



September 5, 2025

**To,
The Manager (Listing)
BSE Limited
Floor 25, P J Tower,
Dalal Street, Mumbai – 400001**

Scrip Code: 505725

Dear Sir/Ma'am,

Subject: Notice of 62nd Annual General Meeting of the Company for the Financial Year 2024-25

Pursuant to Regulations 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), we hereby enclosed the Notice of the 62nd Annual General Meeting ("AGM") of the Company scheduled to be held on **Monday, September 29, 2025 at 04:00 P.M. (IST)** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

We request you to take the same on record.

Thanking You,

Yours faithfully,

For Algoquant Fintech Limited

**Krishna Kumar Yadav
Company Secretary & Compliance Officer**

Algoquant Fintech Limited

Registered Office - Unit No. 503 A-B, 504 A-B, 5th Floor, Tower A WTC Block No. 51, Road 5E, Zone-5, Gift City, Gandhi Nagar, Gujarat - 382050

CIN- L74110GJ1962PLC136701

Email ID: investors@algoquantfintech.com | **Mobile:** +91-9910032394 | **Website:** www.algoquantfintech.com

ALGOQUANT FINTECH LIMITED

(CIN: L74110GJ1962PLC136701)

Registered Office: Unit No. 503A-B, 504 A-B, 5th Floor, Tower A, WTC Block No. 51, Road 5E, Zone 5,
Gift City, Gandhi Nagar, Gujarat 382050 India

Corporate Office; 4/11, 1st Floor Asaf Ali Road, New Delhi-110002

Email: investors@algoquantfintech.com, Website: www.algoquantfintech.com

Phone: +91-9910032394

Notice of the 62nd Annual General Meeting

NOTICE is hereby given that 62nd Annual General Meeting ("AGM") of Members of **ALGOQUANT FINTECH LIMITED** (the "Company") will be held on Monday, 29th day of September, 2025 at 04:00 P.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OVAM) to transact the following businesses::

ORDINARY BUSINESS:

To consider and, if thought fit, to pass with or without modification (s), the following resolutions as **Ordinary Resolutions**

1. To receive, consider and adopt the audited financial statements (both Standalone and Consolidated) of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Himanjal Jagdishchandra Brahmabhatt (DIN:00049679) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Authorization to seek approval for Loan and Investment for making investment / extending loans and giving guarantees or providing securities in connection with loans to persons / Bodies Corporates**

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

"RESOLVED THAT pursuant to the provisions of Section 179 and 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the company to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the board of directors as in their absolute discretion, deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 1000 Crores (Rupees One Thousand Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Director(s) or Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to

all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with the concerned Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

4. Approval for increase in limits under section 180 (1) (a) of the Companies Act, 2013 for securitization/ direct assignment and creating charge on the assets of the company:

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

“RESOLVED THAT pursuant to Section 179 and 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to hypothecate/ mortgage and/or charge in addition to the hypothecations/mortgages and/or charges created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated, both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the Company, in certain events of default, in favour of the Company’s Bankers/Financial Institutions/other investing agencies and trustees for the holders of Debentures/Bonds/other instruments/securities to secure any Rupee/Foreign Currency Loans, Guarantee assistance, Standby Letter of Credit/Letter of Credit and/or any issue of Non – Convertible Debentures, and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds, and/or any other Non – Convertible and/or other Partly/Fully Convertible instruments/securities, within the overall ceiling of Rs. 1000 Crores (Rupees One Thousand Crores Only) prescribed by the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies / trustees, the documents for creating the aforesaid security interests and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Director(s) or Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with the concerned Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

5. Approval for increase in overall borrowing limits of the company as per section 180 (1) (c) of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to Section 179 and 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow

any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, from any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company's business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to Rs. 1000 Crores (Rupees One Thousand Crores Only) over and above the aggregate, of the paid-up share capital and free reserves of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Director(s) or Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with the concerned Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

6. Appointment of Secretarial Auditor of the Company and to fix their remuneration.

To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 and read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended), including any statutory modification(s) or re-enactment(s) thereof for the time being in force M/s Parth P Shah & Associates, Practicing Company Secretaries (COP – 18640) be and are hereby appointed as Secretarial Auditor of the Company, for a term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such remuneration including applicable taxes and out of pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, alter, enhance or widen the remuneration payable to M/s Parth P Shah & Associates, for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee.

RESOLVED FURTHER THAT any of the Director and KMP of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

7. To approve the Material Related Party Transaction(s) between the Company and Algoquant Financials LLP, the Promoter

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Algoquant Financials LLP, the Promoter & Promoter Group of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Algoquant Financials LLP, for an aggregate value not exceeding Rs. 400,00,00,000 /- (Rupees Four Hundred Crores only) during the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months) provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT any Director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

8. To approve the Material Related Party Transaction between the Company and Growth Securities Private Limited

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to

time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Growth Securities Private Limited, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Growth Securities Private Limited, the group entity, for an aggregate value not exceeding Rs. 80,00,00,000/- (Rupees Eighty Crores Only) during the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months), provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

9. To approve the Material Related Party Transaction between the Company and Mr. Dhruv Gupta, the promoter

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee

or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Mr. Dhruv Gupta, the promoter of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Mr. Dhruv Gupta, the promoter, for an aggregate value not exceeding Rs. 501,25,00,000/- (Rupees Five Hundred One Crores Twenty Five Lakhs only) during the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months) provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

10. To approve the Material Related Party Transaction between the Company and Dhruv Devansh Investment and Finance LLP

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the

Company and Dhruv Devansh Investment and Finance LLP, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Dhruv Devansh Investment and Finance LLP, a group entity for an aggregate value not exceeding Rs. 77,00,00,000/- (Rupees Seventy Seven Crores Only) during the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months) provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

11. To approve the Material Related Party Transaction between the Company and Mr. Devansh Gupta, the promoter

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Mr. Devansh Gupta, the Promoter of the Company and accordingly a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Mr. Devansh Gupta, the promoter for an aggregate value not exceeding Rs. 5,01,25,00,000/- (Rupees Five Hundred One Crores Twenty Lakhs only) during the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between

two Annual General Meetings (AGMs) cannot be more than fifteen months) provided that such transaction(s) /contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

12. To approve the Material Related Party Transaction between the Company and Devansh Real Estate Private Limited

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) /Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Devansh Real Estate Private Limited, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Devansh Real Estate Private Limited, a group entity for an aggregate value not exceeding Rs. 80,00,00,000 /- (Rupees Eighty Crores only) during the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months) provided that such transaction(s) /contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT any director(s) or KMP of the Company be and is hereby authorized to do

and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

13. To approve the Material Related Party Transaction between the Company and Vardan Securities Private Limited

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorize the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Vardan Securities Private Limited, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Vardan Securities Private Limited, a group entity for an aggregate value not exceeding Rs. 100,00,00,000 /- (Rupees One Hundred Crores only) during the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months), provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company

Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

14. To approve the Material Related Party Transaction between the Company and Nirmal Buildwell Real Estate, LLP

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorize the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Nirmal Buildwell Real Estate LLP, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Nirmal Buildwell Real Estate LLP, a group entity for an aggregate value not exceeding Rs. 50,30,00,000/- (Rupees Fifty Crores Thirty Lakhs only) during the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months), provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT any director(s) or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any director, Chief Financial Officer, Company Secretary or any other Officer / authorised representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the board in connection with any matter referred to or contemplated in this resolution w.r.t current financial year and previous years, be and is hereby

approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

By Order of the Board of Directors
For Algoquant Fintech Limited

Sd/-
Krishna Kumar Yadav
Company Secretary & Compliance Officer
ICSI Membership No – ACS 75218

Place: New Delhi

Date: 3rd July, 2025

NOTES:

- a. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024 (the "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India (the "SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, 62nd Annual General Meeting ("AGM") of the Members will be held through VC/OAVM which does not require physical presence of members at a common venue. The deemed venue for 62nd AGM shall be the Registered Office of the Company. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/ OAVM is as specified below and available at the Company's website www.algoquantfintech.com
- b. Brief profile and other information about the Director(s) proposed to be appointed/re-appointed as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ('SS-2') are forming part of the explanatory statement of this Notice is attached as **Annexure-A**.
- c. Necessary disclosures as required under Regulation 36(5) of the Listing Regulations are also included as a part of the Statement to the Notice.
- d. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 14 of the accompanying Notice, is annexed hereto.
- e. Since, the AGM is being conducted through VC/OAVM pursuant to MCA Circulars, physical attendance of Members, route map has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the

Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there and cast their votes through e-voting.

- f. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 23, 2025, to Monday, September 29, 2025 (both days inclusive) for the purpose of Annual General Meeting.
- g. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report and Annual Accounts 2024-25 is being sent only through electronic mode (i.e., through e-mail) to those Members whose email addresses are registered with the Company/Registrar and Share Transfer Agent (the "RTA") i.e., MUFG Intime India Private Limited (formerly Link Intime India Private Limited) / Depositories. A letter shall be sent to those shareholders, whose e-mail addresses are not registered as stated above, providing the web-link, including the exact path, where complete details of the Annual Report is available. Hard copy of the Annual Report shall be sent to those shareholders who request for the same. Members may note that the Notice, Annual Report and Annual Accounts 2024-25 will also be available on the Company's website www.algoquantfintech.com, relevant section of the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on website of NSDL at www.evoting.nsdl.com.
- h. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which the Directors are interested and all other documents referred to in this Notice, shall be available for online inspection by the Members of the Company, without payment of fees up to and including the date of AGM. Members desirous of inspecting the same may send their requests at investors@algoquantfintech.com from their registered e-mail addresses mentioning their names and folio numbers / DP ID and Client ID.
- i. Shareholders, who are holding shares in identical order of name in more than one folio, are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holding in one folio. In terms of SEBI notification, the shares of the Company are subject to compulsory trading only in dematerialized form on the stock exchange hence members are requested to convert their physical share certificates into electronic form.
- j. The Board of Directors has appointed M/s. S. Khurana & Associates, Company Secretaries, Delhi, represented by Mr. Sachin Khurana, holding Membership No.: F10098, FRN: I2014DE1158200 as a Scrutinizer, for conducting the voting/remote e-voting process in a fair and transparent manner.
- k. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.algoquantfintech.com. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.
- l. Members seeking any information with regard to accounts are requested to write to the Company at investors@algoquantfintech.com at least 10 days before the meeting so as to enable the management to keep the information ready.
- m. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the RTA of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
- n. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical form. The shareholders who are desirous of availing this facility, may

kindly write to Company's RTA for nomination form by quoting their folio number.

- o. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.algoquantfintech.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where equity shares of the Company are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of AGM.

General instructions for accessing and participating in the 62nd AGM through VC/OAVM Facility and voting through electronic means including remote E-Voting:

1. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
2. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Institutional Investors, who are Members of the Company, are encouraged to attend the 62nd AGM through VC/ OAVM mode and vote electronically. Pursuant to the provisions of the Act, the Institutional/Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at sachinkhuranacs@gmail.com or to investors@alogoquantfintech.com and evoting@nsdl.com.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the Meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

1. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), read together with the MCA Circulars and Regulation 44 of the Listing Regulations the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
2. The remote e-voting period begins on **Thursday, September 25, 2025 at 09:00 A.M.** and ends on **Sunday, September 28, 2025 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter.
3. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **Monday, September 22, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the

Company as on the cut-off date, being **Monday, September 22, 2025**. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

4. A person who has acquired the shares and has become a Member after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. **Monday, September 22, 2025**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or voting at the AGM by following the procedure mentioned in this notice.

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

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for IDeAS facility, user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider - NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a

	<p>Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access

	e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

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

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

4. Your User ID details are given below:

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sachinkhuranacs@gmail.com with a copy marked to evoting@nsdl.com or upload the same by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be

disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries/ grievances (including any technical assistance required), you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com, or may also contact Mr. Krishna Kumar Yadav, Company Secretary, Algoquant Fintech Limited at no: 9910032394 or at e-mail ID investors@algoquantfintech.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@algoquantfintech.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (investors@algoquantfintech.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL E-Voting system. After successful login, you can see link of "VC/OAVM link" placed

under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the meeting will be required to register themselves as speaker by sending email to investors@algoquantfintech.com from their registered e-mail address, mentioning their name, DP ID and Client ID /folio number and mobile number. Only those Members who have registered themselves as Speaker by 5.00 P.M. on Wednesday, September 24, 2025 will be able to speak at the meeting.

EXPLANATORY STATEMENT IN PURSUANT TO PROVISIONS OF THE SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

Section 186 of the Companies Act, 2013 permits the Company to invest the surplus funds of the Company in shares and securities of any other body corporates in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more, if the same is approved by the members of the Company by Special Resolution.

As a measure of achieving greater financial flexibility and to enable optimal financing structure it is proposed to give powers to the Board of Directors to make investments, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only).

Hence, members of the Company are requested to give their approval to invest the surplus funds of the Company in excess of 100% of its free reserves and securities premium account of the Company i.e. up to Rs. 1000 Crores (Rupees One Thousand Crores Only).

None of the Directors, Key Managerial Personnel, parties belonging to the promoter group or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 4 & 5

Section 180 (1) (c) and Section 180 (1) (a) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

In view of the Company's business requirements and growth plans, it is proposed to:

- a. Increase in the limit for creating charge on the assets of the Company for securing borrowings up to Rs. 1000 Crores (Rupees One Thousand Crores Only) u/s 180 (1) (a) of the Companies Act, 2013; and
- b. Increase the borrowing limits to a sum not exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only) under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act")

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid-up capital and free reserve and to create charge in the assets of the company for securing borrowing.

None of the Directors, Key Managerial Personnel, parties belonging to the promoter group or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 6

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on May 30, 2025 have approved and recommended for the appointment of M/s. Parth P Shah & Associates, Practicing Company Secretary firm (COP: 18640) as Secretarial Auditor of the Company for a term of 5 (five) consecutive years, to carry out Secretarial Audit of the Company for the financial years 2025-26 to 2029-30.

The Company has received a consent letter from M/s. Parth P Shah & Associates, confirming their willingness to undertake the Secretarial Audit and M/s Parth P Shah & Associates hereby affirms its compliance with Regulation 24A(1A) of the Listing Regulations. Further, M/s Parth P Shah & Associates confirms that they hold a valid peer review certificate issued by ICSI and it fulfills all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI circular dated December 31, 2024.

M/s. Parth P Shah & Associates, is a Practicing Company Secretary firm, which provides wide array of professional Services such as Compliance services, Secretarial Audit, Statutory registers, Corporate Governance Services, filing returns with ROC, Filing annual accounts, foreign exchange services, Corporate advisory services and other related services.

The Board of Directors has approved remuneration of Rs. 30,000 (Rupees Thirty Thousand Only) plus applicable taxes and out of pocket expenses for FY2025-26 and for subsequent years of the term, such fee as determined by the Board on recommendation of Audit Committee of Directors in consultation with M/s Parth P Shah & Associates. Besides the audit services, the Company would also obtain permitted services which are to be mandatorily received from the Secretarial Auditor under various statutory regulations from time to time, for which M/s. Parth P Shah & Associates will be remunerated separately on mutually agreed terms. The Board of Directors, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: **Not Applicable.**

None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested financially or otherwise in the resolution at Item No. 6 of the accompanying Notice.

The Board recommends the Resolution No. 6 as an Ordinary Resolution of the accompanying Notice for

approval by the Members of the Company.

Item No. 7 to 14

Pursuant to the provisions of Section 188 of the Companies Act, 2013 (the "Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, as per the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any transactions, if material, require prior approval of shareholders by way of a resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business.

As per the amendments to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which was effective from April 1, 2022, provides transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rupees 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower.

In view of the aforementioned regulatory changes, the Resolutions No. 7 to 14 are placed before the members for their approval. The management has provided the Audit Committee with relevant details of the proposed related party transactions "RPTs", including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

Item No. 7

Details of the proposed related party transactions between the Company and Algoquant Financials LLP, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows.

Sl. No.	Description	Details of proposed RPTs between the Company and Algoquant Financials LLP
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a	Type, material terms and particulars of the proposed transaction	The Company and Algoquant Financials LLP entered into/propose to enter into RPTs such as inter corporate loan/deposit and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,(more explicitly defined below in clause 1(d)) during the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months), for an aggregate value not exceeding Rs. 400,00,00,000/- (Rupees Four Hundred Crores Only)

b	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Algoquant Financials LLP is a part of promoter & Promoter Group & ultimate holding Company, directly holds 80,61,496 equity shares of the Company equivalent to 51.62% of the total paid-up equity share capital of the Company.
c	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months).
d	Value of the proposed transaction	An aggregate value not exceeding Rs. 400,00,00,000/- (Rupees Four Hundred Crores only) as mentioned below: <ul style="list-style-type: none"> Leasing or availing of property of any kind Rs. 2,00,00,000/- Inter Corporate Loan/Deposit/corporate guarantee – Rs. 398,00,00,000/-.
e	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	170.43%
f	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction.	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments. - Nature of indebtedness; - cost of funds; and - tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features; <ul style="list-style-type: none"> Tenure – upto 11 months Interest rate – 8% to 10% p.a. Unsecured in nature Arm Length basis transaction Corporate Guarantee

	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g	Justification as to why the RPT is in the interest of the listed entity	The objectives of the proposed transaction are to: <ol style="list-style-type: none"> 1. To generate returns on the idle funds of the Company by making short terms- loan to the party at the rates are higher than rates on fixed deposit for similar tenor., or 2. To meet working capital requirements of its business by availing short terms-loan 3. Arm length basis RPT to meet the principal business activity 4. To provide/avail Corporate Guarantee
h	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
i	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
k	Name of the director or key managerial personnel who is related if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 7 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 7 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no related party shall vote to approve the Ordinary Resolution set forth at Item No. 7 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 8

Details of the proposed related party transactions between the Company and Growth Securities Private Limited, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sl. No.	Description	Details of proposed RPTs between the Company and Growth Securities Private Limited
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a	Type, material terms and particulars of the proposed transaction	The Company and Growth Securities Private Limited entered into/propose to enter into RPTs such as inter corporate loan/deposit and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,(more explicitly defined below in clause 1(d)) during the financial year 2025- 26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months), for an aggregate value not exceeding Rs. 80,00,00,000/- (Rupees Eighty Crores Only)
b	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Growth Securities Private Limited - Entity under control of directors (other than independent directors).
c	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months)
d	Value of the proposed transaction	An aggregate value not exceeding Rs. 80,00,00,000/- (Rupees Eighty Crores only) as mentioned below: <ul style="list-style-type: none"> Leasing or availing of property of any kind – Rs. 5,00,00,000/- Inter Corporate Loan/Deposit/corporate guarantee – Rs. 75,00,00,000/-
e	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	34.08%
f	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	

	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments. - Nature of indebtedness; - cost of funds; and - tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features; - Tenure – upto 11 months - Interest rate – 8% to 10% p.a. - Unsecured in nature - Arm Length basis transaction - Corporate Guarantee
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g	Justification as to why the RPT is in the interest of the listed entity	The objectives of the proposed transaction are to: 1. To generate returns on the idle funds of the Company by making short terms- loan to the party at the rates are higher than rates on fixed deposit for similar tenor., or 2. To meet working capital requirements of its business by availing short terms-loan 3. Arm length basis RPT to meet the principal business activity 4. To provide/avail Corporate Guarantee
h	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
i	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
k	Name of the director or key managerial personnel who is related if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 8 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 8 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 8 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 9

Details of the proposed related party transactions between the Company and Dhruv Gupta, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sl. No.	Description	Details of proposed RPTs between the Company and Dhruv Gupta
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a	Type, material terms and particulars of the proposed transaction	The Company and Dhruv Gupta entered into/ propose to enter into RPTs such as inter corporate loan/deposit and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,(more explicitly defined below in clause 1(d)) during the financial year 2025- 26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months), for an aggregate value not exceeding Rs. 501,25,00,000/- (Rupees Five Hundred One Crores Twenty Five Lakhs Only)
b	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Dhruv Gupta is part of promoter and promoter group of the Company and related party of the Company, as on the date of the notice.
c	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months)

d	Value of the proposed transaction	An aggregate value not exceeding Rs. 501,25,00,000/- (Rupees One Hundred One Crores Twenty Lakhs only) as mentioned below: <ul style="list-style-type: none"> • Loan from director /guarantee Rs. 500,00,00,000/- • Remuneration payable – Rs. 1,25,00,000
e	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	213.57%
f	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments. - Nature of indebtedness; - cost of funds; and - tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features; - Tenure – upto 11 months - Interest rate – 8% to 10% p.a. - Unsecured in nature - Arm Length basis transaction - Corporate Guarantee/Personal Guarantee
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g	Justification as to why the RPT is in the interest of the listed entity	The objectives of the proposed transaction are to: 1. To meet working capital requirements of its business by availing short terms-loan

h	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
i	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
k	Name of the director or key managerial personnel who is related if any	Mr. Devansh Gupta (Brother)

Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 9 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 9 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 9 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 10

Details of the proposed related party transactions between the Company and Dhruv Devansh Investments and Finance LLP, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sl. No.	Description	Details of proposed RPTs between the Company and Dhruv Devansh Investments and Finance LLP
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	

a	Type, material terms and particulars of the proposed transaction	The Company and Dhruv Devansh Investments and Finance LLP entered into/propose to enter into RPTs such as inter corporate loan/deposit and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,(more explicitly defined below in clause 1(d)) during the financial year 2025- 26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months), for an aggregate value not exceeding Rs. 77,00,00,000/- (Rupees Seventy Seven Crores Only)
b	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Dhruv Devansh Investments and Finance LLP Entity under control of directors (other than Mr. Himanjal Jagdishchandra Brahmhatt and independent directors)
c	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months)
d	Value of the proposed transaction	An aggregate value not exceeding Rs. 77,00,00,000/- (Rupees Seventy Seven Crores only) as mentioned below: <ul style="list-style-type: none"> Leasing of property of any kind – Rs. 2,00,00,000/- Inter Corporate loan/Deposit/ Corporate Guarantee arrangement– Rs. 75,00,00,000/-
e	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	32.80%
f	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits

	<p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments.</p> <ul style="list-style-type: none"> - Nature of indebtedness; - cost of funds; and - tenure; 	Not Applicable
	<p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p>	<p>Salient features;</p> <ul style="list-style-type: none"> - Tenure – upto 11 months - Interest rate – 8% to 10% p.a. - Unsecured in nature - Arm Length basis transaction - Corporate Guarantee
	<p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	To meet the principal business activities
g	<p>Justification as to why the RPT is in the interest of the listed entity</p>	<p>The objectives of the proposed transaction are to:</p> <ol style="list-style-type: none"> 1. To generate returns on the idle funds of the Company by making short terms- loan to the party at the rates are higher than rates on fixed deposit for similar tenor., or 2. To meet working capital requirements of its business by availing short terms-loan 3. Arm length basis RPT to meet the principal business activity 4. To provide/avail Corporate Guarantee
h	<p>A copy of the valuation or other external party report, if any such report has been relied upon</p>	Not applicable
i	<p>Any other information that may be relevant</p>	<p>All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>
j	<p>A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders</p>	Not Applicable
k	<p>Name of the director or key managerial personnel who is related if any</p>	Mr. Dhruv Gupta and Mr. Devansh Gupta

Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 10 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 10 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 10 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 11

Details of the proposed related party transactions between the Company and Devansh Gupta, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sl. No.	Description	Details of proposed RPTs between the Company and Devansh Gupta
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a	Type, material terms and particulars of the proposed transaction	The Company and Devansh Gupta entered into/ propose to enter into RPTs such as inter corporate loan/deposit and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,(more explicitly defined below in clause 1(d)) during the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months), for an aggregate value not exceeding Rs. 501,25,00,000/- (Rupees Five Hundred One Crores Twenty Five Lakhs Only)
b	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Devansh Gupta is a part of promoter & promoter group of the Company and related party of the Company, as on the date of the notice.
c	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months)
d	Value of the proposed transaction	An aggregate value not exceeding Rs. 501,25,00,000/- (Rupees Five Hundred Crores Twenty Five Lakhs only) as mentioned below: <ul style="list-style-type: none"> • Loan from director/guarantee – Rs. 500,00,00,000/- • Remuneration payable – Rs. 1,25,00,000/-

e	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	231.57%
f	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments. - Nature of indebtedness; - cost of funds; and - tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features; - Tenure – upto 11 months - Interest rate – 8% to 10% p.a. - Unsecured in nature - Arm Length basis transaction - Corporate Guarantee / Personal Guarantee
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g	Justification as to why the RPT is in the interest of the listed entity	The objectives of the proposed transaction are to: 1. To meet working capital requirements of its business by availing short terms-loan 2. Arm length basis RPT to meet the principal business activity
h	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
i	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

j	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
k	Name of the director or key managerial personnel who is related if any	Mr. Dhruv Gupta (Brother)

Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 11 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 11 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 11 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 12

Details of the proposed related party transactions between the Company and Devansh Real Estate Private Limited, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sl. No.	Description	Details of proposed RPTs between the Company and Devansh Real Estate Private Limited
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a	Type, material terms and particulars of the proposed transaction	The Company and Devansh Real Estate Private Limited entered into/propose to enter into RPTs such as inter corporate loan/deposit and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,(more explicitly defined below in clause 1(d)) during the financial year 2025- 26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months), for an aggregate value not exceeding Rs. 80,00,00,000/- (Rupees Eighty Crores Only)
b	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Devansh Real Estate Private Limited - Entity controlled by directors (other than Mr. Himanjali Jagdishchandra Brahmbhatt and independent directors)

c	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months)
d	Value of the proposed transaction	An aggregate value not exceeding Rs. 80,00,00,000/- (Rupees Eighty Crores Only) as mentioned below: <ul style="list-style-type: none"> • Inter Corporate Deposit arrangement/ corporate Guarantee– Rs. 75,00,00,000/- • leasing of property of any kind – Rs. 5,00,00,000/-
e	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	34.08%
f	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments. - Nature of indebtedness; - cost of funds; and - tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features; - Tenure – upto 11 months - Interest rate – 8% to 10% p.a. - Unsecured in nature - Arm Length basis transaction - Corporate Guarantee
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities

g	Justification as to why the RPT is in the interest of the listed entity	The objectives of the proposed transaction are to: 1. To generate returns on the idle funds of the Company by making short terms- loan to the party at the rates are higher than rates on fixed deposit for similar tenor., or 2. To meet working capital requirements of its business by availing short terms-loan 3. Arm length basis RPT to meet the principal business activity 4. To provide/avail Corporate Guarantee
h	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
i	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.
j	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
k	Name of the director or key managerial personnel who is related if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 12 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 12 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 12 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 13

Details of the proposed related party transactions between the Company and Vardan Securities Private Limited, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sl. No.	Description	Details of proposed RPTs between the Company and Vardan Securities Private Limited
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	

a	Type, material terms and particulars of the proposed transaction	The Company and Vardan Securities Private Limited entered into/propose to enter into RPTs such as inter corporate loan/deposit and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,(more explicitly defined below in clause 1(d)) during the financial year 2025- 26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months), for an aggregate value not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crores Only)
b	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Vardan Securities Private Limited – Entity controlled by directors (other than Mr. Himanjali Jagdishchandra Brahmhatt and independent directors)
c	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months)
d	Value of the proposed transaction	An aggregate value not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crores only) as mentioned below: • Inter Corporate loan/Deposit/ Corporate Guarantee arrangement – Rs. 100,00,00,000/-
e	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	42.60%
f	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits

	<p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments.</p> <ul style="list-style-type: none"> - Nature of indebtedness; - cost of funds; and - tenure; 	Not Applicable
	<p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p>	<p>Salient features;</p> <ul style="list-style-type: none"> - Tenure – upto 11 months - Interest rate – 8% to 10% p.a. - Unsecured in nature - Arm Length basis transaction - Corporate Guarantee
	<p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	To meet the principal business activities
g	<p>Justification as to why the RPT is in the interest of the listed entity</p>	<p>The objectives of the proposed transaction are to:</p> <ol style="list-style-type: none"> 1. To generate returns on the idle funds of the Company by making short terms- loan to the party at the rates are higher than rates on fixed deposit for similar tenor., or 2. To meet working capital requirements of its business by availing short terms-loan 3. Arm length basis RPT to meet the principal business activity 4. To provide/avail Corporate Guarantee
h	<p>A copy of the valuation or other external party report, if any such report has been relied upon</p>	Not applicable
i	<p>Any other information that may be relevant</p>	<p>All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>
j	<p>A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders</p>	Not Applicable
k	<p>Name of the director or key managerial personnel who is related if any</p>	Mr. Dhruv Gupta and Mr. Devansh Gupta

Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 13 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 13 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 13 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 14

Details of the proposed related party transactions between the Company and Nirmal Buildwell Real Estate LLP, including the information required to be disclosed in the explanatory statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sl. No.	Description	Details of proposed RPTs between the Company and Nirmal Buildwell Real Estate LLP
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
a	Type, material terms and particulars of the proposed transaction	The Company and Nirmal Buildwell Real Estate LLP entered into/propose to enter into RPTs such as inter corporate loan/deposit and other permitted transactions on arm length basis as enunciated in the Companies Act 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,(more explicitly defined below in clause 1(d)) during the financial year 2025- 26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months), for an aggregate value not exceeding Rs. 50,30,00,000/- (Rupees Fifty Crores Thirty Lakhs Only)
b	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Nirmal Buildwell Real Estate LLP – Entity controlled by directors (other than Mr. Himanjali Jagdishchandra Brahmhatt and independent directors)
c	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2025-26 and shall be valid upto the date of the next AGM for a period not exceeding fifteen months (gap between two Annual General Meetings (AGMs) cannot be more than fifteen months)
d	Value of the proposed transaction	An aggregate value not exceeding Rs. 50,30,00,000/- (Rupees Fifty Crores Thirty Lakhs only) as mentioned below: <ul style="list-style-type: none"> • Inter Corporate loan/Deposit/ Corporate Guarantee arrangement – Rs. 50,00,00,000/- • leasing of property of any kind- Rs. 30,00,000/-

e	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	21.43%
f	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Own funds / Internal accruals & undistributed profits
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments. - Nature of indebtedness; - cost of funds; and - tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Salient features; - Tenure – upto 11 months - Interest rate – 8% to 10% p.a. - Unsecured in nature - Arm Length basis transaction - Corporate Guarantee
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the principal business activities
g	Justification as to why the RPT is in the interest of the listed entity	The objectives of the proposed transaction are to: 1. To generate returns on the idle funds of the Company by making short terms- loan to the party at the rates are higher than rates on fixed deposit for similar tenor., or 2. To meet working capital requirements of its business by availing short terms-loan 3. Arm length basis RPT to meet the principal business activity 4. To provide/avail Corporate Guarantee
h	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
i	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

j	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
k	Name of the director or key managerial personnel who is related if any	Mr. Dhruv Gupta and Mr. Devansh Gupta

Except Mr. Dhruv Gupta and Mr. Devansh Gupta or their respective relatives, none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 14 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 14 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 14 of the Notice, whether the entity is a Related Party to the particular transaction or not.

**By Order of the Board of Directors
For Algoquant Fintech Limited**

**Sd/-
Krishna Kumar Yadav
Company Secretary & Compliance Officer
ICSI Membership No – ACS 75218**

**Place: New Delhi
Date: 3rd July, 2025**

Annexure-A"

As per the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below

Name, DIN & Category	Mr. Himanjal Jagdishchandra Brahmbhatt DIN: 00049679 Category: Non-Executive Director
Date of Birth & Age	31.10.1980 & Age: 44 Years
Date of first appointment in board	30.07.2022
Qualification	Master of Commerce and qualified Chartered Accountant
Terms and Conditions of appointment or re- appointment	Mr. Himanjal Jagdishchandra Brahmbhatt, retires by rotation and being eligible as confirmed by him, offers himself for re-appointment.
Last Drawn Remuneration	Nil
No. of Board Meeting attended during the year 2024-2025	10 out of 10
Brief resume of the Director	Mr. Himanjal Jagdishchandra Brahmbhatt is master of commerce and qualified Chartered Accountant. He brings a wealth of stock broking experience and a distinguished track record to our board as a Non-Independent Director. With a tenure spanning of 3 years, he has consistently demonstrated deep insights and invaluable contributions in stock market, enhancing the strategic direction and decision-making of the Company. He has consistently showcased a strong understanding of market dynamics, industry trends and regulatory landscapes, which has translated into the Company's enhanced resilience and growth. As a Non-Independent Director, Mr. Himanjal Jagdishchandra Brahmbhatt actively engages with the Board in shaping Corporate Strategy, Risk Management, and Corporate Governance. His thoughtful insights and strategic recommendations has played a pivotal role in shaping effective governance practices and driving prudent decision-making within the Organization.
Nature of expertise in specific functional areas	Mr. Himanjal Jagdishchandra Brahmbhatt has more than 20 years of experience in the financial services industry with knowledge in areas such as Exchange Compliance and operations, Risk Management, Product Development and implementation and overall business structuring.
Relationship with other Directors, Manager and other KMP of the Company	He has no interest/relationship with any member of the Board in any manner
Membership/Chairmanship of Committees of the Board of the Company – Algoquant Fintech Limited	Audit Committee - Member
Directorship in Unlisted Companies (excluding foreign companies)	None

Directorship in other Listed Companies (excluding foreign companies)	None
Membership / Chairmanship of Committees of other Boards	None
Listed Companies from which the appointee Director has resigned in past 3 (three) years	Mr. Brahmbhatt has not held directorship in any other listed company in the past 3 (three) years.
No. of shares held in the Company	None, including as beneficial owner
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
Remuneration sought to be paid	Nil

Notes:

1. The above information is as on the date of this Notice.
2. None of the above Directors are disqualified under the Companies Act, 2013 (as amended) or disqualified and/or debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, any Court or any such other Statutory Authority, to be appointed / re-appointed / continue as a director in any company

**By Order of the Board of Directors
For Algoquant Fintech Limited**

**Sd/-
Krishna Kumar Yadav
Company Secretary & Compliance Officer
ICSI Membership No – ACS 75218**

**Place: New Delhi
Date: 3rd July, 2025**