

Notice is hereby given that the 38th Annual General Meeting (AGM) of the Members of **FINSTARS CAPITAL LIMITED** ("the Company") shall be held on, 28th day of September 2026 at 4:00 p.m at the registered office of the Company situated at 701, 7th Floor, Pinnacle Business Park, Opp. Royal Orchid, Prahlad Nagar, Ahmedabad, Gujarat - 380015 to transact the following businesses:

ORDINARY BUSINESSES:

1. **Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 and Reports of the Auditors and the Directors thereon:**

To receive, consider and adopt the Annual Audited Financial Statements of the Company including the Balance Sheet as on 31 March, 2026, and the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended 31 March, 2026 together with the Reports of the Board of Directors and Auditors thereon.

2. Appointment of Director in place of Mrs. Nisha More (DIN: 02878931)) Director, who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3: Approval to advance any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013:

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

RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding Rs. 300 Crores (Rupees Three hundred Crores Only) for the financial year 2026-27, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or

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security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all

necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

Item No. 4: To approve related party transactions u/s 185 of the Companies Act, 2013:

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into contract(s)/ arrangement(s)/ transaction(s) with parties as detailed in the table(s) forming part of the Explanatory Statement annexed to this notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the providing and/or receiving of loans or guarantees or securities or making investments, or any other transactions of whatever nature, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arm's length basis, within the aggregate limits and during the financial years as mentioned in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

Item No. 5: TO INCREASE BORROWING POWER PURSUANT TO SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modification(s), the following

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resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, or re-enactments thereof) and pursuant to the provisions of the Articles of Association of the Company, approval of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow for and on behalf of the Company, from time to time, any sum of money, from any one or more of the Company's bankers and/or from any one or more other banks, persons, firms, companies/body corporate, financial institutions, institutional investor(s) and/or any other entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance, deposits, loans, or bill discounting, issue of debentures, commercial papers, long or short term loan(s), syndicated loans, either in rupees and/or such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties (whether movable or immovable, present or future) and all or any of the undertaking of the Company, stock-in-process or debts, for the purpose of the Company's business, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed, at any time, the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves which are not set apart for any specific purposes, provided that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed Rs. 300.00 Crores (Rupees Three Hundred Crores Only)."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or any person authorized by the Board from time to time in this regard 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, securities or otherwise as they may think fit."

"RESOLVED FURTHER THAT Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

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Tel/ Fax No.: + 91 79 - 40327415

Website:

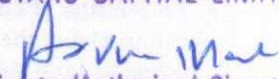
www.finstarscapital.com

September 01, 2026

Ahmedabad

By the Order of Board of Directors
For, Finstars Capital Limited

For, FINSTARS CAPITAL LIMITED


Director/Authorised Signatory
(Mr. Barun More) Chairman &
Director, DIN: 07505258



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mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.

14. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

15. Members may also note that the Notice of this AGM will be available on the website of the Company i.e <https://finstarscapital.com/>.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 03

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans take by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities. Hence, in order to enable the company to advance loan to Managing Director/Whole Time Director/associates/ other Companies/ Firms in which Directors are interested directly or indirectly under Section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

Item No. 04

Pursuant to the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of Board of Directors and prior approval of the members by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as is specified in the Rules made there under from time to time. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in the ordinary course of business on an arm's length basis. However, pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members through Ordinary Resolution is required for related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceeds Rupees 1000 crores or 10% of annual the turnover of the Company, as per the last audited financial statements of the Company whichever is lower. All the Related Party Transactions entered / proposed to be entered into by the Company are at arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required. The particulars of the contract / transactions with its related party are as under:



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Name of the Related Party	Nature of Relationship	Nature of Transaction	Limit (For the year 2026-27)
Sunrise Guilts Private Limited	A Body corporate in which close relatives of Mr. Barun More are Directors and holding more than 90% of the shares of Sunrise gilts private Limited.	1. Interest and loan taken and paid 2..purchase and sales Of bonds	Not exceeding 7000 cr.

The Board of Directors recommend the special resolution for the approval by the members. Except Mr. Barun More and Mrs. Nisha More none of the Director, KMP and their relatives is in any way concerned or interested financially or otherwise in this resolution except to the extent of their shareholding.

Item No. 05

To increase borrowing powers under Section 180(1)(c) of the Companies Act, 2013

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow money, apart from temporary loans obtained from the company's bankers in the ordinary course of business, exceeding the aggregate of the paid-up share capital of the company and its free reserves, without the approval of members via a special resolution. Keeping in view the company's expansion plans, business growth, and long-term capital requirements, the Board of Directors at their meeting held on 1st September, 2026 proposed to increase the existing borrowing limits. It is proposed to authorize the Board to borrow monies from time to time, notwithstanding that the money to be borrowed together with the money already borrowed by the company (apart from temporary loans) will exceed the aggregate of paid-up share capital and free reserves, up to a maximum limit of 300 crores only for the year 2026-27.

The Board recommends the special resolution set out at Item No. [5] for the approval of the members. None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Date: 1st September, 2026

Place: AHMEDABAD

By the Order of Board of
Directors

For, Finstars Capital
Limited

For, FINSTARS CAPITAL LIMITED

Barun More
Director/Authorised Signatory

Mr Barun More
Director

Din no 07505258



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Annexure A	
Brief Particulars of Directors seeking Appointment/ Re-appointment at the forthcoming Annual General Meeting Pursuant of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by the ICSI:	
Name of the Director	Mrs. Nisha More
Date of Birth	08-11-83
Director Identification Number (DIN)	02878931
PAN	ADYPA1960G
Age	43 YEARS
Date of Appointment on Board	26-04-2017
Qualification	B.com
Experience	18 years
Nature of expertise in specific functional area	Mrs. Nisha More (Agarwal) is the Director of "Finstars Capital Limited" having experience of more than 18 years in the Indian Financial Market with a deep financial market insights enables Finstars Capital Limited to foresee the future market trends and take initiatives to leverage the market opportunities which is beneficial for the Company for its growth till now and also for near future.
Shareholding in Finstars Capital Limited (31.03.2026)	16,21,186 Equity shares
List of Directorships held in other Companies	Nil
Memberships/Chairmanships of Audit and Stakeholders' Relationship Committees across Public/Public Companies	nil
Nature of Director's Interest in any of the resolution	Except Mr Barun More and Nisha More none of the remaining directors are concerned or interested in this resolution.
Remuneration Details	Rs.25,00,000/Annum



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