NOTICE IS HEREBY GIVEN THAT THE SECOND EXTRA-ORDINARY GENERAL MEETING ("EGM") FOR THE FY 2026-27 OF THE SHAREHOLDERS OF APAC FINANCIAL SERVICES PRIVATE LIMITED ("COMPANY") WILL BE HELD AT SHORTER NOTICE ON THURSDAY, JUNE 18, 2026 AT 11.30 A.M THROUGH VIDEO CONFERENCE (VC) FACILITY / OTHER AUDIO VISUAL MEANS (OAVM) FACILITY AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OFFICE NO. 501, 05TH FLOOR, SOUTH ANNEXE TOWER 2, ONE WORLD CENTRE, LOWER PAREL, MUMBAI -400013 TO TRANSACT THE FOLLOWING BUSINESSES

SPECIAL BUSINESSES

ITEM NO 1

TO APPROVE AMENDMENT IN APAC EMPLOYEE STOCK OPTION PLAN 2018

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

"RESOLVED THAT pursuant to Section 62(1)(b) of the Companies Act, 2013 read with the Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 ("Rules") and all other applicable provisions for the time being in force and as may be modified from time to time and the Memorandum of Association and Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and subject to such other approvals, consents, permissions and/or sanctions required, if any and subject to such terms and conditions as may be prescribed / imposed by any of them and the terms of the APAC Employee Stock Option Plan 2018 (ESOP 2018), the consent of the Members of the Company be and is hereby accorded for amendment of the Exercise Period provisions of the ESOP 2018 as per details given in the explanatory statement.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and/or the Board of Directors be and are hereby authorized on behalf of the Company to approve and to execute all amendments and to do all acts, deeds and things necessary to give effect to this amendment including issuing amendment letters and updated scheme documents, in their absolute discretion, deem fit, necessary or desirable for the purpose of bringing into effect and implementing the ESOP 2018, and to settle any issues, questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT Mr. Gunit Chadha, Managing Director and/or Ms. Aditi Nair, Chief Public Officer and/or Mr. Akhil Parikh, Company Secretary of the Company, be and are hereby authorised to take all such actions as may be necessary, desirable or incidental to give effect to this resolution along with issuing a certified true copy of this resolution and to file necessary forms with the Registrar of Companies and do all acts as may be required."

ITEM NO.2

TO APPROVE AMENDMENT IN APAC EMPLOYEE STOCK OPTION PLAN 2024

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

"RESOLVED THAT pursuant to Section 62(1)(b) of the Companies Act, 2013 read with the Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 ("Rules") and all other applicable provisions for the time being in force and as may be modified from time to time and the Memorandum of Association and Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and subject to such other approvals, consents, permissions and/or sanctions required, if any and subject to such terms and conditions as may be prescribed / imposed by any of them and the terms of the APAC Employee Stock Option Plan 2024 (ESOP 2024), the consent of the Members of the Company be and is hereby accorded for amendment of the Exercise Period provisions of the ESOP 2024 as per details given in the explanatory statement.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and/or the Board of Directors be and are hereby authorized on behalf of the Company to approve and to execute all amendments and to do all acts, deeds and things necessary to give effect to this amendment including issuing amendment letters and updated scheme documents, in their absolute discretion, deem fit, necessary or desirable for the purpose of bringing into effect and implementing the ESOP 2024, and to settle any issues, questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT Mr. Gunit Chadha, Managing Director and/or Ms. Aditi Nair, Chief Public Officer and/or Mr. Akhil Parikh, Company Secretary of the Company, be and are hereby authorised to take all such actions as may be necessary, desirable or incidental to give effect to this resolution along with issuing a certified true copy of this resolution and to file necessary forms with the Registrar of Companies and do all acts as may be required."

NOTES

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 03/2025 dated September 22, 2025 read with General Circular No 20/2020 dated May 05, 2020, General Circular No.10/2022 dated December 28, 2022, General Circular No 09/2023 dated September 25, 2023 and General Circular No 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") permitted the holding of the EGM without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), MCA Circulars, the EGM of the Company is being held through VC/OAVM. Hence, Members must attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes at the EGM.

3. Corporate/Institutional members intending to attend the Meeting are requested to send a certified copy of the Board/ Governing Body Resolution authorizing their representative to attend and vote on their behalf at the Meeting. A person authorised by resolution under Section 113(1) of the Companies Act, 2013, shall be entitled to exercise the same rights and powers on behalf of the body corporate which he/she represents.

4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at compliance@apacfin.com.

7. Explanatory Statement pursuant to Section 102(1) of the Act setting out material facts in respect of item nos. 1 and 2is annexed hereto.

8. EGM has been convened through VC/OAVM in compliance with the applicable provisions of the Act read with MCA Circulars.

9. All documents referred to in the Notice will be open for inspection through electronic mode during the continuation of the EGM.

10. This meeting is being called at a shorter Notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Act, a General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by members, majority in number, entitled to vote and who represent not less than ninety-five percent of such part of the paid-up share capital of the company as gives a right to vote at the meeting. The members are requested to provide their consent to hold the meeting at a shorter notice. at akhil.parikh@apacfin.com

11. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The scheduled venue of the meeting as set forth in the notice convening the meeting, shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. An Invitation to join the EGM has been sent to the Members on their registered email IDs.

2. Members may attend the EGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING, they will be redirected to Meeting Room via browser or by running Temporary Application. To join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.

3. In case of Android/ iPhone connection, Participants will be required to download and install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.

4. Further, Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.

5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

6. The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO. 1 AND 2

TO CONSIDER AND APPROVE AMENDMENT IN APAC EMPLOYEE STOCK OPTION PLAN 2018 AND APAC EMPLOYEE STOCK OPTION PLAN 2024

The members may note that the Company has APAC Employee Stock Option Plan 2018 (“ESOP 2018”) and APAC Employee Stock Option Plan 2024 (“ESOP 2024”) (“**ESOP Plans**”). The said ESOP Plans requires amendment in Exercise Period as the Company intends to extend expiry of the Exercise Period to September 30, 2027, for all ESOP whose Exercise Period expires between June 01, 2026 to August 31, 2027. Accordingly, it is proposed to revise the Exercise Period for above ESOP Plans.

It may further be noted that notwithstanding the aforementioned extension of the expiry of the Extension Period, if an employee resigns/is terminated/retires the vested options shall be exercised in accordance with clause 8 (B) (b) of ESOP 2018 and ESOP 2024.

In terms of the provisions of Section 62 (1) (b) of the Companies Act, 2013 (“the Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, any alteration in the terms of the ESOP Plans shall be approved by the Members by passing of Special Resolutions in the General Meeting. Further, the details as per Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014 are provided below which would be applicable for continuing employees who hold vested options as on date of passing the proposed special resolutions. The Board of Directors through circulation on June 09, 2026 had accorded its approval for amendment to the ESOP Plans, subject to the approval of the Members of the Company. Your Directors recommend the aforementioned resolutions as Special Resolutions.

Accordingly, the Company proposes to amend the provisions pertaining to Exercise Period under the said ESOP Plans in following manner:

ESOP Plans	Clauses	Existing terms in ESOP Plans	New Term proposed in ESOP Plans
ESOP 2018	**8.2 Exercise Period (A) Exercise while in employment / service**	Vested Options can be exercised by the Option Grantees only during the Exercise Window period(s) falling within the Exercise Period of 2 (two) years commencing from the date of Vesting of such Options.	(a) Subject to the provisions of this Plan and applicable law, Vested Options can be exercised by the Option Grantee only during the Exercise Window period falling within the Exercise Period of maximum of four years **(“Maximum Exercise Period”)** commencing from the date of Vesting of such Options. The Exercise Period can also be linked to a liquidity event as determined by the Board.

ESOP Plans	Clauses	Existing terms in ESOP Plans	New Term proposed in ESOP Plans
			(b) Notwithstanding anything contained elsewhere in the ESOP 2018, the Board may issue at its discretion addendum letters to Option Grantees extending the Exercise Period for options granted subject to the Maximum Exercise Period. Such letters shall specify the revised Exercise Period and any other incidental terms and shall not otherwise alter the terms of the underlying Grant except as expressly stated in the said letter.
ESOP 2024	**8.2 Exercise Period (A) Exercise while in employment / service**	Vested Options can be exercised by the Option Grantees only during the Exercise Window period(s) falling within the Exercise Period of minimum 1 (one) and maximum 2 (two) years as may be determined by the Board for each grant made under ESOP Plan 2024 commencing from the date of Vesting of such Options. The Exercise Period can also be linked to a liquidity event as determined by the Board	(a) Subject to the provisions of this Plan and applicable law, Vested Options can be exercised by the Option Grantee only during the Exercise Window period(s) falling within the Exercise Period of minimum of one year and maximum of four years **("Maximum Exercise Period")** as may be determined by the Board for each Grant made under ESOP Plan 2024 commencing from the date of Vesting of such Options. The Exercise Period can also be linked to a liquidity event as determined by the Board. (b) Notwithstanding anything contained elsewhere in the ESOP 2024, the Board may issue at its discretion addendum letters to Option Grantees extending the Exercise Period for options granted subject to the Maximum Exercise Period. Such letters shall specify the revised Exercise Period and any other incidental terms and shall not otherwise alter the terms of the underlying Grant except as expressly stated in the said letter.

A copy of the amended ESOP Plans of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m

The Key Managerial Personnel (KMPs) and Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of the employee stock options granted to them if any. Except as stated above, none of the Directors, KMPs, or their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 & 2 of the Notice".

The Board hereby recommends the resolution, as set forth in item no. 1 and 2 of this notice, for approval by the members by way of **Special Resolution**".

By Order of the Board

For APAC Financial Services Private Limited

AKHIL ASHOK PARIKH

Digitally signed by AKHIL ASHOK PARIKH
Date: 2026.06.09 17:33:08 +05'30'

Akhil Parikh
Company Secretary
Membership No.: ACS 41197
Date: June 09, 2026
Place: Mumbai