nuvama
Nuvama Wealth Management Limited
CIN: L67110MH1993PLC344634
Registered Office: 801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051
Tel: (+91-22) 6620 3030; **E-mail:** secretarial@nuvama.com
Website: www.nuvama.com

Notice

Notice is hereby given that the Thirty Third Annual General Meeting ("the Meeting") of the Members of Nuvama Wealth Management Limited ("the Company") will be held on Monday, September 28, 2026, at 3:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the businesses mentioned below:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statement(s) of the Company for the Financial Year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statement(s) of the Company for the Financial Year ended March 31, 2026, together with the reports of the Auditors thereon.

3. To appoint a Director, in place of Mr. Aswin Vikram (DIN: 08895013), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To re-appoint Mr. Birendra Kumar (DIN:00163054) as an Independent Director of the Company.

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

   "RESOLVED that based on the recommendation of the Nomination and Remuneration Committee ("NRC") and the approval of the Board of Directors of the Company and pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014; Regulation 17, 25(2A) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); other applicable provisions and the Articles of Association of the Company, Mr. Birendra Kumar (DIN: 00163054), who was appointed as a Non-executive Independent Director and who holds office up to July 21, 2027, being eligible for re-appointment as a Non-executive Independent Director and has given his consent along with a declaration confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby re-appointed as a Non-executive Independent Director of the Company, to hold office for a second term of three (3) consecutive years commencing from July 22, 2027 to July 21, 2030.

   FURTHER RESOLVED that pursuant to Regulation 17(1A) of the Listing Regulations and other applicable provisions, if any, approval of the Members be and is hereby accorded for the continuation of Mr. Birendra Kumar, who has already attained the age of 75 years as on date, as a Non-executive Independent Director of the Company for the aforesaid second term.

   FURTHER RESOLVED that pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Birendra Kumar shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Independent Director, under the Act and Listing Regulations, as recommended by the NRC and approved by the Board of Directors, from time to time.

   FURTHER RESOLVED that the Board of Directors (including its Committee thereof) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle matters, questions, difficulties or doubts that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the Members of the Company."

5. To re-appoint Ms. Anisha Motwani (DIN:06943493) as an Independent Director of the Company.

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

"RESOLVED that based on the recommendation of the Nomination and Remuneration Committee ("NRC") and the approval of the Board of Directors of the Company and pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014; Regulation 17, 25(2A) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); other applicable provisions and the Articles of Association of the Company, Ms. Anisha Motwani (DIN:06943493), who was appointed as a Non-executive Independent Director and who holds office up to July 21, 2027, being eligible for re-appointment as a Non-executive Independent Director and has given her consent along with a declaration confirming that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby re-appointed as a Non-executive Independent Director of the Company, to hold office for a second term of three (3) consecutive years commencing from July 22, 2027 to July 21, 2030.

FURTHER RESOLVED that pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Ms. Anisha Motwani shall be entitled to receive the remuneration/ fees/commission as permitted to be received in the capacity of Independent Director, under the Act and Listing Regulations, as recommended by the NRC and approved by the Board of Directors, from time to time.

FURTHER RESOLVED that the Board of Directors (including its Committee thereof) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle matters, questions, difficulties or doubts that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the Members of the Company."

6. Approval of issuance of Non-Convertible Debentures on a private placement basis.

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

"RESOLVED that pursuant to the provisions of Sections 23, 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and subject to the relevant provisions of the Memorandum of Association and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and other applicable Regulations, to the extent applicable, including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, the consent of the Members be and is hereby accorded to the Board of Directors of the Company ("the Board", which shall be deemed to include any Committee that the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to create, offer, issue and allot Secured/ Unsecured/ Listed/ Rated/ Unrated/ Plain Vanilla / Structured Products / Market Linked/ Principal Protected, Non-Convertible Debentures ("NCDs") including but not limited to subordinated Debentures, either at par, premium or discount, aggregating to ₹ 500 crores, during the period of one year from the date of passing of such resolution by the Members of the Company, to the eligible investors, on a private placement basis, in one or more tranches and/or series on such terms and conditions as the Board and/or any Committee thereof, may, from time to time, determine and consider proper and beneficial to the Company, including, but without limitation, consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto, provided that the borrowings by way of issue of NCDs be within the overall limit of borrowing approved by the Members of the Company from time to time.

FURTHER RESOLVED that the Debenture Committee of the Company be and is hereby authorised to finalize the terms and conditions of the NCDs, offer and allot the NCDs, create security and do all such acts, deeds, matters and things, as may be necessary for giving effect to this Resolution without requiring the Board to secure any further consent or approval of the Members of the Company.

FURTHER RESOLVED that the Debenture Committee be and is hereby authorized to determine and approve, the terms and conditions in relation to the offer, issue, allotment, credit, pre-mature redemption, redemption and extinguishment of the NCDs on private placement basis at their absolute discretion, number of the NCDs to be offered, issued and allotted in one or more tranches, the timing, nature, type, pricing, coupon rate, minimum subscription, retention of oversubscription, etc, if any, and to approve and make changes to the Private Placement Offer Letter, Key Information Document, Information Memorandum, including any corrigendum, amendments, supplements, etc. thereto, appointment of Debenture Trustee, Legal Advisors, Depositories, Custodians, Registrar to an issue and Share Transfer Agent, Credit Rating Agency(ies), and such other intermediaries/ agencies as may be involved and, or concerned in such offer and issue of the NCDs, including the payment of commission, brokerage, fees, etc. as they may deem fit and execution of Debenture Trust Deed, Debenture Trustee Appointment Agreement, Valuation Agency Agreement, Credit Rating Agency Appointment Agreement, application to stock exchange's to seek in-principle approval, and such documents, instruments, writings, etc. in connection with the offer and issue of the NCDs and to do all such ancillary and incidental acts, deeds, matters and things to give effect to this Resolution."

By Order of the Board of Directors
For **Nuvama Wealth Management Limited**

Sneha Patwardhan
Company Secretary
Membership No: A-23266

Date: September 2, 2026
Place: Mumbai

Registered Office:
801- 804, Wing A, Building No. 3, Inspire BKC, G Block,
Bandra Kurla Complex, Bandra East, Mumbai – 400 051
CIN: L67110MH1993PLC344634
E-mail: secretarial@nuvama.com
Telephone No.: +91-22 6620 3030
Website: www.nuvama.com

Notes

1. Pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and various subsequent Circulars latest being No. 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("the Meeting") through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), MCA Circulars, the Meeting of the Company is being held through VC/OAVM. The venue of the Meeting shall be deemed to be the Registered Office of the Company.

2. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the Special Businesses to be transacted at the Meeting is annexed hereto. Further, information of Directors seeking re-appointment at the Meeting, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, is annexed as **Annexure A** to the Notice.

3. Pursuant to Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rule 2014, a Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars, the Meeting will be held through VC/ OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

4. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/OAVM.

   Corporate Members intending to attend the Meeting through their authorized representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney (PDF/JPG Format) authorizing its representative to attend and vote on their behalf at the Meeting, together with attested specimen signature of authorized representative. The said Resolution/Authorization shall be sent to the Company by email through its registered e-mail id at secretarial@nuvama.com with a copy marked to nilesh@ngshah.com and investor.helpdesk@in.mpms.mufg.com.

   Institutional investors, who are Members of the Company, are encouraged to attend and vote at the Meeting of the Company.

5. The Company has appointed M/s. MUFG Intime India Private Limited ("MUFG Intime"), Registrar to an Issue and Share Transfer Agent ("RTA") of the Company, to provide the facility for voting through remote e-voting, for participating in the Meeting through VC / OAVM and e-voting (Insta-Poll) during the Meeting.

6. Notice of the Meeting along with the Annual Report for the FY 2026 is being sent only through electronic mode to those Members whose email IDs are registered with the Company/Depositories as on the cut-off date i.e. Friday, August 28, 2026. Members may note that the Notice and Annual Report for the FY 2026 will also be available on the website of company i.e. www.nuvama.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Annual Report and the Notice will also be available on the website of the RTA i.e. MUFG Intime at https://instavote.linkintime.co.in. The Member who wishes to obtain hard copy of the Notice of the Meeting along with Annual Report for the FY 2026, can request the same by sending an email to the Company at secretarial@nuvama.com.

7. A letter providing a weblink and QR code for accessing the Notice of the Meeting and Annual Report for the FY 2026 was sent to those Members who have not registered their email address.

8. Pursuant to Section 103 of the Act, Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum.

9. Relevant documents referred to in the Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode upto the date of the Meeting, i.e. Monday, September 28, 2026. Members can inspect the same by sending an email to the Company at secretarial@nuvama.com.

10. The Company has designated an exclusive email id i.e. secretarial@nuvama.com to redress Members complaints/ grievances. Members having any queries or concerns may write to us at secretarial@nuvama.com.

11. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email id mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile

Number at secretarial@nuvama.com latest by Monday, September 21, 2026. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the Meeting. The Company reserves the right to restrict the number of questions and / or number of speakers, depending upon availability of time, for smooth conduct of the Meeting.

12. To prevent fraudulent transactions, Members are advised to exercise due diligence by notifying the Company/ Depository Participants ("DP") of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and verify the accuracy of the holdings.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number, mandates, nominations, Power of Attorney, bank details such as, name of the bank and branch details, Bank Account number, MICR code, IFSC code, etc to their DPs

14. Pursuant to Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in demat form have to approach their DPs for completing the nomination formalities.

15. All correspondence by the Members should be addressed to RTA of the Company i.e. MUFG Intime at C-101, 247 Park, 1st Floor, L. B. S. Marg, Vikhroli West, Mumbai - 400 083 or at their designated email id i.e. rnt.helpdesk@in.mpms.mufg.com. Members may register on 'SWAYAM', the online Investor Self-Service Portal of MUFG Intime, which enables security holders to conveniently access information through a dedicated dashboard and avail various services in digital mode. The portal can be accessed at: https://web.in.mpms.mufg.com/helpdesk/Service_Request.html.

16. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal i.e. https://smartodr.in/login. The same can also be accessed through the website of the Company at https://www.nuvama.com/investor-relations/investor-information/.

17. Members are requested to register/update their email ids with their relevant DP. We urge the Members to support this Green Initiative effort of the Company and get their email ids registered.

18. We urge Members to support our commitment to environmental protection by choosing to receive communication with regards to the Company through email. Members holding shares in dematerialized form, who have not registered their email IDs are requested to register their email IDs with their respective DPs.

19. Pursuant to the applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Funds ("IEPF") established by the Central Government, after the completion of seven (7) years. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the Members for seven (7) consecutive years or more shall also be transferred to the demat account created by the Investor Education and Protection Fund Authority("IEPFA"). As seven (7) years have not been elapsed from the date of transfer of amount to Unpaid Dividend Account, no dividend or shares are due for transfer to IEPF.

20. Members whose dividend remains unclaimed are requested to make their claim to the Company's RTA well in advance before due dates. Members are requested to note that dividends not claimed within seven (7) years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the IEPF. Pursuant to the provisions of Section 124(2) of the Act read with the Companies (Declaration and Payment of Dividend) Rules, 2014, the Company has uploaded the details of unpaid and unclaimed dividend on the website of the Company https://www.nuvama.com/investor-relations/investor-information/ along with the due date of transferring unclaimed dividends to IEPF.

21. Information and other instructions relating to remote e-voting are as under:

   i. Pursuant to Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means.

   ii. The remote remote e-voting facility will be available during the following period:

   Commencement of remote e-voting: From 9:00 a.m. (IST) on Wednesday, September 23, 2026.

   End of remote e-voting: Up to 5:00 p.m. (IST) on Sunday, September 27, 2026.

   The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled upon expiry of the aforesaid period.

   iii. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Monday, September 21, 2026, only shall be entitled to avail the facility of e-voting.

   iv. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/Beneficial Owner as on the cut-off date i.e. Monday, September 21, 2026.

   v. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.

   vi. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

   vii. Members will be provided with the facility for voting through an electronic voting system during the VC/OAVM proceedings at the Meeting and Members participating at the Meeting, who have not cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the Meeting. Members who have cast their vote by remote e-voting prior to the Meeting will be eligible to participate at the Meeting but shall not be entitled to cast their vote again on such resolutions.

   viii. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

   ix. Members facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

   x. The Board of Directors of the Company at its Meeting held on July 30, 2026, appointed CS Nilesh Shah or failing him CS Mahesh Darji or failing him CS Hetal Shah of M/s. Nilesh Shah and Associates, a Practicing Company Secretary firm, Mumbai as the scrutinizer to scrutinize the entire process of e-voting during the Meeting and remote e-voting in a fair and transparent manner.

   xi. MUFG Intime shall keep the e-voting facility available for 15 minutes after the conclusion of the Meeting to facilitate voting by Members attending the Meeting and who have not cast their votes through remote e-voting.

   xii. The Scrutinizer shall after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, prepare a consolidated Scrutinizer's Report and submit the same to the Company. The result of e-voting will be declared within two (2) working days of the conclusion of the Meeting. The voting results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.nuvama.com and on the website of MUFG Intime immediately after the declaration of result. The results shall also be forwarded to the Stock Exchanges where the shares of the Company are listed. The Scrutinizer's decision on the validity of the vote shall be final and binding.

   xiii. Subject to receipt of requisite number of votes, the resolutions shall be deemed to have been passed on the date of the Meeting i.e. Monday, September 28, 2026.

   xiv. **Information and other instructions relating to remote e-voting are as under:**

   In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual Members holding securities in

demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Members are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-voting facility.

Login method for Individual Members holding securities in demat mode:

Individual Members holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Members registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Click on "Beneficial Owner" icon under "IDeAS Login Section".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Members not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play　App Store

METHOD 2 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com Click on the "Login" tab available under 'Shareholder/Member' section. Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.

b) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

c) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Members registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Members not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.

e) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website.

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

   1. User ID: Enter User ID
   2. Password: Enter existing Password
   3. Enter Image Verification (CAPTCHA) Code
   4. Click "Submit".

   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Clint ID (e.g.IN 123456) and 8 digit Clint ID (e.g.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID

2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.)

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

   o Shareholders holding shares in NSDL form, shall provide 'D' above

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Clint ID (e.g.IN 123456) and 8 digit Clint ID (e.g.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

   o Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

5. Set the password of your choice.

   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.

7. Click "Submit" (You have now registered on InstaVote).

   Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu Section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name' - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

LOGIN METHOD FOR MEMBERS TO ATTEND THE GENERAL MEETING THROUGH INSTAMEET:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

b) Select the "Company Name" and register with your following details:

c) Select Check Box - **Demat Account No. / Folio No. / PAN**

- Members holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.

- Members holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.

- Members shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.

- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No. with the DP shall enter the mobile no.

- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No. with the DP shall enter the Mobile No.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

The Facility of joining the Meeting through VC/ OAVM shall open 30 (thirty) minutes before the time scheduled for commencement of the Meeting and will be available for Members on first come first served basis.

Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the Meeting.

Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

INSTRUCTIONS FOR MEMBERS TO SPEAK DURING THE GENERAL MEETING THROUGH INSTAMEET:

1. Members who would like to speak during the meeting must register their request with the Company on or before Monday, September 21, 2026.

2. Members will get confirmation on first cum first basis depending upon the provision made by the Company.

3. Members will receive "speaking serial number" once they mark attendance for the meeting.

4. Other Members who have not registered as "Speaker Shareholder" may still ask questions to the panelist via active chat-board during the meeting.

5. Members are requested to speak only when moderator of the Meeting/ management will announce their name and serial number for speaking.

INSTRUCTIONS FOR MEMBERS TO VOTE DURING THE GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated during the meeting, Members who have not exercised their vote through the remote e-voting can cast the vote as under:

a. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

b. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet

c. Click on 'Submit'.

d. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under "Favour/Against".

f. After selecting the appropriate option i.e. "Favour/Against" as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Members who will be present in the Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the meeting.

Members facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESSES TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING

Item No. 4

The Members of the Company at its 29th Annual General Meeting held on July 22, 2022, had appointed Mr. Birendra Kumar (DIN:00163054) as a Non-executive Independent Director for a period of five (5) consecutive years. Mr. Birendra Kumar will be completing his first term of appointment on July 21, 2027 and is eligible for re-appointment for a second term. Mr. Birendra Kumar is currently the Chairperson of the Board of Directors ("Board") of the Company.

The Nomination and Remuneration Committee ("NRC"), after considering the skills, expertise and competencies required for the Board in the context of the Company's business and industry, the outcome of the performance evaluation of Mr. Kumar, and his qualifications, experience and contribution to the Board and its Committees, recommended his re-appointment as a Non-executive Independent Director of the Company.

The NRC noted that Mr. Kumar possesses extensive experience and expertise in the areas of corporate governance, management, business transformation and corporate advisory, which are aligned with the skills, capabilities and knowledge required for the role of an Independent Director and continue to be of significant value to the Company.

Based on the recommendation of the NRC and in accordance with the provisions of Section 149(10) of the Companies Act, 2013 ("Act") and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors, at its Meeting held on July 30, 2026, approved the re-appointment of Mr. Kumar as a Non-executive Independent Director of the Company for a second term of three (3) consecutive years commencing from July 22, 2027 and ending on July 21, 2030 (both days inclusive), not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Company has in terms of Section 160(1) of the Act received a Notice from a Member proposing his candidature for the office of Director. Mr. Kumar has provided a declaration to the Board stating that he continues to meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018, BSE Limited Circular No. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ CML/2018/24 pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, he has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act in Form DIR-8 and has given his consent to act as a Non-executive Independent Director in Form DIR 2 in terms of Section 152 of the Act, read with rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("Rules") subject to re-appointment by the Members.

In the opinion of the Board, Mr. Kumar is a person of integrity, possesses the relevant expertise/experience and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. Kumar has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Kumar has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board further noted that Mr. Birendra Kumar does not hold directorship on the Board of any other equity listed entity, thereby enabling him to devote significant time, attention and guidance to the affairs of the Company. As the Independent Chairperson of the Board, his leadership has played a pivotal role in fostering effective governance, objective oversight and constructive Board deliberations. His appointment as an Independent Chairperson is also aligned with the higher standards of corporate governance envisaged under the Listing Regulations. In addition, Mr. Kumar serves as the Chairperson of the Board of the Company's material subsidiaries, thereby ensuring strong alignment of governance practices, enhanced oversight and effective coordination across the Group. The Board believes that his continued stewardship, deep understanding of the Company's business and unwavering commitment to high standards of governance continue to be of immense value to the Company and its stakeholders.

Further, pursuant to Regulation 17(1A) of the Listing Regulations, consent of the Members by way of Special Resolution shall be required for continuation of directorship of Non-executive Directors of the Company who have attained the age of Seventy Five (75) years. Since Mr. Kumar is currently 84 years of age, prior approval from the Members of the Company is being sought by way of a Special Resolution for his re-appointment.

In the opinion of the NRC and the Board of Directors of the Company, considering the wealth of experience of Mr. Kumar and his immense value to the Board and the

Company, the re-appointment of Mr. Kumar for a second term of three (3) years from July 22, 2027 and ending on July 21, 2030 and continuation of his directorship beyond Seventy Five (75) years of age would be in the interest of the Company.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company i.e. www.nuvama.com and are available for inspection.

The Board recommends the re-appointment of Mr. Kumar as a Non-executive Independent Director for a second term of three (3) years as set out in the Resolution in Item No. 4 of the Notice for approval of the Members as a Special Resolution.

Except Mr. Kumar and/or his relatives, none of the Directors and Key Managerial Personnel or the Promoter and Promoter group of the Company or their respective relatives are concerned or interested either financially or otherwise in the proposed resolution at Item No. 4 of the Notice except to the extent of their respective shareholding, if any.

A brief profile of Mr. Kumar and other requisite details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed as "**Annexure A**" to this Notice.

Item No. 5:

The Members of the Company at its 29th Annual General Meeting held on July 22, 2022, had appointed Ms. Anisha Motwani (DIN:06943493) as a Non-executive Independent Director for a period of five (5) consecutive years. Ms. Anisha Motwani will be completing her first term of appointment on July 21, 2027 and is eligible for re-appointment for a second term.

The Nomination and Remuneration Committee ("NRC"), after considering the skills, expertise and competencies required for the Board of Directors ("Board") of the Company in the context of the Company's business and industry, the outcome of the performance evaluation of Ms. Motwani, and her qualifications, experience and contribution to the Board and its Committees, recommended her re-appointment as a Non-Executive Independent Director of the Company.

The NRC noted that Ms. Motwani is the only Woman Director on the Board of the Company. Her continued association on the Board ensures compliance with the requirements relating to the appointment of a Woman Director under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Companies Act, 2013 ("the Act"), and that Ms. Motwani possesses extensive experience and expertise in the areas of corporate governance, management, business transformation and corporate advisory, which are aligned with the skills, capabilities and knowledge required for the role of an Independent Director and continue to be of significant value to the Company.

Based on the recommendation of the NRC and in accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of the Listing Regulations,, the Board of Directors, at its Meeting held on July 30, 2026, approved the re-appointment of Ms. Motwani as a Non-executive Independent Director of the Company for a second term of three (3) consecutive years commencing from July 22, 2027 and ending on July 21, 2030 (both days inclusive), not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Company has in terms of Section 160(1) of the Act received a Notice from a Member proposing her candidature for the office of Director. Ms. Motwani has provided a declaration to the Board, stating that she continues to meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. She has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018, BSE Limited Circular No. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ CML/2018/24 pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, she has confirmed that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act in Form DIR-8 and has given her consent to act as a Non-executive Independent Director in Form DIR 2 in terms of Section 152 of the Act, read with rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("Rules") subject to re-appointment by the Members.

In the opinion of the Board, Ms. Motwani is a person of integrity, possesses the relevant expertise/experience and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director, and she is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Ms. Motwani has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Ms. Motwani has also confirmed that she is in compliance with Rules 6(1) and 6(2) Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company i.e. www.nuvama.com and are available for inspection.

The Board recommends the re-appointment of Ms. Motwani as a Non-executive Independent Director for a second term of three (3) years as set out in the Resolution in Item No. 5 of the Notice for approval of the Members as a Special Resolution.

Except Ms. Motwani and/or her relatives, none of the Directors and Key Managerial Personnel or the Promoter and Promoter group of the Company or their respective relatives are concerned or interested either financially or otherwise in the proposed Resolution at Item No. 5 of the Notice except to the extent of their respective shareholding, if any.

A brief profile of Ms. Motwani and other requisite details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed as "**Annexure A**" to this Notice.

Item No. 6:

The Company, in the ordinary course of its business, is required to borrow from time to time by way of loans, external commercial borrowings and/or other permissible funding instruments. The mix of borrowings undertaken by the Company depends upon various factors including business requirements, market conditions, cost of funds, tenor and availability of funding sources.

With a view to providing the Company with an additional avenue for raising funds and enhancing its financial flexibility, it is proposed to enable the Company to issue Non-convertible Debentures ("NCDs") on a private placement basis. The Board of Directors of the Company at its Meeting held on July 30, 2026, approved the proposal to issue NCDs on a private placement basis upto ₹ 500 crores, in one or more tranches.

In terms of Section 42 of the Companies Act, 2013 and the Rules framed thereunder, which deals with the offer or invitation for subscription of Debt Securities of the Company on private placement basis read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can issue NCDs on a private placement basis subject to an approval of its Members by way of a Special Resolution. The said Special Resolution must be passed in respect of all offers/invitations for the Debt Securities to be issued during a year.

Accordingly, it is proposed to seek approval of Members by way of Special Resolution to authorise the Board to borrow by issue of NCDs on private placement basis, in the ordinary course of its business, for a period of one year commencing from the date of passing of such resolution by the Members of the Company. Further, the amount to be raised by such issue of NCDs will be within the overall borrowing limit of ₹ 5,000 Cr.

The NCDs may be issued at discount or at par or at a premium and will be listed on the Stock Exchange(s) and on such other terms and conditions as the Board/ Debenture Committee may determine.

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

a) Particulars of offer including date of passing the Board Resolution:

The Special Resolution for issue of NCDs on a Private Placement Basis upto ₹ 500 crores, in one or more tranches, was approved by the Board at its Meeting held on July 30, 2026. The Board/Debenture Committee shall determine terms and conditions of the offer at the time of issuance of respective series/ tranche of the NCDs.

b) Kind of Securities offered and the price at which security is being offered:

Issue price of the NCDs shall be determined at the time of issue of respective series of NCDs and which may be issued at discount or par or premium depending upon the market scenario and various other factors impacting the price of NCDs in general.

c) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

Justification of the price will be in accordance with the respective Offer Document / Key Information Document.

d) Name and address of valuer who performed valuation:

Not Applicable.

e) Amount which the company intends to raise by way of such securities:

Amount upto ₹ 500 crores, in one or more tranches.

f) Material terms of raising such securities, proposed time schedule, purpose or objects of offer, contribution being made by the promoters or Director either as part of offer or separately in furtherance of objects; principal terms of assets charged as securities:

The Board / any Committee shall determine the terms and conditions of the offer at the time of issuance of respective series/tranche of NCDs.

Accordingly, the approval of the Members is being sought by way of Special Resolution as set out at Item No. 6 of the Notice authorising the Board to issue NCDs on private placement.

None of the Directors and Key Managerial Personnel or the Promoter and Promoter group of the Company or their respective relatives are concerned or interested either financially or otherwise in the proposed resolution at Item No. 6 of the Notice except to the extent of their respective shareholding, if any.

By Order of the Board of Directors
For **Nuvama Wealth Management Limited**

Sneha Patwardhan
Company Secretary
Membership No: A-23266

Date: September 2, 2026
Place: Mumbai

Registered Office:
801- 804, Wing A, Building No. 3, Inspire BKC, G Block,
Bandra Kurla Complex, Bandra East, Mumbai – 400 051
CIN: L67110MH1993PLC344634
E-mail: secretarial@nuvama.com
Telephone No.: +91-22 6620 3030
Website: www.nuvama.com

Annexure A

Information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 on General Meetings with respect to appointment of Directors

Name	Mr. Birendra Kumar	Ms. Anisha Motwani	Mr. Aswin Vikram
Date of birth/age	April 29, 1942 (84)	June 21, 1963 (63)	June 19, 1986 (40)
Nationality	Indian	Indian	Indian
Date of first appointment on the board	July 22, 2022	July 22, 2022	January 11, 2022
Shareholding in the Company (as on June 30, 2026) (including shareholding as beneficial owner)	NIL	NIL	NIL
Board meetings attended during the FY 2026	9 out of 9	9 out of 9	9 out of 9
Nature of Experience in specific functional area	Financial services sector	Financial services sector	Financial services sector
Qualification(s)	Mr. Kumar is MSc in Mathematics from St. Stephen's College, University of Delhi and a Certified Associate of the Indian Institute of Banking.	Ms. Motwani is a qualified professional with an MBA.	Mr. Vikram holds a Bachelor of Technology degree from the Indian Institute of Technology, Madras, and a Post Graduate Diploma in Management from the Indian Institute of Management, Bangalore.
Last drawn remuneration	Not Applicable	Not Applicable	Not Applicable
Sitting Fees and commission for FY 2026 (in ₹)	52,00,000	46,50,000	Not Applicable
Disclosure of relationship with other directors and key managerial personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Directorship in other Companies (As on June 30, 2026)	1. Nuvama Wealth Finance Limited 2. Nuvama Wealth and Investment Limited 3. Nuvama Clearing Services Limited	1. Raymond Lifestyle Limited 2. Star Health and Allied Insurance Company Limited 3. Ceigall India Limited 4. Motherson Sumi Wiring India Limited 5. Godrej Finance Limited 6. Versuni India Home Solutions Limited 7. Alternicq Limited 8. Dvara Kshetriya Gramin Financial Services Private Limited	1. Alternicq Limited 2. ACME Formulation Private Limited 3. PAGAC Advisors India Private Limited 4. Sekhmet Pharmaventures Private Limited 5. Pravesha Industries Private Limited

Name	Mr. Birendra Kumar	Ms. Anisha Motwani	Mr. Aswin Vikram
Chairperson/ Member in the committees of other public Companies (Includes only Audit Committee and Stakeholders Relationship Committee) (As on June 30, 2026)	Membership in Audit Committee: • Nuvama Wealth Finance Limited • Nuvama Wealth and Investment Limited Membership In Stakeholders Relationship Committee: • Nuvama Wealth Finance Limited • Nuvama Wealth and Investment Limited	Membership in Audit Committee: • Raymond Lifestyle Limited • Star Health and Allied Insurance Company Limited • Versuni India Home Solutions Limited Chairpersonship in Audit Committee: Godrej Finance Limited	Membership in Stakeholders Relationship Committee: Alternicq Limited
Name of Listed entities from which the person has resigned in past three years	NIL	1. Abbott India Limited 2. Hindware Home Innovation Limited 3. Welspun Living Limited 4. Prataap Snacks Limited 5. Nuvama Wealth Finance Limited	NIL
Terms and Conditions of re-appointment	As detailed in the Explanatory Statement forming part of Item No. 4 of this Notice.	As detailed in the Explanatory Statement forming part of Item No. 5 of this Notice.	Not Applicable
Remuneration sought to be paid	Sitting fees and commission.	Sitting fees and commission.	No remuneration is sought to be paid.
Brief resume of the Directors	Mr. Kumar is an Independent Director and Chairperson of the Company and an Independent Director on the board of three material subsidiaries of the Company, chairing two of these subsidiaries. Mr. Kumar was Executive Director in Wisler Investment Management Private Limited, managing AIF for Blackstone Tactical Opportunities Singapore from February 2019 till March 2025. He was earlier an Independent Director and Chairman of Advait ARC Pvt Ltd (July 2021-August 2022). He was a Senior Advisor at Duff & Phelps India (November 2018-November 2020). He was non-executive Vice Chairman of International Asset Reconstruction Company Private Limited (IARC) (September 2018-May 2019) prior to which he was IARC's Founder, Managing Director & CEO (March 2007-August 2018).	Ms. Motwani has been the advisor with the World Bank on the prestigious 'Swachh Bharat Programme', 'Adoption of Solar Rooftops' & 'National Mission for Clean Ganga'. Ms. Motwani serves as an Independent Director on the board of some leading organisations. Ms. Motwani is a multi-faceted business leader & draws from her rich experience of over 35+ years in diverse industries – FMCG, automobiles, financial & health services. After a successful 25-year of corporate career, Ms. Motwani founded StormTheNorm venture in 2015, a company specialising in Brand, Digital & Innovation Projects. Ms. Motwani brings in new perspectives on how businesses can challenge the conventional norms & storm them in a way that will help them re-wire to succeed in a disruptive world. Through her podcast, she critically examines and challenges established norms within the business landscape.	Mr. Vikram has been with PAG since November 2019 and has been working in the private equity industry since 2011. Mr. Vikram has completed is Bachelor of Technology degree from the Indian Institute of Technology, Madras in 2007 and his Post Graduate Diploma in Management from the Indian Institute of Management, Bangalore in 2009.

Name	Mr. Birendra Kumar	Ms. Anisha Motwani	Mr. Aswin Vikram
	Mr. Kumar has been a career banker with over five decades of rich and diverse experience in commercial, credit, investment and international banking in India and abroad. Mr. Kumar retired as Deputy Managing Director & Chief Credit Officer of State Bank of India (SBI) in April 2002. He previously led SBI Capital Markets Limited for over three years as Managing Director & CEO. His international roles in SBI included Representative, Washington, President & CEO of SBI (California) and CEO of the Los Angeles Agency. Mr. Kumar has wide experience in distressed assets sector and asset reconstruction industry. He was Advisor (Business Recovery Services) at PWC (July 2002-February 2007). He has served on various expert groups of Reserve Bank of India and Government of India and has been associated with industry bodies such as ASSOCHAM, CII and FICCI. He was Chairman of Association of ARCs in India for close to 7 years till the end of March 2018 and is presently member of advisory board of Association of ARCs in India. He is very well networked in the financial sector. Mr. Kumar is MSc in Mathematics from St. Stephen's College, University of Delhi, and a Certified Associate of the Indian Institute of Banking.	In the last few years as an entrepreneur, Anisha has successfully completed projects for a range of clients including Nestle, Viacom 18, Hindustan Unilever, Whirlpool Home Appliances, Reliance Retail, Schneider Electrical, AMEX cards, Welspun India, Max Group & quite a few start-ups across India & South-East Asia. She is the author of 2 bestselling books; Storm the Norm – a first-of-its-kind collection of 20 contemporary stories of truly inspiring businesses & She Storms – a groundbreaking book that celebrates the extraordinary journeys of 17 women who defied norms & shattered barriers. In recognition of her achievements, Ms. Motwani was voted as one of the '50 Most Powerful Women in Indian Business' by Business Today for three consecutive years since 2009. Ms. Motwani has also been recognised amongst the 'Top 50 Women in Media, Marketing and Advertising' by Impact & Colors for 4 consecutive years since 2011. Ms. Motwani has been conferred 'Women at Work Leadership Award 2011' by Asian Confederation of Business and 'Brand Builder of the year' award by NDTV amongst many others. Ms. Motwani is a qualified professional with an MBA.	