



DECCAN FINANCE LIMITED

"Padminnee Towers", 3rd Floor, No.20, Pycrofts Garden Road,
Nungambakkam, Chennai - 600 006. Ph : 044 - 2825 7575, 2825 2625

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting (EGM) of the members of the company will be held on Thursday, 26 February, 2026 AT 10.00 A.M at the Registered office of the Company situated at "Padminnee Towers", 3rd floor, No. 20, Pycrofts Garden Road, Nungambakkam, Chennai - 600006 to transact the following Special business:

1. SPECIAL BUSINESS:

PRIVATE PLACEMENT OF SECURED, UNLISTED, REDEEMABLE NON CONVERTIBLE DEBENTURES (NCDs) WORTH RS. 10.00 CRORES.

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

"RESOLVED THAT pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014, including any modification, amendment, substitution or re-enactment thereof, for the time being in force and the provisions of the memorandum of association and the articles of association of the Company, the approval and consent of the members of the Company, be and is hereby accorded to the board of directors of the Company (the "Board") to issue, and to make offer(s) and/or invitation(s) to eligible persons to subscribe to, 2000 secured, unlisted, redeemable, non-convertible debentures with an option to call by the Board of Directors anytime during its tenure and such other terms as may be determined by the Board ("NCDs"), on a private placement basis, in one or more tranches, for a period of one year from the date of passing of this resolution, provided that the outstanding amounts of all such NCDs at any time during the period shall not exceed INR 10,00,00,000/- (Indian Rupees Ten Crores).;

RESOLVED FURTHER THAT the draft form PAS – 4 (private placement offer letter) placed before the shareholders of the Company be and is hereby approved.;

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) as it may think fit of such NCDs, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions."

For Deccan Finance Limited

SD/-

Sanjay Bhansali
Managing Director (DIN: 01811994)

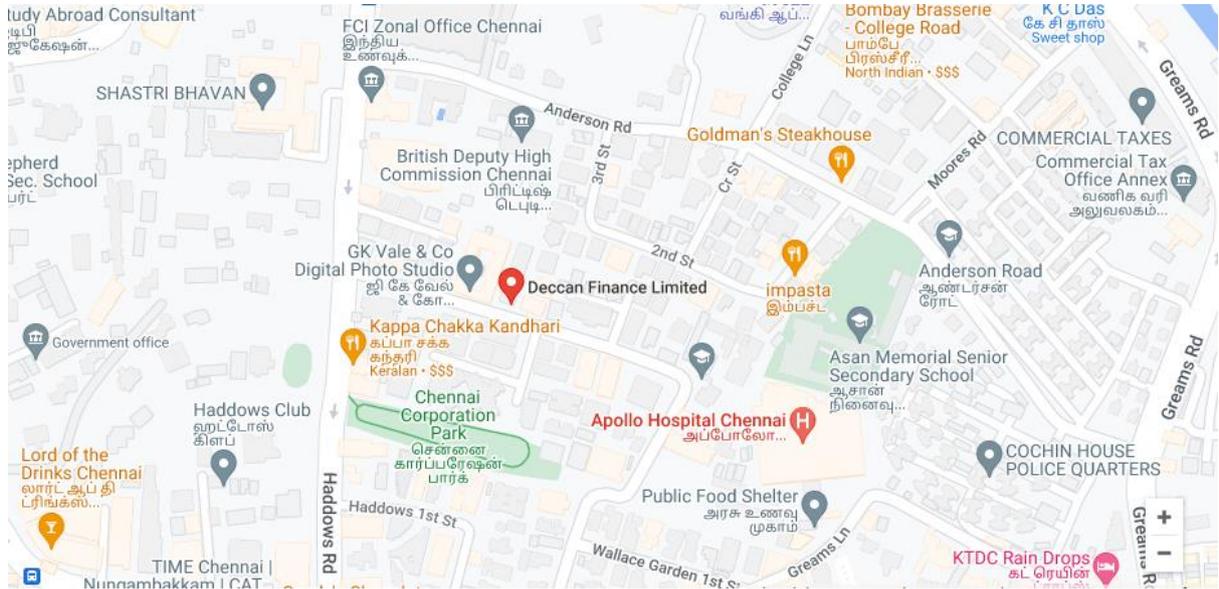
Date : 29/01/2026

Place : Chennai

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") stating material facts and reasons for the proposed resolution(s) is annexed hereto.
2. A member entitled to attend and vote at the Extra-Ordinary General meeting (EGM/Meeting) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.
3. Corporate Members are requested to send to the Company/ Registrar & Share Transfer Agent, a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the EGM, pursuant to Section 113 of the Companies Act, 2013
4. The proxy form, in order to be effective, must be deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed on the record date.
6. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.
7. Members holding shares in dematerialized form are requested to furnish their Client ID and DP ID nos. for easy identification at the Meeting.
8. The members are requested to intimate to the Registrar and Transfer Agents, Cameo Corporate Services Limited, Subramanian Building, V Floor, No.1, Club House Road, Chennai 600 002, Change of Address, if any, at the earliest quoting their registered folio number.
9. Members holding Shares in more than one folio in identical order of names are requested to write to Registrar and Transfer Agents enclosing their Share Certificate to enable us to consolidate their holding in one folio to facilitate better service.
10. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date so as to enable the management to keep the information ready.
11. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar & Share Transfer Agent of the Company.
12. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company from the date of receipt of notice until the date of general meeting on all days except Saturdays, Sundays and public holidays.
13. Members may note that the Notice of the general meeting available on the Company's website. Members that require communication in physical form in addition to ecommunication, may write to the Company / Registrar & Transfer Agent at priya@cameoindia.com.
14. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member.

Road map to the venue of the meeting:



**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE
COMPANIES ACT, 2013**

Item No. 1

TO APPROVE ISSUE OF NON-CONVERTIBLE DEBENTURES

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules") deals with private placement of securities by a company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("Members") by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("NCDs") exceeding the limits prescribed therein, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (One) Year from the date of passing of the aforementioned special resolution.

In order to augment resources for on-lending by the Company, repayment/refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes etc. the Company may invite subscription for (a) subordinated, (b) unlisted, (c) secured, (d) with an option to call/put (e) non convertible (f) any others (as may be determined by the Board) NCDs to be issued by the Company, in one or more series/tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium and the issue price (including premium, if any) shall be decided by the board of directors of the Company ("Board") on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

Particulars of the offer including date of passing board resolution	Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year. In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs (whether secured/unlisted, redeemable) NCDs) shall be decided from time to time, within the period of 10 (Ten) Months from the date of the
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	<p>aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p>
<p>Kinds of securities offered and the price at which the security is being offered</p>	<p>Non-convertible debt securities/NCDs. The NCDs will be offered/issued either at par or at premium which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.</p>
<p>Basis or justification for the price (including premium, if any) at which the offer or invitation is being made</p>	<p>Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).</p>
<p>Name and address of valuer who performed valuation</p>	<p>Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.</p>
<p>Amount which the company intends to raise by way of securities</p>	<p>The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 10 (Ten) Months from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 10 (Ten) Months from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Section 42 of the Companies Act, 2013. The Company intends to raise funds upto Rs. 10 Crores.</p>
<p>Material terms of raising of 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</p>	<p>The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 10 (Ten) Months from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue</p>

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board to issue such NCDs on private placement basis up to INR 10,00,00,000/- (Ten Crores Only) as stipulated above, in one or more tranches.

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

None of the directors and key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested in this resolution.

In view of above, the board of directors recommends the passing of this resolution as Special Resolution.

PROXY FORM - MGT-11

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

CIN:	U65910TN1978PLC007632
Name of the company	Deccan Finance Limited
Registered office:	No.20, 3rd Floor, Pycrofts Garden Road Nungambakkam Chennai - 600006
Name of the member	
Registered address	
E-mail Id:	
Folio No/ Client Id:	

I/We, being the member (s) of shares of the above named company, hereby appoint:

1	Name	2	Name
	Address		Address
	Email Id		Email Id
	Signature		Signature

OR failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary general meeting of the company, to be held on the date, time and venue given in the Notice and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	For	Against
1.	Issue of Non Convertible Debentures		

* for detailed information please refer to the notice calling EGM

Signed this _____ day of _____ 20____

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp of Re. 1

NOTES:-

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not to be a member of the Company.
3. A person can act as a proxy on behalf of member not exceeding fifty and holding in the aggregate not more than 10% of the total share capital carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders shall be stated.
5. For resolutions, explanatory statement and notes please refer to the notice of general meeting.
6. Please complete all the details including details of member.