chairs the Nomination & Remuneration Committee ('NRC') and Corporate Social Responsibility Committee. Mrs. Sandhane was appointed as an Independent Director of the Company by the Members at the Annual General Meeting of the Company held on September 30, 2022 for a period of five (5) consecutive years commencing from April 28, 2022 up to April 27, 2027 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company. Based on the performance evaluation and having regard to the skills, expertise and competencies required on the Board, the NRC was of the view that Mrs. Sandhane continues to possess the requisite qualifications, experience, integrity, expertise and independence and that her continued association would be beneficial to the Company. Accordingly, the NRC recommended her re-appointment for a second consecutive term as an Independent Director of the Company.

Based on the recommendation of the NRC, the Board of Directors at its Meeting held on August 13, 2026, has proposed the re-appointment of Mrs. Sandhane as an Independent Director of the Company for a second term of four years commencing from April 28, 2027 up to April 27, 2031 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Company has received from Mrs. Sandhane her consent to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, along with the requisite documents for her re-appointment as an Independent Director. The Company has also received declarations confirming that she is not disqualified under Section 164 of the Companies Act, 2013 and has not been debarred from holding the office of Director by SEBI or any other authority.

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

Except Mrs. Smita Sandhane 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.4.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 of the Notice for approval of the Members as a **Special Resolution**.

ITEM NO. 5:

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 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 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/-
Shraddha Lukkad
Company Secretary
Membership No: A52260

Date: August 13, 2026
Place: Pune

<u>**Annexure - A**</u>

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	**Mr. Sujit Natekar**	**Mrs. Smita Milind Sandhane**
Category	Non-Independent, Non-Executive Director	Independent Director
Director Identification Number (DIN)	00182517	07637529
Age	56 Years	66 years
Qualification	B. E. (Civil)	B.Com; CAIIB; FIIBF
Experience	Mr. Natekar is a seasoned professional with over two decades of experience in the machinery and manufacturing sector. His expertise in capital goods financing, manufacturing operations, and machine tools, coupled with strong industry knowledge, will be valuable to the Company in identifying financing opportunities and strengthening the appraisal of machinery loan proposals. He has been associated with the Electronica Group since 1999 and has held several leadership positions across its businesses. He has been serving as the Managing Director of Electronica Hitech Machine Tools Private Limited since April 1, 2010. Under his leadership, the company has expanded its business operations and established a state-of-the-art manufacturing facility for CNC Wire Cut EDM and ZNC EDM machines.	Mrs. Sandhane has 40 years of experience in banking sector. She retired as a Managing Director at Saraswat Co-operative Bank Limited.
Date of first appointment on the Board (in case of re-appointment)	20-Nov-2022	April 28, 2022
Terms and Conditions of Appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Re-appointment as an Independent Director for a term of 4 years on existing terms and conditions.
Remuneration last drawn	Nil	-
Remuneration Proposed to be paid	As per existing approved terms of appointment.	The Appointee shall be entitled to all rights and privileges of Non-Executive Directors and to the sitting fees, profit based commission and expenses as well as all reasonable out of pocket expenses (including travel, boarding and lodging expenses) for attending any shareholders'

		meeting or Board meeting of the Company and any other reasonable expenses incurred by her in the course of fulfilling her duties and obligations as a Director of the Company in terms of the policy of the Company.
Shareholding in the Company	38,833 Equity Shares	Mrs. Sandhane does not hold any shares in the Company.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Husband of Ms. Shilpa Pophale, Managing Director & CEO of the Company.	None
Number of meetings of the Board attended in FY 2025-26	Attended all 4 Board Meetings held during the year.	Attended all 4 Board Meetings held during the year.
Directorship held in other companies as on date	1. Electronica Hitech Machine Tools Private Limited 2. Mugdha Investment and Finance Private Limited 3. Ekonnections Technologies Private Limited 4. Electronica Industries Limited	None
Chairmanship/Membership of the committees of the Board of Directors of other companies as on date	None	None

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 36th Annual General Meeting of the Company to be held on Monday, September 21, 2026, 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 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, 2026.	
2.	To declare the Dividend on 0.001% Compulsory Convertible Preference Shares for the financial year ended 31st March, 2026.	
3.	To appoint a director in place of Mr. Sujit Natekar, Non-Executive Director (DIN:00182517) who retires by rotation and being eligible offers herself for re-appointment.	
4.	To reappoint Mrs. Smita Sandhane (DIN: 07637529) as an Independent Director of the Company.	
5.	Issuance of Non-Convertible Debentures up to ₹1,000 crore in one or more tranches.	

Signed this ___________day of _______________.

Signature of the shareholder:

Signature of the Proxy holder(s):

Affix Revenue Stamp

ATTENDANCE SLIP

36th Annual General Meeting to be held on Monday, September 21, 2026, 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 36th Annual General Meeting of Electronica Finance Limited to be held on Monday, September 21, 2026 at 11.00 A.M

______________________ ______________________

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

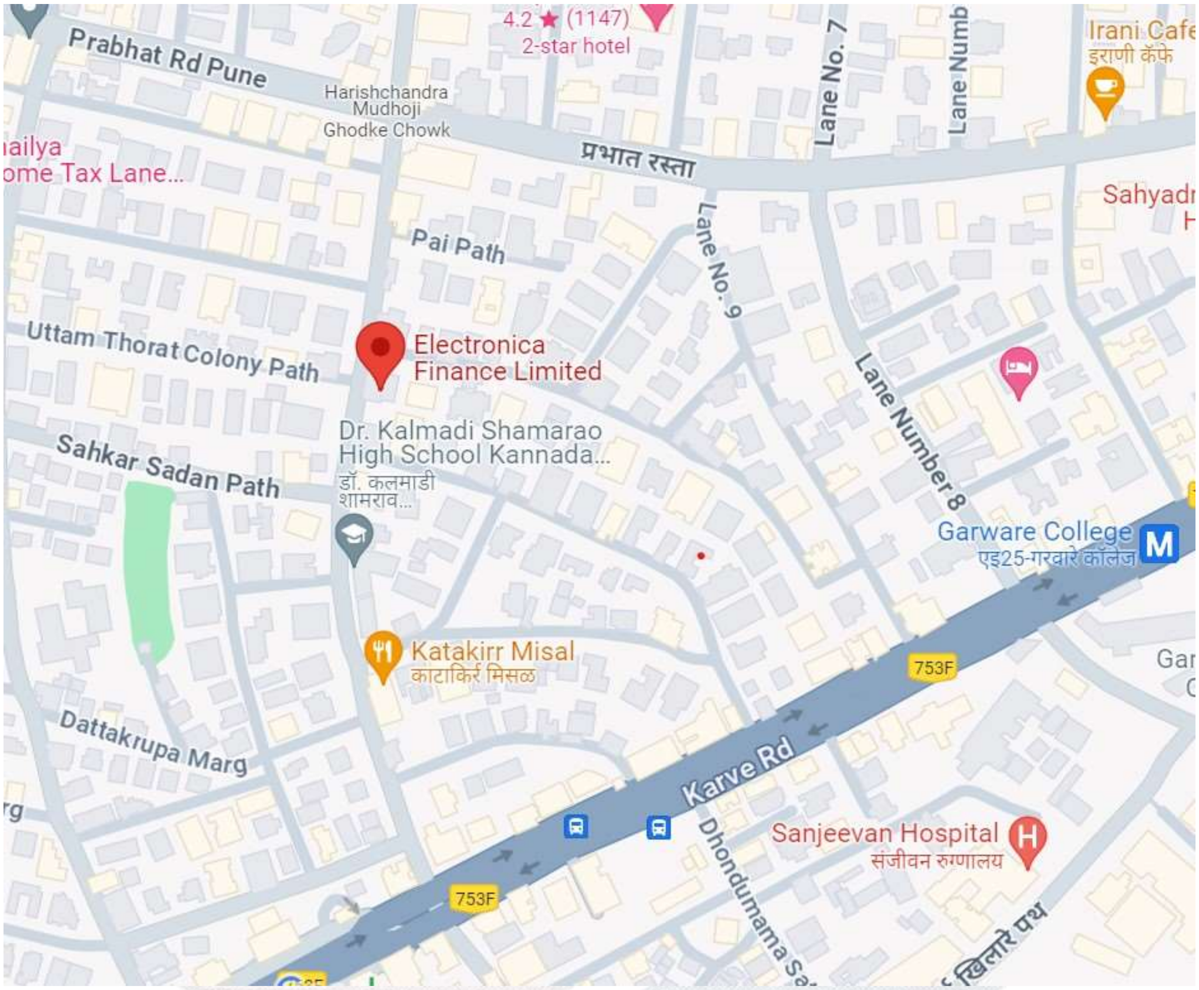
Member's/ Proxy's signature

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)
+91 20 67290700 1800 233 9718 www.electronicafinance.com
contact@efl.co.in | CIN: U74110PN1990PLC057017

ROUTEMAP

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



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