NOTICE & AGENDA OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 01st annual general meeting ("**AGM**") of members of **Vayana Finserv Private Limited** ("**Company**") will be held on **Tuesday, 16th December 2025 at 01.30 P.M.** at **4th Floor, VIOS Tower, Off Eastern Highway, Sewri- Chembur Road, New Cuffe Parade, Mumbai, Maharashtra-400037** to transact the following businesses:

ORDINARY BUSINESSES

ITEM NO. 1 TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED ON 31 MARCH 2025 TOGETHER WITH THE DIRECTORS' AND AUDITOR'S REPORT THEREON

ITEM NO. 2 TO APPROVE RE-APPOINTMENT OF M/S PKF SRIDHAR & SANTHANAM LLP (FIRM REGISTRATION NO.: 003990S/S200018) CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY.

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

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modifications, amendments or re-enactment thereof for the time being in force and based on the recommendations of the Audit Committee, **M/s PKF Sridhar & Santhanam LLP, Chartered Accountants** (Firm Registration Number: 003990S/S200018), be and is hereby appointed as the Statutory Auditor of the Company for a period of three consecutive years, to hold office from the conclusion of this first Annual General Meeting (AGM) till the conclusion of the Fourth AGM of the Company for the Financial Year 2027-28, on such terms and conditions, including remuneration, as may be agreed upon between the Auditor and the Board of Directors of the Company."

SPECIAL BUSINESSES

ITEM NO. 3 TO APPROVE THE REGULARISATION OF MR. MURALI RAMAKRISHNAN (DIN: 01028298) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Act and in compliance with RBI regulations, **Mr. Murali Ramakrishnan** (DIN: 01028298), who was appointed as an Additional Director (Independent) of the Company with effect from 12th March 2025, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years commencing from 12th March 2025 to 11th March 2028 (both days inclusive), and he shall not be liable to retire by rotation."

ITEM NO. 4 TO APPROVE THE REGULARISATION OF MR. MOHAN TANKSALE (DIN: 02971181) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Act and in compliance with RBI regulations, **Mr. Mohan Tanksale** (DIN: 02971181), who was appointed as an Additional Director (Independent) of the Company with effect from 12th March 2025, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years commencing from 12th March 2025 to 11th March 2028 (both days inclusive), and he shall not be liable to retire by rotation."

For and on behalf of: **VAYANA FINSERV PRIVATE LIMITED**

RUDDHI LALITKUMAR DESHPANDE

Digitally signed by RUDDHI LALITKUMAR DESHPANDE
Date: 2025.11.25 15:35:33 +05'30'

(*signature of authorised signatory*)

Name: Ruddhi Deshpande
Designation: Company Secretary
Membership No.: A74634
Address: Flat No.3, Bharti Niwas Colony, Prabhat Road, Opposite Income Tax Office, Deccan Gym-khana, Pune-411004

Date: 25 November 2025
Place: Pune

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN TWO HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

2. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

3. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified copy of the relevant board or other similar governing body resolution together with the specimen signature(s) of the representative(s) authorized under the resolution to attend and vote on their behalf at the Meeting. The format of the letter authorizing the authorized representative to attend the Meeting on behalf of a corporate shareholder is appended hereto at **Exhibit 1**.

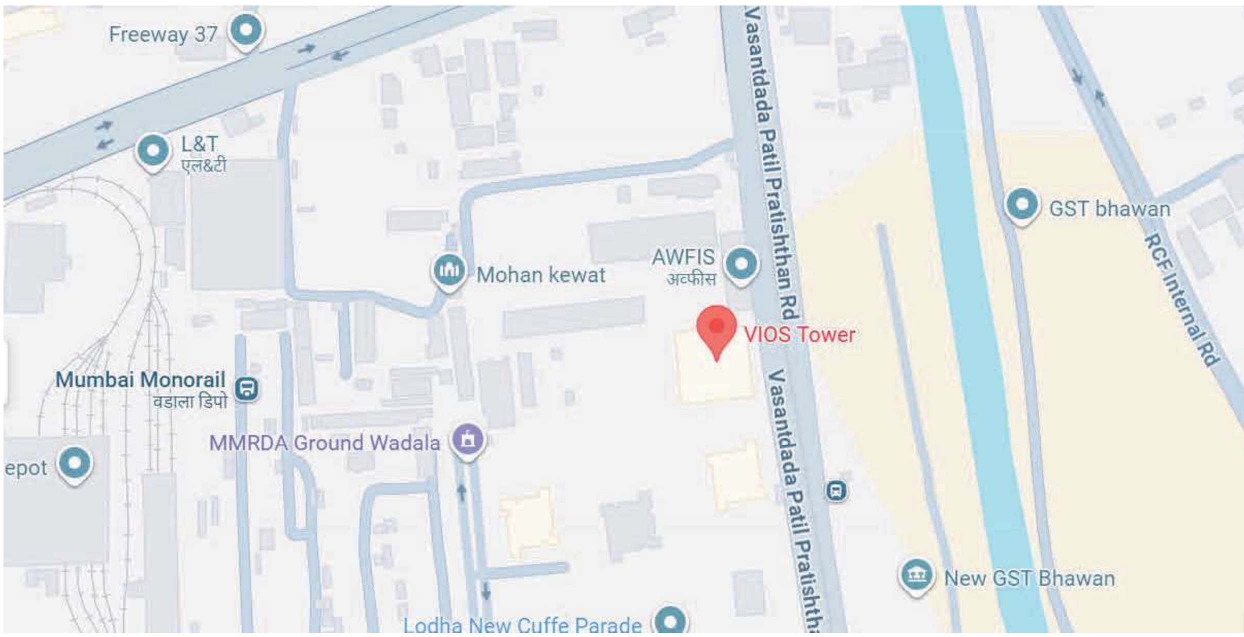
4. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members, authorized representatives, and proxies should carry valid identity proof such as PAN, voter card, passport, driving license, AADHAAR card etc. along with duly filled attendance slip enclosed herewith for attending the Meeting.

5. The explanatory statement as required under Section 102(1) of the Companies Act, 2013, is annexed hereto and forms an integral part of the Notice. Relevant documents referred to in the notice are open for inspection by the members at the registered office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting. The Register of Directors / Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the registered office of the Company

6. None of the directors and key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the special businesses set out in the notice.

ROUTE MAP OF VENUE FOR THE FIRST ANNUAL GENERAL MEETING

ADDRESS: 4TH FLOOR, VIOS TOWER, OFF EASTERN HIGHWAY, SEWRI- CHEMBUR ROAD, NEW CUFFE PARADE, MUMBAI, MAHARASHTRA- 400037



Vayana Finserv Private Limited
Registered Office Address: 1st Floor, Office 4 & 5, Adani Inspire, BKC, Bandra(East), Bandra, Mumbai- 400051, Maharashtra.
CIN: U74999PN2016PTC165017 GSTIN: 27AAJCV8784G1ZL
www.vayanafinserv.com legal@vayanafinserv.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013

ITEM NO. 3 TO APPROVE THE REGULARISATION OF MR. MURALI RAMAKRISHNAN (DIN: 01028298) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Pursuant to provisions of Section 149, 150, 152, 161 and Schedule IV of the Companies Act, 2013 (the “Act”), read with the relevant Rules, Articles of Association of the Company and in compliance with RBI regulations **Mr. Murali Ramakrishnan** (DIN: 01028298) was appointed as an Additional Director (Non-Executive &Independent) by the Board w.e.f. 12th March 2025 upon receipt of RBI approval. The term of office of **Mr. Murali Ramakrishnan** (DIN: 01028298) shall be 3 consecutive years commencing from 12th March 2025 and ending on 11th March 2028, not liable to retire by rotation.

The Company has received declarations under Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, that his name is included in the Independent Directors Databank, Section 149(7) of the Act that he meets the criteria of Independence under Section 149(6) of the Act, declaration in Form DIR-8 under Section 164(1) and (2) of the Act confirming that he is not disqualified to become a Director and consent to act as Director in form DIR-2 under Section 152(5) of the Act.

In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director. He is independent of the management and possesses appropriate skills, experience and knowledge. His association would be of immense benefit to the Company and it is desirable to avail services as Independent Director on the Board of the Company.

Details of Director seeking appointment at the forthcoming
Annual General Meeting
(In pursuance of Secretarial Standard 2 issued by the ICSI)

Sr. No.	Particulars	Details
1.	Name	**Mr. Murali Ramakrishnan**
2.	Age	63 years
3.	Qualification	Chemical Engineering Graduate and Post Graduate Diploma in Finance and Marketing
4.	Experience	37 years of experience in Banking Financial Service Sector and substantial experience in various facets of Banking Industry viz Retail, SME, Corporate, Project Finance, International Business, Risk Policy in both domestic and international markets.
5.	Terms and Conditions of Appointment along with details of remuneration sought to be paid and the	Terms and Conditions: As more particularly described in the letter of

	remuneration last drawn by such person, if applicable.	appointment. Proposed Remuneration to be paid: Sitting Fees and Annual Fixed Remuneration as given in the appointment letter Remuneration last drawn: Sitting Fees and Annual Fixed Remuneration as given in the appointment letter
6.	Date of first appointment on the Board	12th March 2025
7.	Shareholding in the company	Nil
8.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company,	N.A.
9.	The number of Meetings of the Board attended during the year	NIL
10.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. CARE Ratings Limited (Member of External Rating Supervision Committee 2. Brain and Company India Private Limited (External Advisor) 3. RBL Bank Limited (Independent Director) 4. Markytics Consulting Private Limited (External Advisor) 5. SMFG India Credit Company Limited - Additional Director

A copy of letter of appointment of **Mr. Murali Ramakrishnan** (DIN: 01028298) setting out the terms and conditions of appointment is to be available for inspection, physically or in electronic form, by the Members at the Registered Office of the Company on all working days (except Sunday) between 11.00 a.m. and 1.00 p.m. up to the date of AGM. The aforesaid documents are also available for inspection at the AGM.

As per Schedule IV of the Companies Act, 2013, approval of Members in General Meeting is required for appointment of an Independent Director. Accordingly, the Board recommends resolution for approval of members.

None of the Directors/ Managers / Key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

MEMORANDUM OF INTEREST:

None of the directors of the Company, key managerial personnel, or their relatives are interested in the resolutions.

The documents relating to the aforesaid resolutions shall be open for inspection in the manner prescribed in this notice on all working days up to and including the date of the Annual General Meeting of the Company.

ITEM NO. 4 TO APPROVE THE REGULARISATION OF MR. MOHAN TANKSALE (DIN: 02971181) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Pursuant to provisions of Section 149, 150, 152, 161 and Schedule IV of the Companies Act, 2013 (the "Act"), read with the relevant Rules, Articles of Association of the Company and in compliance with RBI regulations **Mr. Mohan Tanksale** (DIN: 02971181) was appointed as an Additional Director (Non-Executive &Independent) by the Board w.e.f. 12th March 2025 upon receipt of RBI approval. The term of office of **Mr. Mohan Tanksale** (DIN: 02971181) shall be 3 consecutive years commencing from 12th March 2025 and ending on 11th March 2028, not liable to retire by rotation.

The Company has received declarations under Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, that his name is included in the Independent Directors Databank, Section 149(7) of the Act that he meets the criteria of Independence under Section 149(6) of the Act, declaration in Form DIR-8 under Section 164(1) and (2) of the Act confirming that he is not disqualified to become a Director and consent to act as Director in form DIR-2 under Section 152(5) of the Act.

In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director. He is independent of the management and possesses appropriate skills, experience and knowledge. His association would be of immense benefit to the Company and it is desirable to avail services as Independent Director on the Board of the Company.

Details of Director seeking appointment at the forthcoming Annual General Meeting (In pursuance of Secretarial Standard 2 issued by the ICSI)

Sr. No.	Particulars	Details
11.	Name	**Mr. Mohan Tanksale**
12.	Age	72 years
13.	Qualification	Bachelor's degree in science, master's degree in English literature, Fellow Cost Accountant, CAIIB, Company Secretary Course (Intermediate), Diploma in Russian Language
14.	Experience	40 years of experience in Indian Banking Industry, Retired Chairman

		and MD of Central Bank of India, CEO of Indian Bank Associates (2013-2016)
15.	Terms and Conditions of Appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable.	Terms and Conditions: As more particularly described in the letter of appointment. Proposed Remuneration to be paid: Sitting Fees and Annual Fixed Remuneration as given in the appointment letter Remuneration last drawn : Sitting Fees and Annual Fixed Remuneration as given in the appointment letter
16.	Date of first appointment on the Board	12th March 2025
17.	Shareholding in the company	Nil
18.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company,	N.A.
19.	The number of Meetings of the Board attended during the year	NIL
20.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. Experian Credit Information Company of India Private Limited 2. Nearby Technologies Private Limited 3. Lachhmidhar Kanshiram Finserv Private Limited 4. Green Bridge Capital Advisory Private Limited 5. New Opportunity Consultancy Private Limited 6. Ladderup Finance Limited 7. India Pesticides Limited 8. Centrum Housing Finance 9. Limited 10. Edelweiss Life Insurance Company Limited 11. Edelweiss Asset Reconstruction Company Limited 12. Anand Rathi Wealth Limited 13. Fort Finance Limited 14. RajaBahadur International Limited 15. Abakkus Trustee Private Limited

A copy of letter of appointment of **Mr. Mohan Tanksale** setting out the terms and conditions of appointment is to be available for inspection, physically or in electronic form, by the Members at the Registered Office of the Company on all working days (except Sunday) between 11.00 a.m. and 1.00 p.m. up to the date of AGM. The aforesaid documents are also available for inspection at the AGM.

As per Schedule IV of the Companies Act, 2013, approval of Members in General Meeting is required for appointment of an Independent Director. Accordingly, the Board recommends resolution for approval of members.

None of the Directors/ Managers / Key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

MEMORANDUM OF INTEREST:

None of the directors of the Company, key managerial personnel, or their relatives are interested in the resolutions.

The documents related to the aforesaid resolutions shall be open for inspection in the manner prescribed in this notice on all working days up to and including the date of the Annual General Meeting of the Company.

For and on behalf of: **VAYANA FINSERV PRIVATE LIMITED**

RUDDHI LALITKUMAR DESHPANDE
Digitally signed by RUDDHI LALITKUMAR DESHPANDE
Date: 2025.11.25 15:35:54 +05'30'

(*signature of authorised signatory*)

Name: Ruddhi Deshpande
Designation: Company Secretary
Membership No.: A74634
Address: Flat No.3, Bharti Niwas Colony, Prabhat Road, Opposite Income Tax Office, Deccan Gym-khana, Pune-411004

Date: 25 November 2025
Place: Pune

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the meeting room)

I hereby record my presence at the 1st AGM Meeting of the members on **Tuesday, 16th December 2025** at **4th Floor, VIOS Tower, Off Eastern Highway, Sewri- Chembur Road, New Cuffe Parade, Mumbai, Maharashtra- 400037**

Folio No:

Full Name of the Shareholder in Block Letters:

No. of Shares held:

Name of Proxy / Authorised Representative (if any) in Block Letters:

Signature of the ~~Shareholder / Proxy~~ / Representative*

Note:

1. *Please fill up the attendance slip and hand it over at the entrance of the meeting hall.*
2. *Only member / proxy / authorized representative can attend the meeting.*
3. *those members who have multiple folios with different joint holders may use copies of this attendance slip*

** Strike out whichever is not applicable.*

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PROXY FORM

FORM NO. MGT – 11

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

Name of the Member :

Registered Address :

Email Address :

Folio No. / Client Address :

DP ID :

I / We, being the member of _______ shares of INR 10 each of Vayana Finserv Private Limited ("**Company**"), hereby appoint:

Name :

Email Address :

Address :

Signature :

Or failing him

Name :

Email Address :

Address :

Signature :

as my / our proxy to attend and vote for me / us and on my / our behalf at the 1st AGM of the Company, to be held on **Tuesday, 16th December 2025 at 4th Floor, VIOS Tower, Off Eastern Highway, Sewri- Chembur Road, New Cuffe Parade, Mumbai, Maharashtra- 400037** and at any adjournment(s) thereof, in respect of the resolution(s), as indicated below:

Ordinary Businesses:

ITEM NO. 1 TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED ON 31 MARCH 2025 TOGETHER WITH THE DIRECTORS' AND AUDITOR'S REPORT THEREON

ITEM NO. 2 TO APPROVE RE-APPOINTMENT OF M/S PKF SRIDHAR & SANTHANAM LLP (FIRM REGISTRATION NO.: 003990S/S200018) CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY.

Special Businesses

ITEM NO. 3 TO APPROVE THE REGULARISATION OF MR. MURALI RAMAKRISHNAN (DIN: 01028298) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

ITEM NO. 4 TO APPROVE THE REGULARISATION OF MR. MOHAN TANKSALE (DIN: 02971181) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Signed: this _______ day of ______ 2025

Signature of Member(s):

Affix Revenue Stamp

Signature of the Proxy holder(s):

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office
2. A proxy need not be a member of the Company.
3. The form of proxy confers authority to demand or join in demanding a poll.
4. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.

EXHIBIT 1

AUTHORISED REPRESENTATIVE AUTHORITY LETTER FORMAT

[**ON THE LETTERHEAD OF THE SHAREHOLDER**]

To: Date: ____ **2025**

Board of Directors of
Vayana Finserv Private Limited
1st Floor, office 4 & 5, Adani Inspire,
BKC, Bandra (East), Mumbai- 400051

Sub: Appointment of an authorized representative to attend and vote at the 1st Annual General Meeting of Vayana Finserv Private Limited to be held on **Tuesday, 16th December 2025.**

We,(name of shareholder), hereby confirm that Mr. [*name of authorised representative*] has been appointed as our authorised representative, pursuant to Section 113 of the Companies Act, 2013, to attend and vote on our behalf at the Annual General Meeting of Vayana Finserv Private Limited to be held on **Tuesday, 16th December 2025.**

Kind regards,
For and on behalf of: (name of shareholder)

____

(*signature of authorized signatory*)
Name:
Designation:

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