VERITAS FINANCE

NOTICE

Dear Sir/Madam,

Notice is hereby given that an **Annual General meeting (AGM) of** the members of **Veritas Finance Limited** (Formerly known as Veritas Finance Private Limited) ("Company") is scheduled to be held on **Thursday, 23rd day of July 2026 at 10:00 AM** through **Video Conferencing mode (VC) and Other Audio Visual Means (OAVM),** and for which the registered office of the Company situated at SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28-C35, CIPET Road, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600032, shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat.

The login details for video conferencing will be sent to the a to their registered e-mail address with the Company, well ahead of the meeting.

The agenda items for the meeting and its explanatory statement are given below in detail. Kindly make it convenient to attend the meeting.

The meeting is scheduled to transact the following businesses:

ORDINARY BUSINESSES:

1) **TO CONSIDER, APPROVE AND ADOPT THE AUDITED FINANCIAL STATEMENTS TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND ITS ANNEXURES AND THE AUDITORS' THEREON:**

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

RESOLVED THAT pursuant to section 129, 134, 137 and such other applicable provisions of the Companies Act, 2013, read with rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactments, notified from time to time), the audited financial statements including statement of Profit and Loss Account, Balance Sheet of the Company as on March 31, 2026, along with the notes thereon, schedules thereto, Cash Flow Statements, Board's Report, and the Auditors' Report as on that date be and are hereby considered, approved and adopted.

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CIN: U65923TN2015PLC100328

RESOLVED FURTHER THAT Mr. D. Arulmany, Managing Director and CEO, Ms. V. Aruna, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to above resolution including but not limited to submitting copies of the same to statutory/ regulatory bodies and such stakeholders as may be required from time to time and to issue signed copy of the financial statements or extracts thereof, wherever required.

RESOLVED FURTHER THAT a Certified True Copy of this resolution shall be furnished as required under the signature of the Company Secretary of the Company to anyone concerned or interested in this matter.

2) **TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. PARIN NALIN MEHTA (HOLDING DIN: 08528090) AS A NOMINEE DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:**

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

RESOLVED THAT in accordance with the provisions of Section 152, other applicable provisions of the Companies Act, 2013, the provisions of the Articles of Association, and based on the recommendation received from Nomination and Remuneration Committee and Board of Directors, Mr. Parin Nalin Mehta (holding DIN: 08528090), Non-Executive Nominee Director, who retires by rotation, and being eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Nominee Director of the Company.

RESOLVED FURTHER THAT Mr. D. Arulmany, Managing Director and CEO, Ms. V. Aruna, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to above resolution including but not limited to submitting copies of the same to statutory/ regulatory bodies and such stakeholders as may be required from time to time wherever required.

RESOLVED FURTHER THAT a Certified True Copy of this resolution shall be furnished as required under the signature of the Company Secretary of the Company to anyone concerned or interested in this matter.

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SPECIAL BUSINESSES:

3) TO CONSIDER AND ADOPT THE AMENDED ARTICLES OF ASSOCIATION 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 the provisions of Section 5 and Section 14 and all other applicable provisions of the Companies Act, 2013 read with the rules, regulations, circulars and notifications in relation thereto (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation made by the Board of Directors at its meeting held on May 07, 2026, the approval of the members be and is hereby accorded to amend and adopt the draft Articles of Association including the entrenchment provisions if any of the Company as contained therein as tabled at this meeting and initialled by the Chairman for the purpose of identification, in replacement and substation of the existing articles, to incorporate the terms of the Amendment Agreement to the Amended and Restated Shareholders' Agreement executed on June 16, 2026, executed by and amongst the Company, Mr. Arulmany Duraisamy and , Norwest Venture Partners X - Mauritius, British International Investment PLC, Lok Capital Growth Fund, Growth Catalyst Partners, Evolvence India Fund III Ltd., Caspian Impact Investment Adviser Private Limited, Kedaara Capital Fund II LLP, Multiples Private Equity Fund III, Venus Investments Private Limited and , Avendus Future Leaders Fund II and Mallika Srinivasan.

RESOLVED FURTHER THAT henceforth the amended articles of association of the Company as stated above be the articles of association of the Company.

RESOLVED FURTHER THAT any Director and Ms. V. Aruna, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to above resolution including but not limited to submitting copies of the same to statutory/ regulatory bodies and such stakeholders as may be required from time to time wherever required.

RESOLVED FURTHER THAT a Certified True Copy of this resolution shall be furnished as required under the signature of the Company Secretary of the Company to anyone concerned or interested in this matter.

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4) **<u>TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. PRAKASH RAYEN J, AS DIRECTOR AND EXECUTIVE DIRECTOR – BUSINESS AND OPERATIONS (WHOLE TIME DIRECTOR) OF VERITAS FINANCE LIMITED ("THE COMPANY").</u>**

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

RESOLVED THAT the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and subject to the approval of the amended Articles of Association of the Company and the approval of the Central Government (as may be required) and based on the recommendation of the Nomination and Remuneration Committee held on April 22, 2026, and Board of Directors meeting held on May 07, 2026, respectively, and subject to such other approvals as may be necessary, the consent of the shareholders be and is hereby accorded for the appointment of Mr. Prakash Rayen J (DIN: 01978353) as Director & Executive Director – Business & Operations (Whole Time Director) of the Company for a period of 5 years commencing from July 23, 2026, and ending on July 22, 2031, in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director of the Company, liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee [NRC] of the Board) to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Prakash Rayen J.

RESOLVED FURTHER THAT Mr. Prakash Rayen is appointed as Director & Executive Director – Business & Operations (Whole Time Director) of the Company by virtue of his holding employment in the Company and upon cessation or termination of Mr. Prakash Rayen's employment with the Company for any reason whatsoever, he shall cease to hold office as Director of the Company with effect from

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the date of such cessation or termination of employment, and the Company shall take all necessary actions, filings and compliances required under the Companies Act, 2013, including Section 167 and other applicable provisions, to give effect to such cessation.

RESOLVED FURTHER THAT the Directors of the Company and Ms. V. Aruna Company Secretary and Compliance Officer, be and are hereby authorized severally to file necessary e-Forms with Registrar of Companies, and to do such works and deeds as may be required to give effect to the above resolution.

5) TO INCREASE THE BORROWING POWERS OF THE BOARD OF DIRECTORS.

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

RESOLVED THAT in supersession of all earlier resolutions passed in this regard, pursuant to Section 180 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification and or re-enactment thereof) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to increase the borrowing powers of the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company, to borrow for the purpose of business of the Company from time to time at their discretion, any sum or sums of money from any bank or financial institution, firm, mutual funds, insurance companies, non-banking financial institutions, body corporate or other persons, External Commercial Borrowings (ECB) (including External Commercial Borrowings in foreign denominated currencies from any foreign sources/ countries as prescribed by guidelines, if any, in this respect), availing Standby Letter of Credit (SBLC), Non-Convertible debt securities (Debentures), Commercial Paper (CPs) and all types of fund and non-fund based facilities, outstanding at any point of time, from existing Rs. 9500,00,00,000/- (Rupees Nine Thousand Five Hundred Crores only), as recommended by the Board in its meeting held on May 07, 2026, to the extent of Rs. 12000,00,00,000/- (Rupees Twelve Thousand Crores only), notwithstanding that 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 paid-up capital of the Company and its free reserves and that the Board of Directors (which term shall be deemed to include any Committee thereof) be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit and be authorized

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to delegate all or any of its powers herein conferred to any Committee and / or director(s) and / or officer(s) of the Company, to give effect to this resolution.

RESOLVED FURTHER THAT from the above enhanced limit of Rs. 12000,00,00,000/- (Rupees Twelve Thousand Crores only), Private placement of Non-Convertible Debentures be made to the extent of Rs. 2000,00,00,000/- (Rupees Two Thousand Crores Only), the limit for borrowings by way of commercial papers is set to the extent of Rs. 100,00,00,000/- (Rupees One Hundred Crores only), Rs. 8100,00,00,000/- (Rupees Eight thousand and One Hundred Crores only) be used for borrowing from such person or persons including, banks, institutions, corporates, etc., including by issue of External Commercial Borrowings (ECB), availing Standby Letter of Credit (SBLC), all types of fund and non-fund-based facilities, the limit of Rs. 1800,00,00,000/- (Rupees One Thousand Eight Hundred Crores only) be used for borrowing money through Securitization of its loan receivables, and/or to sell / transfer/ directly assign substantial assets including receivables / book debt of the Company, and the limit amounting to Rs.12000,00,00,000/- (Rupees Twelve Thousand Crores only) be considered at outstanding level, at any point of time, **AND THAT** the Board, be and is hereby authorized to change the sub limits and also permit interchangeability within the overall limit of Rs.12000,00,00,000/- (Rupees Twelve Thousand Crores only) or delegate to any Committee and / or director(s) and / or officer(s) of the Company in this regard.

RESOLVED FURTHER THAT Mr. D. Arulmany, Managing Director and CEO and Ms. V. Aruna, Company Secretary and Compliance Officer, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for all matters connected therewith and/or incidental thereto.

RESOLVED FURTHER THAT a Certified True Copy of this resolution be furnished as required under the signature of the Company Secretary of the Company.

6) AUTHORIZATION FOR ISSUANCE AND ALLOTMENT OF DEBT SECURITIES.

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

RESOLVED THAT, in supersession to the earlier resolutions passed in this regard, pursuant to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and

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Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, for making offer(s) or invitation(s) to subscribe to secured/unsecured/subordinated, rated/unrated, listed/unlisted non-convertible debt securities ("NCDs") on a private placement basis, in one or more tranches/series, for a period of 1 (one) year from the date hereof, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (including any committee and/or officers authorized by the Board of Directors thereof), based on the prevailing market conditions.

RESOLVED FURTHER THAT the aggregate amount to be raised through the issuance of NCDs pursuant to the authority under this Resolution shall not exceed the overall limit of Rs. 2000,00,00,000/- (Rupees Two Thousand Crores Only) or such other limits as the Board of Directors are authorized to interchange within the overall limit of Rs.12000,00,00,000/- (Rupees Twelve Thousand Crores only), from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board"), be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this resolution.

7) TO UNDERTAKE THE TRANSACTION(S) FOR SECURITIZATION/SELLING/TRANSFER/DIRECT ASSIGNMENT OF ITS RECEIVABLES/BOOK DEBTS.

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

RESOLVED THAT, in supersession to the earlier resolutions passed in this regard, pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder and the Articles of Association of the Company and such other approvals as may be necessary, the consent of the members of the

VERITAS FINANCE LIMITED ★CHENNAI - 32★

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Company be and is hereby accorded by way of a special resolution to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee duly constituted by the Board to exercise its powers conferred by this resolution) of the Company to pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges 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 may determine, or transfer, sell and/or dispose of in any manner whatsoever, all or any of the immovable properties and/or movable assets (including in the form of book debts/receivables) (both tangible and intangible) 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, in favour of/to banks, financial institutions, mutual funds, insurance companies, non-banking financial companies, investors, debenture holders, lenders, or any other persons and/or their Agents or Trustees (whether in India or overseas) (together, the "**Lender(s)/Investor(s)**") to, *inter alia*, secure any borrowings, loans, external commercial borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other amounts payable by the Company), or for any other purposes as the Board may deed fit from time to time, in terms of the relevant documents, entered into or to be entered into between the Company and any Lender(s)/Investor(s) in respect thereof, on such terms and conditions as may be agreed between the Company and any Lender(s)/Investor(s), provided that the maximum value of the assets/properties of the Company (whether movable or immovable) that are encumbered, sold, transferred and/or disposed of pursuant to this resolution does not exceed Rs.1800,00,00,000/- (Rupees One Thousand Eight Hundred Crores only) at any time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby severally authorized to negotiate, finalize and execute with the Lender(s) / Debenture Trustees / Financial Institutions such documents / agreements / undertakings / indemnities / guarantees as may be required and to propose / accept any modifications to the terms and conditions thereto and to do all such acts, deeds and things as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute

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discretion deem fit and to delegate all or any of its powers herein conferred to any Committee and / or director(s) and / or officer(s) of the Company, to give effect to this resolution.

RESOLVED FURTHER THAT Mr. D. Arulmany, Managing Director and CEO and Ms. V. Aruna, Company Secretary and Compliance Officer, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for all matters connected therewith and/or incidental thereto.

RESOLVED FURTHER THAT a Certified True Copy of this resolution be furnished as required under the signature of the Managing Director & CEO or the Company Secretary of the Company to anyone concerned or interested in this matter.

8) **TO APPROVE CREATION OF SECURITY COVER / CHARGES ON THE ASSETS OF THE COMPANY AS PER SECTION 180(1)(A) OF 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, in supersession to the earlier resolutions passed in this regard, pursuant to the provisions of section 180(1)(a) and other applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or amendment(s) thereto or reenactment(s) thereof for the time being in force), the relevant rules, regulations/directions as may be prescribed by the Reserve Bank of India, and provisions of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include the Resources and Business Committee and any such Committee which the Board may constitute / authorize for this purpose) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on all or any of the properties and assets of the Company both present and future and on the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s), Debenture holders and providers of credit and debt facilities to secure the loans / borrowings / credit / financing / debt facilities obtained or as may be obtained, or Debentures/Bonds and other debt instruments issued or to be issued by the Company to or in favour of the financial institutions, NBFCs, Co-operative Banks, investment institutions and their subsidiaries, its bankers and other banks, mutual funds, trusts and bodies corporate or trustees for the holders of debentures/bonds and/or

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other instruments, or any other person, which may exceed the paid-up capital and free reserves provided that the total amount of monies borrowed / credit / debt / financing facilities / monies raised by issuance of debentures / bonds / instruments and through all of the aforesaid means shall not at any time exceed a sum of Rs. 12,000 Crores (Indian Rupees Twelve Thousand Crores) outstanding at any point of time on account of principal.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include the Resources and Business Committee and any such Committee which the Board may constitute/authorize for this purpose) be and is hereby authorized and empowered to arrange, negotiate or settle the terms and conditions on which all such mortgaging / charging / hypothecating / assigning all or any of the immovable and movable properties and assets of the Company, both present and future, and on the whole or substantially the whole of the undertaking or the undertakings of the Company, from time to time, howsoever as it may think fit and to take all such steps as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT Mr. D. Arulmany, Managing Director and CEO and Ms. V. Aruna, Company Secretary and Compliance Officer, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for all matters connected therewith and/or incidental thereto.

RESOLVED FURTHER THAT a Certified True Copy of this resolution be furnished as required under the signature of the Managing Director & CEO or the Company Secretary of the Company to anyone concerned or interested in this matter.

9) TO CONSIDER AND APPROVE THE PAYMENT OF ANNUAL COMMISSION TO THE INDEPENDENT DIRECTORS OF THE COMPANY FOR FY 2025-26.

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 149, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company and, subject to

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other approvals as may be required, approval of members of the Company be and is hereby accorded to pay remuneration by way of commission to the Non-Executive Independent Directors of the Company, excluding the fees payable to them for attending the meeting of the Board or Committees, of such sum as the Board of Directors may from time to time determine, provided that the payment and distribution of such sum by way of commission, in aggregate shall not exceed, one per cent of the net profits of the Company for each financial year as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board (which shall include Nomination & Remuneration Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to this resolution as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or Officer(s) of the Company to give effect to this resolution.

RESOLVED FURTHER THAT a Certified True Copy of this resolution shall be furnished as required under the signature of the Company Secretary of the Company to anyone concerned or interested in this matter.

By Order of the Board of Directors
For Veritas Finance Limited
(Formerly known as Veritas Finance Private Limited)

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Ms. V. Aruna
Company Secretary & Compliance Officer

VERITAS FINANCE LIMITED ★ CHENNAI - 32 ★

Place: Chennai
Date: July 01, 2026

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NOTES

1. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual general meeting is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA Circulars dated May 05, 2020, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024, and September 22, 2025, through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form and attendance slip including route map for AGM are not annexed to this notice.
2. However, a Body Corporate member is entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes. Institutional/corporate members, are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and cast their votes.
3. The deemed venue for e-AGM shall be the registered office of the Company i.e. SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28-C35, CIPET Road, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600032.
4. Notice of AGM along with the copies of Financial Statements for the financial year ended March 31, 2026, including Board's Report and Auditors Report thereon as approved in the Board Meeting held on May 07, 2026, is being sent through e-mail to all members/Beneficiaries electronically, whose names appear on the Register of Members / Record of Depositories, on their registered e-mail id with the Company and no physical copy of the same would be dispatched. Members can request for hard copy of the Annual Report by sending a request at secretarial@veritasfin.in. Notice calling the AGM and Annual Report has also been uploaded on the website of the Company at www.veritasfin.in and Stock Exchanges' website where the securities of the Company are listed i.e., BSE Limited: www.bseindia.com and National Stock Exchange of India Limited: www.nseindia.com.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed and it forms part of this notice.
6. The Company shall conduct the AGM through VC / OAVM by using Zoom meetings ("Zoom") and the members are requested to follow instructions as stated in this notice for participating in this

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AGM through Zoom. An invite of the AGM shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the same through Zoom.

7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holder(s) attending the meeting through VC / OAVM, only such joint holder who is higher in the order of names will be entitled to vote.
8. Participants i.e. Members, Directors, Key Managerial Personnel and Auditors to whom this notice is being circulated are allowed to submit their queries, questions etc. before the AGM in advance on the e-mail address i.e. secretarial@veritasfin.in. Further, questions may also be posed concurrently during the AGM.
9. **GREEN INITIATIVE: Request to provide/update e-mail address** - Members are requested to support the Green Initiative of the Company. Members who have not registered their e-mail addresses are requested to register their e-mail address with the DP/Company for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.
10. The Register of Directors and Key Managerial Personnel, register of members and other registers maintained under Section 170 of the Companies Act, 2013, and all other documents referred to in the Notice will be open for inspection by the members between 11:00 AM to 04:00 PM on any working day at the registered office of the Company up to and including the date of AGM. Members seeking to inspect such documents can send an email at secretarial@veritasfin.in.

INSTRUCTION AS TO HOW THE MEMBERS CAN ACCESS AND PARTICIPATE IN THE MEETING THROUGH VC / OAVM:

1. The meeting begins at 10:00 AM on Thursday, July 23, 2026. The members shall be allowed to login to the meeting from 09:30 AM to 10:00 AM. The link shall not be closed till the expiry of 15 minutes after such scheduled time.
2. The meeting shall be conducted through Zoom platform. The Video Conferencing login details including the meeting ID and the password, will be sent to the members to their registered e mail address with the Company, well ahead of the meeting.
3. Upon entering the meeting ID and the password, you will be connected to the virtual meeting room. The members are advised to log on to the Zoom website or log on through the Zoom mobile application 15 minutes before the meeting.
4. Further, members will be allowed to use camera, if required, and hence use internet with a good speed to avoid any disturbance during the meeting.

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5. Members are requested to keep their Video **ON** at the time of voting to enable the Company to ascertain the votes cast on business transacted at the AGM. In case a poll is demanded on any item, members shall convey their vote by sending e-mail to secretarial@veritasfin.in .
6. The result of voting shall be declared in the meeting, and the meeting shall be deemed to be conclusive after the declaration of result.
7. Members who need assistance before or during the AGM or if there any difficulties/ grievances relating to participation in the meeting shall contact Ms. V. Aruna, Company Secretary & Compliance Officer on 044- 46150029 or at Email Id: secretarial@veritasfin.in.
8. The facility of participation at the AGM through VC / OAVM will be made available to all the Directors, Members, Statutory Auditors, Secretarial Auditors and Debenture Trustees.
9. 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 technical issue.

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

Item No. 3: TO CONSIDER AND ADOPT THE AMENDED ARTICLES OF ASSOCIATION OF THE COMPANY

The members are hereby informed that an Amendment Agreement to the Amended and Restated Shareholders' Agreement ("**Amendment Agreement**") was executed on June 16, 2026, by and amongst the Company, Mr. Arulmany Duraisamy and, Norwest Venture Partners X - Mauritius, British International Investment PLC, Lok Capital Growth Fund, Growth Catalyst Partners, Evolvence India Fund III Ltd., Caspian Impact Investment Adviser Private Limited, Kedaara Capital Fund II LLP, Multiples Private Equity Fund III, Venus Investments Private Limited and , Avendus Future Leaders Fund II and Mallika Srinivasan. Accordingly, to give effect to the Amendment Agreement, it is hereby proposed that the articles of association of the Company be amended to the extent required for including the terms of the said Amendment Agreement.

The following are the key amendments to the Articles of Association:

- Provisions enabling the appointment of executive directors and the terms and conditions related thereto; and
- Removal of provisions in the Articles of Association that were incorporated pursuant to the Waiver Cum Amendment Agreement dated January 18, 2025 which has since expired.

The Board of Directors pursuant to its resolution dated May 07, 2026, recommends the resolution for Members approval by way of special resolution.

Copies of the draft altered Articles of Association are available for inspection at the Registered Office of the Company during working days till the date of the Meeting.

Mr. Prakash Rayen J, and his relatives, may be interested in the said resolution, to the extent of their respective shareholding, in the Company. None of the Directors, Key Managerial Personnel, and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company.

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4 **Item No 4: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. PRAKASH RAYEN J, AS EXECUTIVE DIRECTOR – BUSINESS AND OPERATIONS (WHOLE TIME DIRECTOR) OF VERITAS FINANCE LIMITED ("THE COMPANY").**

Pursuant to the Companies Act, 2013, the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Governance) Directions, 2025, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and subject to the approval of the amended Articles of Association of the Company and other applicable laws, if any, and based on the recommendation of Nomination and Remuneration Committee in the meeting held on April 22, 2026, and the Board of Directors meeting held on May 07, 2026, has recommended the appointment of Mr. Prakash Rayen J (DIN: 01978353) as Director and Executive Director – Business and Operations (Whole Time Director), liable to retire by rotation, for a tenor of five years effective July 23, 2026, for the approval of the shareholders after consideration of the fit and proper criteria, the skills, expertise and competencies.

Profile of Mr. Prakash Rayen: Mr. Prakash Rayen has been associated with Veritas since its inception where he served as Chief Operating Officer and was instrumental in driving process optimization, improving cross-functional coordination, and building scalable operational frameworks to support the Company's growth. Subsequently he took on the role of Executive Director – Chief People Officer where he successfully streamlined the Human Resources function along with IT, Operations, Customer Relations, and Administration, strengthening organizational culture and enhancing employee engagement. Known for his ability to integrate people, processes, and technology, he has consistently driven efficiency and fostered a performance-oriented environment across functions. Since 2025, he has been designated as Executive Director – Operations and has been pivotal in enhancing operational excellence, improving productivity, and reinforcing the Company's focus on quality and customer satisfaction.

Considering the Company's growth plans and increasing operational complexity, the Board has recommended to appoint Mr. Prakash Rayen J, as an executive director of the Board responsible for overseeing all the business verticals of the Company, scale-up IT and AI initiatives, and supervision of day-to-day operations.

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Disclosures and declarations: The Company has received consent in writing from the proposed Director, to act as director, and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (1) and (2) of section 164 of the Companies Act, 2013, and he satisfies the criteria of 'fit and proper' as prescribed by the Reserve Bank of India. He is not debarred from holding the office of Director by virtue of SEBI Order or any such authority pursuant to BSE Circular No. LIST/COMP/14/2018- 19 and the National Stock Exchange of India Limited Circular No. NSE/CML/2018/24, both dated 20th June 2018 ("Stock Exchange Circulars") pertaining to Enforcement of SEBI Orders regarding appointment of Directors by the listed companies. He meets the conditions specified under the Companies Act, 2013, and applicable rules.

The NRC comprising more than two-thirds Independent Directors have evaluated, discussed, and reviewed his candidature. The NRC have recommended his appointment on the Board of the Company. Accordingly, requirement of deposit of one lakh rupees in terms with section 160(1) of the Act, was not applicable for him.

Terms and conditions are enumerated below:

1. Tenure of appointment of Mr. Prakash Rayen J, as Director & Executive Director shall be for a period of five years with effect from conclusion of this AGM, subject to him being an employee of the Company.
2. Remuneration: (i) The salary of Mr. Prakash Rayen J shall be as below:
    a. Monthly CTC including allowances: Rs. 17,18,401/- per month with power to the Board for annual increment as per the recommendations of NRC.
    b. Variable pay: Consolidated variable pay of Rs. 57,50,000/- per annum with power to the Board for annual modifications as per the recommendations of NRC.
    c. Reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively for the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors.

    (ii) Annual Performance Bonus/Incentive, if any, based on the performance criteria as laid down by or approval by Board as recommended by NRC.

    (iii) Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company.

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(iv) Leave encashment shall be as per Rules of Company.

(v) In the event of loss or inadequacy of profits in any financial year during the tenure of services of Executive Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

(vi) ESOPS, if any, shall be approved by the Board as per the recommendations of NRC and subject to applicable laws.

3. No sitting fees shall be paid to the Executive Director for attending the meetings of Board of Directors and/or Committees thereof.
4. His term of office shall be liable to retirement by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013.
5. **Duties and Responsibilities**: Mr. Prakash Rayen J shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.
6. Mr. Prakash shall hold office as Director by virtue of and for so long as he continues to be in the employment of the Company. Accordingly, upon cessation or termination of his employment for any reason whatsoever, he shall cease to hold office as Director of the Company, subject to the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company.

Additional details of Mr. Prakash Rayen J are attached to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

Mr. Prakash Rayen J, and his relatives, may be interested in the said resolution, to the extent of their respective shareholding, in the Company. None of the Directors, Key Managerial Personnel, and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company.

In view of the above, the resolution at Item No. 4 of the notice is placed before the members for their approval as a **Special Resolution**.

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Item No 5: TO INCREASE THE BORROWING POWERS OF THE BOARD OF DIRECTORS.

1. In order to meet the growth plans of the Company, based on the recommendations of the Board in its meeting held on March 20, 2026, the borrowing limit was previously approved by the shareholders at the EGM held on April 15, 2026, from Rs. 9500,00,00,000/- (Rupees Nine Thousand Five Hundred Crores only) to Rs. 12000,00,00,000/- (Rupees Twelve Thousand Crores only). However, to align and rationalize the timeline with the AGM, the matter is being proposed for shareholders' approval once again at the AGM. The same has been recommended by the Board of Directors ("Board") of the Company in its meeting held on May 07, 2026, to the shareholders, pursuant to Section 180(1)(c) of the Companies Act, 2013, as below subject to interchangeability within the overall borrowing powers of Rs. 12000,00,00,000/- (Rupees Twelve Thousand Crores only):

Particulars	Limits of FY 2025-26 (in Rs. Crores)	Existing Limits to be reaffirmed for FY 2026-27 (in Rs. Crores)
Borrowings by way of Commercial Papers	150.00	100.00
Private placement of Non-Convertible Debentures (NCDs)	1,650.00	2,000.00
Securitization of its loan receivables, and/or to sell / transfer / directly assign substantial assets including receivables / book debt of the Company	1,700.00	1,800.00
Borrowings from such person or persons including banks, institutions, corporates, etc., by way of External Commercial Borrowings (ECBs), availing Standby Letter of Credit (SBLC), and all types of fund and non-fund based facilities.	6,000.00	8,100.00
Grand Total (in Rs. Crores)	**9,500.00**	**12,000.00**

2. Additionally, it has been proposed to undertake transaction(s) for securitization of its loan receivables, selling, transferring, assignment of the receivables/ book debts (together with any underlying security interest and contractual comfort (if any)) amounting to Rs.1800,00,00,000/- (Rupees One Thousand Eight Hundred Crores only) of the Company from time to time. While these transactions fall under 'sale of undertaking' of the Company as per Companies Act, 2013, the same

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is construed as indirect borrowings and therefore the borrowing limits of the Board is proposed to be increased to accommodate the same.

3. Accordingly, approval of the Members is being sought to increase the quantum of borrowing powers of the Board by passing the resolution set out in item no. 5 of this Notice as a Special Resolution.

4. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this Resolution except to the extent of their shareholding in the Company.

Item No: 6 AUTHORIZATION FOR ISSUANCE AND ALLOTMENT OF DEBT SECURITIES.

1. Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the Company is required to obtain the approval of its members by way of a special resolution, before making any offer or invitation for issuance of Debentures on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of Debentures by the Company for a period of 1 (One) year from the date on which the shareholders have provided the approval by way of the special resolution.

2. Based on the recommendations of the Board in its meeting held on March 20, 2026, the authorisation for issuance and allotment of debt securities was previously approved by the shareholders at the EGM held on April 15, 2026. However, to align and rationalize the timeline with the AGM, the matter is being proposed for shareholders' approval once again at the AGM.

3. The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out here below:

   a) Particulars of the offer including date of passing of board resolution: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of Debentures, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee and/or officers duly authorized by the Board of Directors thereof), from time to time;

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b) Kinds of securities offered and price at which security is being offered: This special resolution is restricted to the private placement issuance of non-convertible debentures by the Company which may be secured/unsecured/subordinated, rated/unrated, listed/unlisted with the terms of each issuance being determined by the Board of Directors (including any committee and/or officers duly authorized by the Board of Directors thereof), from time to time, for each issuance;

c) Basis or justification for the price (including premium, if any) at which offer or invitation is being made: Not applicable;

d) Name and address of valuer who performed valuation: Not applicable;

e) Amount which the company intends to raise by way of such securities: As may be determined by the Board of Directors from time to time but subject to the limits approved under Section 42 of the Companies Act, 2013 of up to Rs. 2000,00,00,000/- (Rupees Two Thousand Crores Only) or such other limits as may be interchanged within the overall limit of Rs.12000,00,00,000/- (Rupees Twelve Thousand Crores only) as authorized, from time to time;

f) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of Debentures, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee and/or officers, duly authorized by the Board of Directors thereof), from time to time in discussion with the respective investors. These disclosures will be specifically made in each private placement offer and application letter for each offer / issue.

4. The Directors recommend the resolution for members' approval as a Special Resolution set out at Item no. 6 of this Notice.

5. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution except to the extent of their shareholding in the Company.

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Item No: 7 TO UNDERTAKE THE TRANSACTION(S) FOR SECURITIZATION / SELLING / TRANSFER / DIRECT ASSIGNMENT OF ITS RECEIVABLES/BOOK DEBTS.

1. To diversify both the funding sources as well as new instruments and to facilitate effective asset liability management and liquidity requirements of the Company, it has been proposed to undertake multiple transactions for securitization of its loan receivables, selling, transferring, assignment of the receivables/book debts (together with any underlying security interest and contractual comfort (if any)) amounting to Rs.1800,00,00,000/- (Rupees One Thousand Eight Hundred Crores only) of the Company from time to time on outstanding basis.

2. Based on the recommendations of the Board in its meeting held on March 20, 2026, the said item was previously approved by the shareholders at the EGM held on April 15, 2026. However, to align and rationalize the timeline with the AGM, the matter is being proposed for shareholders' approval once again at the AGM.

3. The sale / assignment / securitisation of the receivables may result into disposal of undertaking as defined in the explanation to Section 180(1)(a) of the Companies Act, 2013. Explanation of "undertaking" for the purpose of Section 180(1)(a) of the Act, shall mean an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

4. As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company shall not sell, assign its receivables / book debts without the consent of the members of the company accorded at the General Meeting by means of a 'special resolution'.

5. In view of the aforesaid, the Board of Directors at its meeting held on May 07, 2026, has subject to the approval of shareholders, approved to sell, assign / securitize receivables as approved by the members pursuant to Section 180(1)(a) of the Act.

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6. In this regard, the approval of the members is sought for sale / assignment / securitization of its receivables / book debt on such terms and conditions as may be determined by the Board of Directors (or committee or any other person authorized by the Board of Directors), depending on the prevailing market condition.

7. Accordingly, approval of the shareholders is being sought by passing the resolution set out in item no. 7 of this Notice as a Special Resolution.

8. None of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution except to the extent of their shareholding in the Company.

Item No: 8 TO APPROVE CREATION OF SECURITY COVER / CHARGES ON THE ASSETS OF THE COMPANY AS PER SEC 180(1)(A) OF COMPANIES ACT, 2013.

1. For creation of security through mortgage or pledge or hypothecation or otherwise or through a combination of the same for securing the limits / credit / debt / financing facilities as may be availed by the Company, or funds raised by issuance of debentures / debt instruments, the Company would be required to secure all or any of the movable and immovable assets of the Company, present and future in favour of the Banks/financial institutions registered with Reserve Bank of India, investment institutions and their subsidiaries, its bankers and other banks, mutual funds, trusts and bodies corporate or trustees for the holders of debentures/bonds and/or other instruments, or any other person.

2. Section 180(1)(a) of the Companies Act, 2013, provides that the Board of Directors of a Company shall not, without the consent of members in a general meeting, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. Hence, it is necessary for the members to pass a resolution under section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors (which term shall be deemed to include the Resources and Business Committee and any such Committee which the Board may constitute/authorize for this purpose) to mortgage/ charge/ hypothecate / assign the assets, properties and/ or the whole or substantially the whole of the undertaking of the Company.

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3. The said item was previously approved by the shareholders at the EGM held on April 15, 2026. However, to align and rationalize the timeline with the AGM, the matter is being proposed for shareholders' approval once again at the AGM.

4. Accordingly, the Board of Directors at its meeting held on May 07, 2026, recommended the adoption of the resolution as set out in item no. 8 of the notice as Special Resolution.

5. None of the Directors, Key Managerial Persons of the Company and their relatives are concerned or interested financially or otherwise in the above resolution except to the extent of their shareholding in the Company.

Item No. 9: TO CONSIDER AND APPROVE THE PAYMENT OF ANNUAL COMMISSION TO THE INDEPENDENT DIRECTORS OF THE COMPANY FOR FY 2025-26:

1. As on March 31, 2026, the Board of Directors of the Company consisted of five Independent Directors. The Independent Directors bring relevant knowledge and expertise and provide required diversity in Board's decision-making process. Pursuant to Section 149(9), an independent director is entitled to receive (a) sitting fee for Board/Committee meetings as may be prescribed under second proviso in Section 197(5); (b) reimbursement of expenses for attending the Board/Committee meetings, if any; (c) profit related commission as may be approved by the members.

2. Considering the aforementioned provisions, the Company has proposed to pay commission to the Independent Directors with the approval of the members. Based on the recommendation of Nomination and Remuneration Committee in its meeting held on April 22, 2026, the Board, in its meeting held on May 07, 2026, subject to the approval of the members, has approved to pay the following commission to the non-executive Independent Directors of the Company within the permissible limits under the Companies Act, 2013 and subject to such commission in aggregate does not exceed one per cent of the net profits of the Company for FY 2025-26:
   - Mr. Raj Vikash Verma, non-executive Chairman and Independent Director: Rs. 35,00,000 per annum
   - Mr. Suresh Subramanian, non-executive Independent Director: Rs. 25,00,000 per annum

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- Mr. Mathew Joseph, non-executive Independent Director: Rs. 25,00,000 per annum
- Mr. Sankarson Banerjee, non-executive Independent Director: Rs. 25,00,000 per annum
- Ms. Susan Thomas, non-executive Independent Director: Rs. 25,00,000 per annum

3. The aforesaid remuneration is exclusive of the fees payable to the Independent Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

4. A brief profile of such Independent Directors is provided in the "Annexure - 3" to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

5. In view of the above, the resolution at Item No. 9 of the notice is placed before the members for their approval as a **Special Resolution**.

6. Other than the Independent Directors of the Company to the extent of the commission that they may receive, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 9 of the Notice.

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Additional information about Directors pursuant to SS - 2 on General Meetings

Item No. 2: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. PARIN NALIN MEHTA (HOLDING DIN: 08528090) AS A NOMINEE DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

Details of Mr. Parin Nalin Mehta

Name of Director	Mr. Parin Nalin Mehta
Designation	Non- Executive Nominee Director
DIN	08528090
Date of Birth / (Age)	January 21, 1976 50 years
Qualifications	PGDBM in Finance; Bachelor of Engineering from Mumbai University
Brief resume and Experience	Parin Nalin Mehta is a Non-Executive Director of our Company. He holds a bachelor's degree in electronics and telecommunication engineering from Vivekanand Education Society's Institute of Technology, University of Mumbai, Mumbai, Maharashtra and a post graduate diploma in business management (finance) from Sydenham Institute of Management Studies and Research and Entrepreneurship Education, Mumbai, Maharashtra. He has over 21 years of experience in private equity. Prior to joining our Company, he was associated with General Atlantic Partners Private Limited as Analyst with their investment advisory team. He was also associated with McKinsey Knowledge Centre (I) Private Limited and Cap Gemini Ernest & Young Consulting India Private Limited. He is currently serving on the board of Ajax Engineering Private Limited and Great Software Laboratory Private Limited.
Expertise in specific Functional areas	Financial Services Industry
Terms and conditions of appointment	Mr. Parin Nalin Mehta was appointed as the Nominee Director (Kedara Capital Fund II LLP) of the Company with effect from February 04, 2022.
Remuneration sought to be paid	Nil
Date of first appointment on the Board	February 04, 2022
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and KMP of the Company	None.

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Number of Board Meetings attended during FY 2025-26	4
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil
In the 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

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Annexure - 2

Additional information about Directors pursuant to SS - 2 on General Meetings

Details of Mr. Prakash Rayen J

Name of Director	Mr. Prakash Rayen J
Designation	Executive Director – Business and Operations (Whole time Director)
DIN	01978353
Date of Birth / (Age)	December 30, 1970 55 years
Qualifications	Bsc., MCA
Brief resume and Experience	Prior to Veritas Finance, he was at Aptus Value Housing, where he had been responsible for setting up the entire IT platform of the organization from scratch, identifying and putting in place the right solutions for the lending product and managing the technological challenges coinciding with the growth of the organization and leading the many IT innovations.
Expertise in specific Functional areas	Financial Services Industry
Terms and conditions of appointment	Tenure of five (5) years commencing from the date of shareholders' approval i.e., July 23, 2026, and ending on July 22, 2031
Remuneration sought to be paid	a. Monthly CTC including allowances: Rs. 17,18,401/- per month with power to the Board for annual increment as per the recommendations of NRC. b. Variable pay: Consolidated variable pay of Rs. 57,50,000/- per annum with power to the Board for annual modifications as per the recommendations of NRC. c. Reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively for the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors.
Date of first appointment on the Board	NA as appointment is recommended to the shareholders for approval
Shareholding in the Company as on date	1.43%
Relationship with other Directors, Manager and KMP of the Company	None.
Number of Board Meetings attended during FY 2025-26	NA

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Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA

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Annexure – 3

Details of Mr. Raj Vikash Verma

Name of Director	Mr. Raj Vikash Verma
Designation	Chairman and Non-Executive Independent Director
DIN	03546341
Date of Birth / (Age)	January 17, 1955 71 years
Qualifications	Bachelor's degree in Economic (Honours) from Hindu College, University of Delhi, Delhi and master's degree in economics from The Delhi School of Economics, University of Delhi, Delhi. He also holds a Master of Business Administration from the University of Delhi, Delhi.
Brief resume and Experience	Mr. Raj Vikash Verma is the Chairman and Non-Executive Independent Director of the Company. He is a member of the Indian Institute of Banking & Finance. He has over 35 years of experience in banking. Prior to joining our Company, he served as the whole-time member and the officiating chairperson of the Pension Fund Regulatory and Development Authority and as the chairman and managing director of the National Housing Bank. He was also associated with Central Registry of Securitization Asset Reconstruction and Security Interest of India as Registrar, Managing Director and CEO.
Expertise in specific Functional areas	Banking and Finance Industry
Terms and conditions of appointment	Mr. Raj Vikash Verma was appointed as the Chairman and Non-Executive Independent Director of the Company with effect from July 16, 2024.
Remuneration sought to be paid	As set out in the explanatory statement, excluding sitting fees of Rs. 6,60,000/- already paid for FY 2025-26
Date of first appointment on the Board	Date of first appointment as Additional Director – July 16, 2024 Date of regularisation – September 30, 2024
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and KMP of the Company	None.
Number of Board Meetings attended during FY 2025-26	6
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. RMBS Development Company Limited -Independent Director 2. SBI Pension Funds Private Limited - Nominee Director 3. Encore Asset Reconstruction Company Private Limited – Independent Director 4. Aadhar Housing Finance Limited - Independent Director
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Financial Services; Management and Governance; Consumer behaviour, sales, marketing and customer experience; Understanding of accounting and financial statements; Risk, Assurance and Internal Controls; Regulatory, Public policy and economics; Business Transformation and Strategy; Experience

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	in dealing with the Government and Regulators and external stakeholders.

Details of Mr. Suresh Subramanian*

Name of Director	Mr. Suresh Subramanian*
Designation	Non-Executive Independent Director
DIN	02070440
Date of Birth / (Age)	August 20, 1960 66 years
Qualifications	Bachelor's degree in commerce (Honours Course) from University of Delhi, Delhi, fellow member of the Institute of Chartered Accountants of India.
Brief resume and Experience	Mr. Suresh Subramanian is a Non-Executive Independent Director of the Company. He has experience in auditing and accounting. He was previously associated with S. R. Batliboi & Associates LLP as a partner with their assurance practice.
Expertise in specific Functional areas	Auditing and Accounting
Terms and conditions of appointment	Mr. Suresh Subramanian was appointed as the Non-Executive Independent Director of the Company with effect from November 24, 2023.
Remuneration sought to be paid	As set out in the explanatory statement, excluding sitting fees of Rs. 10,10,000/- already paid for FY 2025-26
Date of first appointment on the Board	Date of first appointment as Additional Director – November 24, 2023 Date of regularisation – December 23, 2023
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and KMP of the Company	None.
Number of Board Meetings attended during FY 2025-26	6
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. Delphi-TVS Technologies Limited – Independent Director 2. Manikaram Seva Foundation - Director 3. Saksoft Limited – Independent Director 4. Sundaram Trustee Company Limited –Director 5. Coromandel International Limited – Independent Director 6. NACL Industries Limited – Independent Director 7. Dhaksha Unmanned Systems Private Limited – Independent Director
In the case of independent directors, the skills and capabilities required for the role and the manner in which	Financial Services; Management and Governance; Technology and Digital Innovation; Understanding of accounting and

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the proposed person meets such requirements	financial statements; Risk, Assurance and Internal Controls; Regulatory, Public policy and economics; Business Transformation and Strategy.

**Mr. Suresh Subramanian (DIN: 02070440), Independent Director, resigned from the Board effective close of business hours of March 31, 2026, due to personal reasons.*

Details of Mr. Mathew Joseph

Name of Director	Mr. Mathew Joseph
Designation	Non-Executive Independent Director
DIN	01033802
Date of Birth / (Age)	May 6, 1961 65 years
Qualifications	Member of the Institute of Chartered Accountants of India
Brief resume and Experience	Mr. Mathew Joseph is a Non-Executive Independent Director of the Company. He has over 37 years of experience in the financial industry. Previously, he was associated with HDFC Bank Limited as a member of Executive Management and Chief Risk Office.
Expertise in specific Functional areas	Financial Industry
Terms and conditions of appointment	Mr. Mathew Joseph was appointed as the Non-Executive Independent Director of the Company with effect from November 24, 2023.
Remuneration sought to be paid	As set out in the explanatory statement, excluding sitting fees of Rs. 11,60,000/- already paid for FY 2025-26
Date of first appointment on the Board	Date of first appointment as Additional Director – November 24, 2023 Date of regularisation – December 23, 2023
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and KMP of the Company	None.
Number of Board Meetings attended during FY 2025-26	6
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. Tamilnadu Urban Infrastructure Financial Services Limited - Nominee Director 2. Tamilnadu Urban Infrastructure Trustee Company Limited - Nominee Director 3. IIFL Home Finance Limited - Independent Director 4. Tamilnadu Infrastructure Fund Management Corporation Limited - Independent Director 5. Svatantra Microfin Limited – Independent Director

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In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Financial Services; Management and Governance; Consumer behaviour, sales, marketing and customer experience; Understanding of accounting and financial statements; Risk, Assurance and Internal Controls; Regulatory, Public policy and economics; Human Resource; Business Transformation and Strategy.

Details of Ms. Susan Thomas

Name of Director	Ms. Susan Thomas
Designation	Non-Executive Independent Director
DIN	09760548
Date of Birth / (Age)	April 26, 1967 59 years
Qualifications	Bachelor's degree in arts from the Women's Christian College, University of Madras, Chennai, a master's degree in arts from University of Madras, Chennai and Doctor of Philosophy from Indian Institute of Technology, Madras, Chennai.
Brief resume and Experience	Ms. Susan Thomas is a Non-Executive Independent Director of the Company. She has over 19 years of experience in Human Resources. Previously, she was associated with Loyola Institute of Business Administration as Associate Professor (Human Resource), with Murugappa group as the Head – Group Human Resource Department and with Sundram Fasteners Limited as Executive Vice President – Human Resource.
Expertise in specific Functional areas	Human Resources
Terms and conditions of appointment	Ms. Susan Thomas was appointed as the Non-Executive Independent Director of the Company with effect from July 16, 2024.
Remuneration sought to be paid	As set out in the explanatory statement, excluding sitting fees of Rs. 7,60,000/- already paid for FY 2025-26
Date of first appointment on the Board	Date of first appointment as Additional Director – July 16, 2024 Date of regularisation – September 30, 2024
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and KMP of the Company	None.
Number of Board Meetings attended during FY 2025-26	6
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Joy Foam Private Limited - Director

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In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Human Resource; Financial Services Management and Governance; Consumer behaviour, sales, marketing and customer experience; Business Transformation and Strategy; Special knowledge and practical experience in CSR and the NGO sector.

Details of Mr. Sankarson Banerjee

Name of Director	Mr. Sankarson Banerjee
Designation	Non-Executive Independent Director
DIN	07407346
Date of Birth / (Age)	February 6, 1970 56 years
Qualifications	Bachelor's degree in engineering from Indian Institute of Kharagpur, West Bengal and a post-graduate diploma in management from Indian Institute of Management, Calcutta, West Bengal.
Brief resume and Experience	Mr. Sankarson Banerjee is a Non-Executive Independent Director of the Company. He has over 21 years of experience in IT sector. Previously, he was associated with RBL Bank in the capacity of Chief Information Officer, with National Stock Exchange of India Limited in the capacity of Chief Technology Officer - Projects and with India Infoline Limited as chief information officer. He was also associated with Mphasis, Accenture, IBM and Pantaloon Retail (India) Limited.
Expertise in specific Functional areas	IT Sector
Terms and conditions of appointment	Mr. Sankarson Banerjee was appointed as the Non-Executive Independent Director of the Company with effect from March 27, 2024.
Remuneration sought to be paid	As set out in the explanatory statement, excluding sitting fees of Rs. 11,10,000/- already paid for FY 2025-26
Date of first appointment on the Board	Date of first appointment as Additional Director – March 27, 2024 Date of regularisation – April 20, 2024
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and KMP of the Company	None.
Number of Board Meetings attended during FY 2025-26	6

Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. Zerodha Trustee Private Limited – Independent Director 2. Brave for Free Consulting (OPC) Private Limited - Director 3. Nuvama Wealth Finance Limited – Independent Director 4. Nuvama Custodial Services Limited - Director 5. Epimoney Private Limited -Independent Director
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Financial Services; Management and Governance; Technology and Digital Innovation; Understanding of accounting and financial statements; Risk, Assurance and Internal Controls; Regulatory, Public policy and economics; Business Transformation and Strategy

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