Namdev Finvest Limited
(Formerly Known as Namdev Finvest Private Limited)
Registered Office – Namdev House, Plot No. 21,
Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan
Contact no- 0141-2250026
CIN – U65921RJ1997PLC047090
EMAIL: info@namfin.in,Website: namfin.in

NOTICE OF 30th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th (Thirtieth) Annual General Meeting ("**AGM**" or "**Meeting**") of the members of Namdev Finvest Limited (Formerly Known as Namdev Finvest Private Limited) ("**Company**") is scheduled to be held on Saturday, the 05th day of September, 2026 at 10:30 A.M. at the Registered office of the Company situated at Namdev House, Plot No. 21, Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan, India to consider and transact the following businesses:

ORDINARY BUSINESS:

1. **TO ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON**

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

"RESOLVED THAT *pursuant to the provisions of Section 129 and 134 of the Companies Act, 2013 ("Act") and other applicable provisions, if any (including any statutory modifications, amendment(s) or re-enactment thereof for the time being in force), the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 and the report of the Board of Directors' and the Independent Auditor's report thereon, be and are hereby considered and adopted."*

2. **TO DECLARE FINAL DIVIDEND ON PREFERENCE SHARES.**

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

"RESOLVED THAT *pursuant to the provisions of section 123 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s), from time to time thereof), and pursuant to the Articles of Association of the Company and on the recommendation of the Board of Directors of the Company, the approval of the members be and are hereby accorded for payment of final dividend on preference shares, on pro rata basis, to the preference shareholders' on their respective Preference Share Capital of the Company, amounting to INR 1554.024/- (Indian Rupees One Thousand Five Hundred Fifty Four and Zero Two and Four Paisa only), be paid for the financial year ended on March 31, 2025 and March 31, 2026.*

RESOLVED FURTHER THAT *for the purpose of giving effect to this resolution, any of Director or Company Secretary of the Company be and are hereby severally authorised on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable."*

3. **TO RE-APPOINT M/S. TOSHNIWAL & ASSOCIATES, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITOR 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 Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the rules, guidelines and circulars issued by Reserve Bank of India ("RBI"), in this regard, from time to time, as per recommendation of Audit*

NAMDEV FINVEST LIMITED (Formerly Known as Namdev Finvest Pvt. Ltd.) JAIPUR

Committee and Board of Directors ("Board",) of the Company, the consent of Members of the Company be and is hereby accorded to re-appoint M/s Toshniwal & Associates (Firm Registration No. 000546N), Chartered Accountants, as the Statutory Auditors of the Company for conduct the Statutory Audit of the company for the FY 2026-27 and FY 2027-28, at such annual remuneration as may be agreed, excluding applicable taxes and out of pocket expenses, if any, for the purpose of audit of the company's accounts, limited review report and any other certifications for FY 2026-27 and FY 2027-28, as may be stipulated and required by the RBI and/or any other regulatory authority(ies) from Statutory Auditor.

***RESOL VED FURTHER THAT** the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of Statutory Auditors' appointment including but not limited to any revision in the remuneration to such extent as may be mutually agreed with the of Statutory Auditors'.*

***RESOLVED FURTHER THAT** the Board of Directors or Company Secretary be and are hereby severally authorized to do all such act matter, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filling of necessary forms with the Registrar of Companies, if required, and to Comply with all other requirements in this regard."*

4. TO APPOINT A DIRECTOR IN PLACE OF MS. LATIKA TANWAR (DIN: 05349214), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR REAPPOINTMENT.

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

***"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) or reenactment(s) thereof for the time being in force), Articles of Association of the Company and based on the recommendation of Nomination an d Remuneration Committee and Board of Directors of the Company, the consent of the members of the Company be and are hereby accorded to re-appoint Ms. Latika Tanwar (DIN: 05349214), Director of the Company, who retires by rotation at this Annual General Meeting, and being eligible, offered herself for re-appointment.*

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

SPECIAL BUSINESSES:

5. TO CONSIDER & APPROVE THE AUTHORITY TO ACCEPT BORROWINGS UPTO AN AGGREGATE VALUE NOT EXCEEDING INR 3000 CRORES.

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

***"RESOLVED THAT** in supersession of the earlier resolution passed at the Annual General Meeting held on June 28, 2024 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, approval of the Members of the Company be and are hereby accorded to authorize the Board of Directors ("Board") of the Company and/or the Borrowing and Investment Committee ("Committee') as may be authorized by the Board, to borrow from time to time any sums of money in any currency, inter alia, by way of advances, loans (including external commercial borrowings), issue of non-convertible debentures ((a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, (f) market linked debentures, and/or (g) any others (as may be determined)), Bonds,* *External Commercial Borrowing (ECB), Commercial Papers and/or other instruments or otherwise in such manner and upon such terms and conditions, with or without security, as may be deemed necessary and prudent by the Board and/or the Committee for the business of the Company, from various entities (natural or artificial), financial institutions, cooperative banks, banks, mutual funds, association of persons, firms, Small Industries Development Bank of India (SIDBI), insurance companies and/or other body corporates/person which 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, at any time, exceed the aggregate of the Company's paid-up share capital, free reserves and securities premium, provided however that the sums so borrowed and remaining outstanding on account of principal shall not, at any time, exceed INR 30,00,00,00,000/- (Indian Rupees Three Thousand Crores Only).*

RESOLVED FURTHER THAT *for the purpose of giving effect to the aforesaid resolution, the Board and/or Committee be and is hereby severally authorized to arrange or finalize the terms and conditions of all such borrowings, from time to time, viz. terms as to interest, repayment, security, etc. as it may deem fit and to sign and execute all such documents, agreements and writings and do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution.*

RESOLVED FURTHER THAT *any Director or Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary in relation to the above and file such documents with regulators, concerned persons/entities and to the Registrar of Companies, Rajasthan."*

6. TO CONSIDER & APPROVE THE AUTHORITY TO CREATE MORTGAGE, CHARGE ETC. TO SECURE BORROWINGS UPTO AN AGGREGATE VALUE NOT EXCEEDING INR 3000 CRORES.

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

"RESOLVED THAT *in supersession of the earlier resolution passed at the Annual General Meeting held on June 28, 2024 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, approval of the Members of the Company be and are hereby accorded to authorize the Board of Directors ("Board") of the Company and/or the Borrowing and Investment Committee ("Committee") as may be authorized by the Board, to:*

(a) sell, transfer, convey or otherwise dispose of, including by way of any securitization transactions and/or transfer of loan exposures/direct assignment transactions, in such form and manner and on such terms as the Board and/or the Committee may determine, all or any of the immovable properties and movable assets (both tangible and intangible), including without limitation, book debts and loan receivables, of the Company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated, provided that the aggregate of all immovable properties and movable assets sold, transferred or conveyed by the Company does not exceed INR 30,00,00,00,000/- (Indian Rupees Three Thousand Crores Only) at any time; and/or

(b) create charge/security interest, inter alia, by way of mortgage, pledge, hypothecation (in addition to any existing charge/security interest created/to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board and/or the Committee may determine, on all or any part of the movable and/or immovable properties of the Company of every nature and kind whatsoever, and/or create a floating charge on all or any part of movable properties of the Company and the whole of the undertaking of the Company, tangible or intangible assets of the Company, both present and future, as the case may be in favor

NAMDEV FINVEST LIMITED (Formerly Known as Namdev Finvest Pvt. Ltd.) JAIPUR

of bank(s), financial institution(s), mutual funds, investor(s), debenture holder(s)/trustee(s), state government(s)/ agency(ies) representing various state government(s) and/or other agencies, etc., or any other lender(s)/person(s) and their agent(s) or trustee(s) (collectively, "Lenders") from time to time for securing the borrowing/financial indebtedness availed / to be availed by the Company and/or any third party, inter alia, by way of loan(s) (in Indian Rupees and/or any foreign currency) and/or securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued/to be issued by the Company from time to time (collectively, "Financial Indebtedness"), in such form and manner and on such terms as the Board may determine, subject to maximum extent of the Financial Indebtedness secured by the assets of the Company not exceeding the limits approved under Section 180(1)(c) of the Act i.e. INR 30,00,00,00,000/- (Indian Rupees Three Thousand Crores Only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the agent(s) / trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and/or the Committee and the Lenders.

RESOLVED FURTHER THAT *the security interest to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the security interest already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and/or the Committee and as may be agreed with the Lenders.*

RESOLVED FURTHER THAT *the Board and/or the Committee be and are hereby severally authorized to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the aforementioned resolutions.*

RESOLVED FURTHER THAT *any Director or Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary in relation to the above and file such documents with regulators, concerned persons/entities and to the Registrar of Companies, Rajasthan."*

7. CONVERSION OF LOAN INTO EQUITY SHARES UPON OCCURRENCE OF AN EVENT OF DEFAULT.

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

"RESOLVED THAT, *pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the Articles of Association of the Company and the terms and conditions of any loan, financing, or investment agreement entered into by the Company, on the recommendation of Board and with the consent of the members be and is hereby accorded to authorize the conversion of all or any part of any outstanding loan(s), together with accrued interest and other amounts payable thereon, into equity shares of the Company upon the occurrence of an Event of Default as defined in the relevant agreement(s).*

NAMDEV FINVEST LIMITED
(Formerly Known as Namdev Finvest Pvt. Ltd.)
JAIPUR

NAMDEV FINVEST LIMITED
(Formerly Known as Namdev Finvest Pvt. Ltd.)

***RESOLVED FURTHER THAT** such conversion shall be effected at such conversion price, valuation, ratio, and on such terms and conditions as may be specified in the relevant agreement or as may be determined by the Board of Directors in accordance with applicable law.*

***RESOLVED FURTHER THAT** upon such conversion, the corresponding loan obligation of the Company shall stand reduced or discharged to the extent of the value of the equity shares allotted.*

***RESOLVED FURTHER THAT** Any Director or Company Secretary of the Company be and is hereby severally authorized to issue and allot the requisite equity shares to the lender or its nominee(s), execute all necessary agreements, deeds, documents, and filings, make entries in the statutory registers, and do all such acts, deeds, matters, and things as may be necessary or expedient for giving effect to this resolution.*

***RESOLVED FURTHER THAT** the equity shares allotted pursuant to such conversion shall rank pari passu with the existing equity shares of the Company in all respects, unless otherwise provided under the applicable agreement or required by law."*

8. TO RE-APPOINT MR. HEMANT KAUL (DIN: 00551588), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

***"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Hemant Kaul (DIN: 00551588), be and is hereby re-appointed as an Independent Director of the Company to hold the office for the second term of five (5) consecutive years commencing from 29/09/2026 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and he shall not be liable to retire by rotation.*

***RESOLVED FURTHER THAT** Mr. Jitendra Tanwar, Managing Director & Chief Executive Officer or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute, sign, deliver and file all specified e-forms in this behalf and all other documents as required and to do all things, deeds and acts as may be necessary to give effect to this resolution."*

9. TO RE-APPOINT MR. HAYAGREEVA RAVIKUMAR PURANAM (DIN: 00280010), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

***"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Hayagreeva Ravikumar Puranam (DIN: 00280010), be and is hereby re-appointed as an Independent Director of the Company to hold the office for the second term of five (5) consecutive years commencing from 29/09/2026 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and he shall not be liable to retire by rotation.*

NAMDEV FINVEST LIMITED (Formerly Known as Namdev Finvest Pvt. Ltd.) JAIPUR

***RESOLVED FURTHER THAT**, Mr. Hayagreeva Ravikumar Puranam has attained the age of 75 years. Although Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company, the Nomination and Remuneration Committee, after considering his extensive experience, continued guidance, and valuable contribution to the Company, recommends the continuation of his appointment in the interest of good corporate governance and the Company.*

***RESOLVED FURTHER THAT** Mr. Jitendra Tanwar, Managing Director & Chief Executive Officer or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute, sign, deliver and file all specified e-forms in this behalf and all other documents as required and to do all things, deeds and acts as may be necessary to give effect to this resolution."*

10. TO REVIEW AND APPROVE REMUNERATION TO BE PAID TO EXECUTIVE DIRECTORS OF THE COMPANY FOR FINANCIAL YEAR 2026-27 AND THEREAFTER.

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

***"RESOLVED THAT** pursuant to provisions of section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the said Act and rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to Articles of Association of the Company, and in accordance with the recommendation of Nomination and Remuneration Committee and Board of Directors ("Board") of the Company, the consent of members of the Company be and is hereby accorded to approve the remuneration of all existing Executive Directors of the Company, to be paid for the financial year 2026-27 and thereafter, unless reviewed and revised by the members of the Company, is as follows:-*

Remuneration of Mr. Jitendra Tanwar, Managing Director & CEO – FY 2025-26 and Proposed for FY 2026-27:

Compensation	***FY 2025-26***	***FY 2026-27***
Fixed	*2,58,75,000*	*3,10,50,000*
Variable	*51,75,000*	*46,57,500*
CTC	***3,10,50,000***	***3,57,07,500***
Incentive	*2% of PBT*	*1.5%*
Total CTC	***3,10,50,000 + 2% of PBT***	***3,57,07,500+ 1.5% of PBT***

Remuneration of Mrs. Latika Tanwar, Director FY 2025-26 and Proposed for FY 2026-27:

Compensation	***FY 2025-26***	***FY 2026-27***
Fixed	*1,32,48,000*	*1,58,97,600*
Variable	*26,49,600*	*23,84,640*
CTC	***1,58,97,600***	***1,82,82,240***
Incentive	*2% PBT*	*1.2%*
Total CTC	***1,58,97,600 + 2% of PBT***	***1,82,82,240 + 1.2% PBT***

***RESOLVED FURTHER THAT** when in any financial year, the Company has no profits or its profits are inadequate, the remuneration as aforesaid will be paid to above mentioned Directors in accordance with the applicable provisions of Schedule V of the Act.*

NAMDEV FINVEST LIMITED (Formerly Known as Namdev Finvest Pvt. Ltd.) JAIPUR

***RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorised to take all such steps as may be necessary in relation to the above and file such documents with regulators, concerned persons/entities and to the Registrar of Companies, Rajasthan."*

Date: 14/08/2026
Place: Jaipur

By the Order of Board of Directors
For Namdev Finvest Limited (Formerly Known as Namdev Finvest Private Limited)

Sakshi Sharma
Company Secretary and Compliance Officer
M No. :25396

NOTES:

1. The Securities and Exchange Board of India ("SEBI") vide its circular SEBI/HO/DDHS/P/C1R12023/0 164 dated October 06, 2023 read with circular dated September 25, 2023 issued by Ministry of Corporate Affairs ("MCA") has provided the relaxations for dispatching physical copies of the Annual Report to the securities holders, for the AGM conducted till September 30, 2024. Further the same relaxation is been extended to September 30, 2025.

2. Pursuant to the provisions of the Companies Act, 2013 a member who is entitled to attend and vote is also entitled to appoint a proxy to attend and vote on their behalf and a proxy need not be a member.

3. The instrument appointing the proxy(ies) in order to be effective, should be duly stamped, filled, signed and must be deposited at the registered office of the Company not later than 48 (Forty-eight) hours before the commencement of the meeting (Proxy Form is annexed hereto).

4. A person can act as proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 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 Member.

5. In case of corporate shareholders proposing to participate and vote at the AGM through their representative, necessary authorization under Section 113 of the Companies Act, 2013 for such representation are requested to send to the Company, a certified true copy of the relevant Board Resolution/ Governing Body Resolution/ Authorization letter authorizing their representative(s) to attend and vote on their behalf at the meeting.

6. Register of Directors and Key Managerial Personnels and their shareholding, maintained under section 170 and register of contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts; will be used by the Company for the payment of dividend, if any. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.

8. We urge the members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in demat form and have not registered their e-mail IDs with their Depository Participant are requested to register their e-mail address, to enable the Company to use the same for serving documents electronically. Shareholders holding shares in physical form shall provide their e-mail address to RTA.

9. Members may note that this notice of the AGM and Annual Report for the financial year 2025-26 is also available on the Company's website at www.namfin.in for view and download. The physical copies of the aforesaid documents will also be available for inspection at the registered office of the Company for inspection during normal business hours on working days.

10. A copy of Audited Financial Statements of the Company for the Financial Year ended on March 31, 2026 together with the reports of the Board of Directors and Auditors thereon is enclosed hereto.

11. All documents referred to in the accompanying Notice will also be available for inspection without any fee by the Members at the Registered Office of the Company between 11:00 A.M. and 05:00 P.M. on all working days

(except second Saturday of the month, Sundays and Public Holidays) from the date of circulation of this Notice up to the date of the AGM and during the continuance of the AGM.

12. Pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14 as the case may be. Members are requested to submit the said details to their DP, where the shares are held by them in dematerialized form.

13. Members are requested to notify the Company immediately after any change in their address without any delay.

14. In all correspondence with the Company Members are requested to quote their account/Client ID/folio numbers.

15. Entry to the place of AGM will be regulated by an attendance slip which is annexed to this notice. The members/proxies and authorized representatives attending the meeting are requested to complete the enclosed attendance slip duly signed as per the specimen signature recorded with the Company at the place provided thereon and hand it over at the entrance.

16. The Board of Directors at their meeting held on June 29, 2026 had recommended final dividend at the rate 0.001% of face value of preference shares on pro-rata basis to the eligible preference shareholders as per article of association of the Company on their respective Preference Share Capital of the Company be paid for the financial year ended March 31, 2025 and March 31, 2026, which if approved at this AGM, will be paid, subject to deduction of tax at source ("TDS") within 30 days from the date of AGM.

17. The Company has fixed June 19, 2026 as the "Record date" for the purpose of determining the members eligible to receive final dividend for the Financial Year ended March 31, 2025 and March 31, 2026, and if the Final Dividend as recommended by the Board of Directors is approved and declared at the AGM, will be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.

18. The complete particulars of the venue of the meeting including route map and prominent landmark for easy location are annexed to this notice.

19. Members can submit questions/query in advance with regard to the financial statements or any other matter to be placed at the AGM from their registered email address, mentioning their name folio no./ DPID and Client ID and mobile number, to reach the Company's email address at cs@namfin. in at least 7 (seven) working days prior to the meeting. Such questions/queries by the members shall be taken up during the meeting and replied by the Company suitably.

Date: 14/08/2026
Place: Jaipur

By the Order of Board of Directors
For Namdev Finvest Limited (Formerly Known as Namdev Finvest Private Limited)

NAMDEV FINVEST LIMITED (Formerly Known as Namdev Finvest Pvt. Ltd.) JAIPUR

Sakshi Sharma
Company Secretary and Compliance Officer
M No. :25396

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

The following explanatory statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the special businesses mentioned in the accompanying notice of AGM:

Resolution at Item No. 5

In keeping view of the requirements of increased funds in future, the members of the Company are proposed to pass resolution in supersession of earlier resolution passed by the members of Company on June 28, 2024, regarding to borrow money together with the moneys already borrowed by the Company, apart from temporary loans obtained in the ordinary course of business, in excess of the paid up share capital, free reserves and securities premium by passing a special resolution in the general meeting in terms of section 180(1)(c) of the Companies Act, 2013.

Currently, the Company has an outstanding borrowing of ~INR 1,771.97/- Crores as on March 31, 2026, and the debt-to-equity ratio stands at 3.24 times.

Hence, to meet out the disbursement, repayment and other general requirements and considering the projected balance sheet growth as per the approved business plan, it is desirous to increase the borrowing limit from 25,00,00,00,000/- (Indian Rupees Two Thousand and Five Hundred Crores Only) to INR 30,00,00,00,000/- (Indian Rupees Three Thousand Crores Only).

And the members of the Company are requested to authorize the Board of Directors ("Board") of the Company and/or the Borrowing and Investment Committee ("Committee') as may be authorized by the Board, to borrow monies to the limit upto INR 30,00,00,00,000/- (Indian Rupees Three Thousand Crores Only).

The Board of Directors recommends the resolution set out at Item No. 5 of the accompanying notice, for the approval of the members of the Company by way of a Special Resolution.

None of the directors and key managerial personnels of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company

Resolution at Item No. 6

The members are proposed to pass resolution in supersession of earlier resolutions passed by the members of Company on June 28, 2024, regarding to authorize the Board of Directors ("Board") and/or Borrowing and Investment Committee ("Committee") of the Board to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings of the Company in terms of section 180(1)(a) of the Companies Act, 2013.

In the resolution at item no. 6 of this notice, members are informed about the proposal to increase the limit and grant the authority to create charge, mortgage, sell, lease, pledge or dispose of any part or kind of the property and undertaking(s) of the Company to secure the borrowings of the Company in terms of section 180(1)(a) of the Act upto an aggregate value not exceeding INR 30,00,00,00,000/- (Indian Rupees Three Thousand Crores Only) in line with the increase in borrowing limit.

While borrowing money or monies from any Bank(s), Financial Institution(s), Person(s), Firm(s), Bodies Corporate or others, the Company has to mortgage or create charge on its properties including immovable property(ies) of the Company. So, it is proposed to authorize the Board and the Committee for the same.

The Board of Directors recommends the resolution set out at Item No. 6 of the accompanying notice, for the approval of the members of the Company by way of a Special Resolution.

None of the directors and key managerial personnels of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

Resolution at Item No. 7

The Company may, from time to time, enter into loan, financing, investment, or similar arrangements with lenders, investors, financial institutions, or other funding providers. Such arrangements may contain provisions granting the lender or investor the right to convert all or part of the outstanding loan amount, together with accrued interest and other amounts payable thereunder, into equity shares of the Company upon the occurrence of specified events of default.

In order to provide flexibility in future financing arrangements and to comply with applicable legal requirements, the approval of the members is being sought to authorize the conversion of outstanding loan obligations into equity shares of the Company upon the occurrence of an Event of Default, in accordance with the terms of the relevant financing documents and subject to applicable laws.

The proposed resolution will enable the Board of Directors to implement such conversion, issue and allot equity shares to the concerned lender or investor, and undertake all related actions and filings as may be required from time to time.

The Board believes that the proposed authorization is in the best interests of the Company as it enhances the Company's ability to raise funds and negotiate financing arrangements on commercially acceptable terms.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

Resolution at Item No. 8

Mr. Hemant Kaul (DIN:00551588) has joined Namdev Finvest Limited (Formerly Known as Namdev Finvest Private Limited) on September 28, 2021 as an Independent Director and his tenure as an Independent Director will expire on 28/09/2026. Mr. Hemant Kaul qualifies the criteria to be re-appointed as an independent director of the Company and has not been disqualified from being re-appointed as an independent director in terms of Section 149 and Section 164 of the Act and he has also given his consent to re-appoint as an independent director. Further, in the opinion of the Board, Mr. Hemant Kaul fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and he is independent of the management.

Further, considering his valuable contribution in the growth of the Company, the Board on the recommendation of Nomination and Remuneration Committee approved and recommended his reappointment as an Independent Director of the Company for the second term of 5 (five) consecutive years from September 29, 2026 and he shall not be liable to retire by rotation.

The Board has recommended the resolution set out at item no. 8 of the accompanying notice, for the approval of the members of the Company as a special resolution.

None of the directors (except Mr. Hemant Kaul and his relatives) and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

Resolution at Item No. 09

Mr. Hayagreeva Ravikumar Puranam (DIN: 00280010), has joined Namdev Finvest Limited (Formerly Known as Namdev Finvest Private Limited) on September 28, 2021 as an Independent Director and his tenure as an Independent Director will expire on 28/09/2026. Mr. Hayagreeva Ravikumar Puranam, qualifies the criteria to be re-appointed as an independent director of the Company and has not been disqualified from being re-appointed as an independent director in terms of Section 149 and Section 164 of the Act and he has also given his consent to re-appoint as an independent director. Further, in the opinion of the Board, Mr. Hayagreeva Ravikumar Puranam, fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and he is independent of the management.

Further, Mr. Hayagreeva Ravikumar Puranam has attained the age of 75 years. Although Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company, the Nomination and Remuneration Committee, after considering his extensive experience, continued guidance, and valuable contribution to the Company, recommends the continuation of his appointment in the interest of good corporate governance and the Company.

Furthermore, considering his valuable contribution in the growth of the Company, the Board on the recommendation of Nomination and Remuneration Committee approved and recommended his reappointment as an Independent Director of the Company for the second term of 5 (five) consecutive years from September 29, 2026 and he shall not be liable to retire by rotation.

The Board has recommended the resolution set out at item no. 09 of the accompanying notice, for the approval of the members of the Company as a special resolution.

None of the directors (except Mr. Hayagreeva Ravikumar Puranam, and his relatives) and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

Resolution at Item No. 10

Mr. Jitendra Tanwar , the Managing Director & CEO of the Company, is a first-generation entrepreneur with over two decades of experience in the finance sector. He holds a postgraduate degree and is the driving force behind Namdev Finvest's success. His responsibilities include strategy making, corporate planning, and risk management, with expertise in loan origination, risk management, risk analysis of current areas of operations, evaluation of new product segments, and collections etc. Mr. Jitendra Tanwar is a successful leader known for effectively channelling his team. His operations management skills have been crucial in the smooth transactions of the Company and augmenting its presence in new geographies. All Board members were satisfied with his work and efforts made in the growth of the Company and gave him rating equivalent to “Excellent” on his annual performance evaluation for Financial Year 2025-26

Mrs. Latika Tanwar, the Whole-time Director and Co-promoter of the company. holds an MBA in Finance and a master’s degree in commerce, over a decades of experience in the finance sector. By promoting ethics at work, she creates a culture that stabilises the environment for the business to flourish. She looks after the ESG, CSR, Marketing and overall development of the Human Resources and administration at Namdev Finvest. She promotes practices such as inclusivity, diversity, sustainability and humility. She has always been instrumental and the guiding light for change and transformation at Namdev Finvest. All Board members were satisfied with his work and efforts made in the growth of the Company and gave him rating equivalent to "Excellent" on his annual performance evaluation for Financial Year 2025-26.

The Board has recommended the resolution set out at item no. 10 of the accompanying notice, for the approval of the members of the Company as a special resolution.

None of the directors (except Mr. Jitendra Tanwar and Mrs. Latika Tanwar, and their relatives) and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

Namdev Finvest Limited
(Formerly Known as Namdev Finvest Private Limited)
Registered Office – Namdev House, Plot No. 21,
Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan
Contact no- 0141-2250026
CIN – U65921RJ1997PLC047090
EMAIL: info@namfin.in,Website: namfin.in

Brief profile of Mr. Hemant Kaul , Mr. Hayagreeva Ravikumar Puranam, Mrs. Latika Tanwar and Mr. Jitendra Tanwar along with their additional information as proposed at Item No. 08, 09, and 10, is provided as required by Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Particulars	Mr. Hemant Kaul	Mr. Hayagreeva Ravikumar Puranam	Mrs. Latika Tanwar	Mr. Jitendra Tanwar
Category	Independent Director	Independent Director	Director	Managing Director and CEO
Director Identification Number (DIN)	00551588	00280010	05349214	05149036
Date of Birth	23-02-1956	20-07-1951	4-12-1990	26-11-1987
Age	71 Years	75 Years	35 Years	39 Years
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on the Board	28/09/2021	28/09/2021	7/11/2013	7/11/2013
Qualifications	B.SC, MBA	B.com, CAIB (Lond), CAIIB, Senior Diploma in French, fellow (Hon.) of CISI, U.K.	MBA in Finance and a master's degree in commerce	Postgraduate Degree
Expertise in Specific Functional Area	Former Executive Director in Axis Bank and former Managing Director in Bajaj Allianz General Insurance	Experience in Banking & finance sector	ESG, CSR, Marketing and overall development of the Human Resources and administration at Namdev Finvest. She promotes practices such as inclusivity, diversity, sustainability and humility. She has always been instrumental and the guiding light for change and transformation at Namdev Finvest.	Strategy making, corporate planning, and risk management, with expertise in loan origination, risk management, and collections
Brief Resume	Hemant Kaul, a former Executive Director at Axis Bank, led one of the most successful rebranding exercises in the financial sector, transforming UTI Bank into Axis Bank. He was the longest-serving retail	Mr. P H Ravikumar brings over four decades of experience in the financial services sector, encompassing banking, non-bank finance, microfinance, exchanges, stressed assets, and mutual funds. He began his	Mrs. Latika Tanwar, the Whole-time Director and Co-promoter of the company. holds an MBA in Finance and a Master's degree in Commerce, with over a decades of experience in the finance sector.	Mr. Jitendra Tanwar , the Managing Director & CEO of the company is a first-generation entrepreneur with over two decades of experience in the finance sector. He holds a postgraduate degree and is the

	head of any bank in the country and played a key role in driving the bank's retail expansion strategy.	career with the Bank of India and was a core member of the team that established and grew ICICI Bank in 1994.	By promoting ethics at work, she creates a culture that stabilises the environment for the business to flourish. She looks after the ESG, CSR, Marketing and overall development of the Human Resources and administration at Namdev Finvest. She promotes practices such as inclusivity, diversity, sustainability and humility. She has always been instrumental and the guiding light for change and transformation at Namdev Finvest.	driving force behind Namdev Finvest's success. His responsibilities include strategy making, corporate planning, and risk management, with expertise in loan origination, risk management, and collections. Jitendra is a successful leader known for effectively channelling his team.
Terms & Conditions of Re-appointment	In accordance with the letter of appointment	In accordance with the letter of appointment.	In accordance with the letter of appointment	In accordance with the letter of appointment
Last Drawn Remuneration Details along with Remuneration Sought to be Paid	Nil. Entitled to sitting fees for attending Company meetings as approved by the Board and Members from time to time	Nil. Entitled to sitting fees for attending Company meetings as approved by the Board and Members from time to time.	248.59 (In Lacs)	374.86 (In Lacs)
Number of Shares Held in the Company	1,75,000	1,7200	43,34,826	1,08,32,155
No. of Board meetings attended out of 6 Meetings held during the year	6	5	5	6
List of the directorships held in other companies (except Namdev Finvest Limited (Formerly Known as Namdev	1. Indostar Capital Finance Limited, 2. Jaipur Advisory Group Private Limited, 3. Social Worth Technologies Limited, 4. M-Swasth Solutions Private Limited,	1. IFFCO Kisan Finance Limited, 2. Sahayya Finserve Private Limited, 3. Fintech Products And Solutions (India) Private Limited, 4. ICICI Prudential Trust Limited,	Nil	Nil

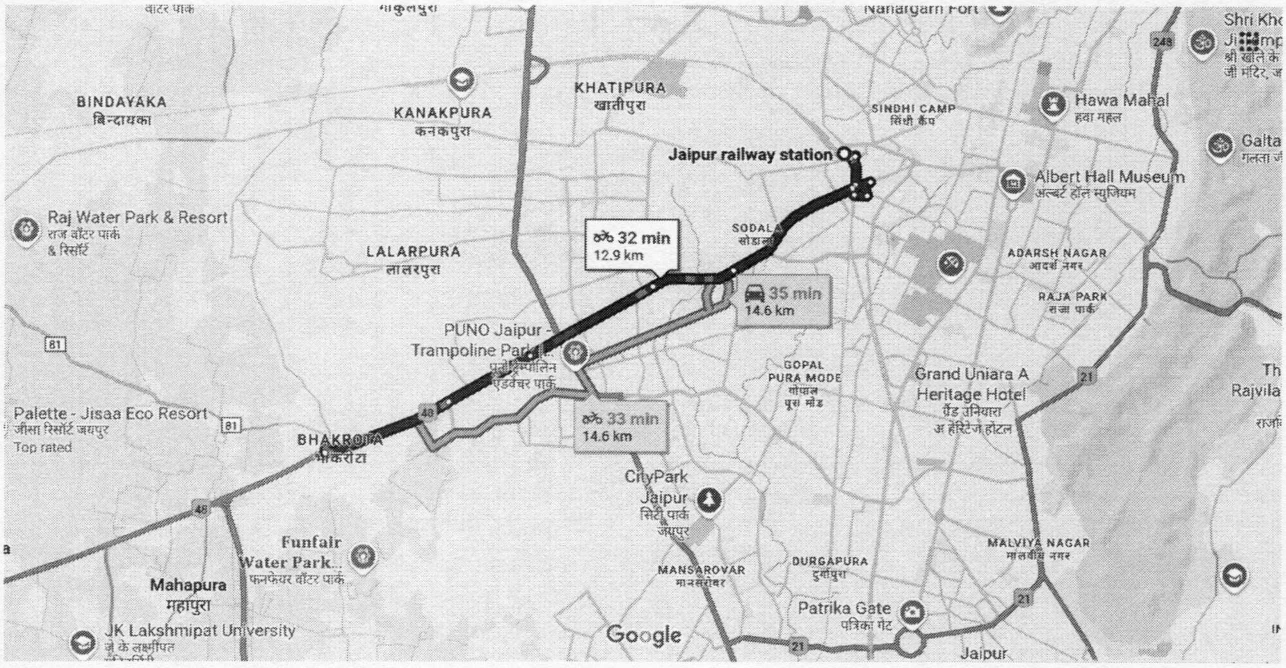
Finvest Private Limited)	5. WMW Industries Limited.	5. Mountain Managers Private Limited, 6. Finsec AA Solutions Private Limited, 7. UTPL Corporate Trustees Private Limited, 8. Samvedna Microfinance Private Limited, 9. Universal Trustees Private Limited. 10. Aditya Birla Capital Limited.		
Chairman/Member in the Committees of the Boards of companies in which he is Director	**Chairman:** ➢ Audit Committee ➢ Stakeholders Relationship Committee ➢ Special Committee **Members:** ➢ IT Strategy Committee ➢ Risk Management Committee ➢ Nomination and Remuneration Committee ➢ Review Committee	**Chairman:** ➢ IT Strategy Committee ➢ Risk Management Committee ➢ Nomination and Remuneration Committee ➢ CSR Committee **Members:** ➢ Audit Committee ➢ Stakeholders Relationship Committee ➢ Review Committee ➢ Special Committee	**Members:** ➢ Risk Management Committee ➢ Assets and Liablity Management Committee ➢ IT Strategy Committee ➢ CSR Committee ➢ Stakeholders Relationship Committee	**Chairman:** ➢ Assets and Liability Management Committee ➢ BIC Committee ➢ Review Committee Members: ➢ Audit Committee ➢ Risk Management Committee ➢ IT Strategy Committee ➢ CSR Committee ➢ Stakeholders Relationship Committee ➢ Special Committee ➢ Nomination and Remuneration Committee
Details of Membership/ Chairmanship of Committees of other Board	**Chairman** Indostar Capital Finance Limited ➢ Audit Committee ➢ Nomination and Remuneration Committee	**Chairman** **Aditya Birla Capital Limited-** ➢ IT Strategy Committee **ICICI Prudential Trust Limited-** ➢ Risk Management Committee	NIL	NIL

	➢ Risk Management Committee	➢ Audit Committee **IFFCO Kisan Finance Limited-** ➢ Audit Committee, ➢ Nomination and Remuneration Committee, ➢ Technology Committee, ➢ CSR Committee ➢ Credit Committee **Members:** **Aditya Birla Capital Limited-** ➢ Audit Committee ➢ Corporate Social Responsibility		
Relationships between Directors/Managers/ KMP	Not related to any Director/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel	Mr. Jitendra Tanwar Spouse of Mrs. Latika Tanwar	Mrs. Latika Tanwar Spouse of Mr. Jitendra Tanwar

Namdev Finvest Limited
(Formerly Known as Namdev Finvest Private Limited)
Registered Office – Namdev House, Plot No. 21,
Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan
Contact no- 0141-2250026
CIN – U65921RJ1997PLC047090
EMAIL: info@namfin.in,Website: namfin.in

ROUTE MAP OF THE AGM VENUE

Venue: Namdev House, Plot No. 21, Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan



Namdev Finvest Limited
(Formerly Known as Namdev Finvest Private Limited)
Registered Office – Namdev House, Plot No. 21,
Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan
Contact no- 0141-2250026
CIN – U65921RJ1997PLC047090
EMAIL: info@namfin.in,Website: namfin.in

Form No. MGT-11

PROXY FORM

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

CIN:	U65921RJ1997PLC047090
NAME OF THE COMPANY:	**Namdev Finvest Limited (Formerly known as** Namdev Finvest Private Limited)
REGISTERED OFFICE:	Namdev House, Plot No. 21, Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan

Name of the Member(s): ______________________________

Registered address: ______________________________

E-mail Id: ______________________________

Folio No/ Client Id*: ______________________________

DPID*: ______________________________

* Applicable for investors holding shares in electronic/demat form.

I/We, being the member(s) of Equity/Preference shares of Namdev Finvest Limited (Formerly Known as Namdev Finvest Private Limited), hereby appoint:

Name...Address:...
E-mail……………………………………………..Id: ....
Signature:………………………………………………………………….or failing him/her.

Name...Address:...
E-mail……………………………………………..Id: ....
Signature:………………………………………………………………….or failing him/her.

Name...Address:...
E-mail……………………………………………..Id: ....
Signature:………………………………………………………………….or failing him/her.

Namdev Finvest Limited

(Formerly Known as Namdev Finvest Private Limited)

Registered Office – Namdev House, Plot No. 21,
Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan
Contact no- 0141-2250026
CIN – U65921RJ1997PLC047090
EMAIL: info@namfin.in,Website: namfin.in

as my/our proxy to attend and vote for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on Saturday, the 05th day of September, 2026 at 10:30 A.M.at the Registered office of the Company situated at Namdev House, Plot No. 21, Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

S. N.	Resolutions	For	Against
Ordinary Resolution: -			
1.	To adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2026 and the reports of the Board of Directors and the Auditors thereon.		
2	To declare final dividend on preference.		
3	To re-appoint M/s. Toshniwal & Associates, Chartered Accountants, as Statutory Auditor of the Company.		
4	To appoint a Director in place of Ms. Latika Tanwar (DIN: 05349214), who retires by rotation and being eligible, offers herself for reappointment.		
Special Resolution: -			
5	To consider & approve the authority to accept borrowings upto an aggregate value not exceeding INR 3000 crores.		
6	To consider & approve the authority to Create Mortgage, Charge etc. to Secure Borrowings upto an aggregate value not exceeding INR 3000 Crores		
7	Conversion of Loan into Equity Shares upon occurrence of an event of default.		
8	To re-appoint Mr. Hemant Kaul (DIN: 00551588), as an Independent Director of the company.		
9	To re-appoint Mr. Hayagreeva Ravikumar Puranam (DIN: 00280010), as an Independent Director of the Company.		
10	To review and approve remuneration to be paid to Executive Directors of the Company for financial year 2026-27 and thereafter.		

Signed this ....Day of…………., 2026.
Signature of Shareholder............................
Signature of Proxy Holder(s)........................

Affix a Revenue Stamp of Rs. 1/-

NOTES:

This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

- For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the AGM.
- Members holding shares under more than one folio may use photocopy of this Proxy Form for other folios. The Company shall provide additional form on request.
- Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

Namdev Finvest Limited
(Formerly Known as Namdev Finvest Private Limited)

Registered Office – Namdev House, Plot No. 21,
Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan
Contact no- 0141-2250026
CIN – U65921RJ1997PLC047090
EMAIL: info@namfin.in,Website: namfin.in

Attendance Slip

30th Annual General Meeting

(Please fill attendance slip and hand it over at the entrance of the meeting hall)

Day	:	Saturday, 05th Day of September, 2026
Time	:	10:30 A.M.
Place	:	Namdev House, Plot No. 21, Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan

Full name of Shareholder	
Joint Shareholders, if any:	

DP Id*		**Folio No.****	
Client Id*		**No. of Shares**	

Full name of person attending the meeting as Shareholder/Proxy:	

I/We hereby record my presence at the 30th Annual General Meeting of the Company held on Saturday, the 05th day of September, 2026 at 10:30 A.M. at the Registered office of the Company situated at Namdev House, Plot No. 21, Neer Sagar-A, Bhankrota, Jaipur-302026, Rajasthan.

Name of the member/proxy (Signature of Shareholder/Proxy)

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