NOTICE

Dear Sir/Madam,

Notice is hereby given that an Annual General meeting (AGM) of the members of Veritas Finance Limited (Formerly known as Veritas Finance Private Limited) ("Company") is scheduled to be held on Monday, 21st day of July 2025 at 10:00 AM through Video Conferencing mode (VC) and Other Audio Visual Means (OAVM), and for which the registered office of the Company situated at SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28-C35, CIPET Road, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600032, shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat.

In continuation to MCA's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023, the Ministry of Corporate Affairs has issued the General Circular No. 09/2024 dated 19.09.2024, which allows the Companies, whose AGMs are due in the year 2024 or 2025, to conduct their AGMs through Video Conference or Other Audio Visual Means (VC / OAVM) in accordance with the framework provided in the aforementioned circulars upto September 30, 2025.

As per the circular, the members may attend the Annual General Meeting via video conferencing or other audio-visual means. Keeping in line with the above notifications, the members are hereby informed that they may attend the AGM through VC / OAVM mode on July 21, 2025, at 10:00 AM.

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

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

The meeting is scheduled to transact the following businesses:

ORDINARY BUSINESSES:

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

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

RESOLVED THAT pursuant to section 129, 134, 137 and such other applicable provisions of the Companies Act, 2013, read with rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactments, notified from time to time), the audited financial statements including statement of Profit and Loss Account, Balance Sheet of the Company as on March 31, 2025, along with the notes thereon, schedules thereto, Cash Flow Statements, Board's Report, and the Auditors' Report as on that date be and are hereby considered, approved and adopted.

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

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

2) **TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. PRIYAMVADA RAMKUMAR (HOLDING DIN: 07878808) AS A NOMINEE DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT:**

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

RESOLVED THAT in accordance with the provisions of Section 152, other applicable provisions of the Companies Act, 2013, the provisions of the Articles of Association, and based on the recommendation received from Nomination and Remuneration Committee and Board of Directors, Ms. Priyamvada Ramkumar (holding DIN: 07878808), Non-Executive Nominee Director, who retires by rotation, and being eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Nominee Director of the Company.

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

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

SPECIAL BUSINESSES:

3) **TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. D. ARULMANY (DIN: 00009981) AS THE MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY FOR A FURTHER TERM OF FIVE YEARS:**

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

RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded to the re-appointment of Mr. D. Arulmany (DIN: 00009981) as Managing Director and Chief Executive Officer of the Company for a further period of five years with effect from July 03, 2025, to July 02, 2030.

RESOLVED FURTHER THAT the Board of Directors (which includes the Nomination & Remuneration committee thereof) be and is hereby authorised to fix, alter, vary and revise the terms and conditions of appointment and/ or remuneration during the period of his continuance in the office of Managing Director of the Company from time to time to the extent the Board of Directors may deem appropriate, provided that any such variation is within the overall limits as prescribed in the

Companies Act, 2013, and Rules made thereunder.

RESOLVED FURTHER THAT in any financial year, during the currency of his tenure, if the Company has no profits or its profits are inadequate, it may pay remuneration to Mr. D. Arulmany (DIN: 00009981), Managing Director and Chief Executive Officer, by way of salary, allowances, commissions and perquisites not exceeding the limits specified in Part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT any documents so executed and delivered or acts and things done or caused to be done by Mr. D. Arulmany (DIN: 00009981) in the scope of Managing Director and Chief Executive Officer prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT any of the directors or Ms. V. Aruna, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to furnish such intimations to the Reserve Bank of India and any other relevant statutory authorities, and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution and to take all such steps and actions for the purposes of making all such filings and registrations as may be required in this connection and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

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

4) **TO CONSIDER AND APPROVE THE PAYMENT OF ANNUAL COMMISSION TO THE INDEPENDENT DIRECTORS OF THE COMPANY FOR FY 2024-25:**

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

RESOLVED THAT pursuant to the provisions of Section 149, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company and, subject to other approvals as may be required, approval of members of the Company be and is hereby accorded to pay remuneration by way of commission to the Non-Executive Independent Directors of the Company, excluding the fees payable to them for attending the meeting of the Board or Committees, of such sum as the Board of Directors may from time to time determine, provided that the payment and distribution of such sum by way of commission, in aggregate shall not exceed, one per cent of the net profits of the Company for each financial year as computed in the manner laid down in section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof.

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

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

By Order of the Board of Directors

For Veritas Finance Limited
(Formerly known as Veritas Finance Private Limited)

Ms. V. Aruna
Company Secretary & Compliance Officer

Place: Chennai
Date: June 28, 2025

Veritas Finance Limited
(formerly known as Veritas Finance Private Limited)
SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28 - C35,
CIPET Road, Thiru Vi ka Industrial Estate, Guindy, Chennai 600032.
Tel: 044 46150011; web: www.veritasfin.in; email: corporate@veritasfin.in
CIN: U65923TN2015PLC100328

NOTES

1. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual general meeting is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA Circulars dated May 05, 2020, May 05, 2022, December 28, 2022, September 25, 2023, and September 19, 2024, through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form and attendance slip including route map for AGM are not annexed to this notice.
2. However, a Body Corporate member is entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes. Institutional/corporate members, are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and cast their votes.
3. The deemed venue for e-AGM shall be the registered office of the Company i.e. SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28-C35, CIPET Road, Thiru Vi Ka Industrial Estate, Guindy, Chennai – 600032.
4. Notice of AGM along with the copies of Financial Statements for the financial year ended March 31, 2025, including Board's Report and Auditors Report thereon as approved in the Board Meeting held on April 30, 2025, is being sent through e-mail to all members/Beneficiaries electronically, whose names appear on the Register of Members / Record of Depositories, on their registered e-mail id with the Company and no physical copy of the same would be dispatched. Notice calling the AGM and Annual Report has also been uploaded on the website of the Company at www.veritasfin.in.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed and it forms part of this notice.
6. The Company shall conduct the AGM through VC / OAVM by using Zoom meetings ("Zoom") and the members are requested to follow instructions as stated in this notice for participating in this AGM through Zoom. An invite of the AGM shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the same through Zoom.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning

the quorum under Section 103 of the Act. In case of joint holder(s) attending the meeting through VC / OAVM, only such joint holder who is higher in the order of names will be entitled to vote.

8. Participants i.e. Members, Directors, Key Managerial Personnel and Auditors to whom this notice is being circulated are allowed to submit their queries, questions etc. before the AGM in advance on the e-mail address i.e. secretarial@veritasfin.in. Further, questions may also be posed concurrently during the AGM.
9. Members who have not registered their e-mail addresses are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.
10. The Register of Directors and Key Managerial Personnel, register of members and other registers maintained under Section 170 of the Companies Act, 2013, and all other documents referred to in the Notice will be open for inspection by the members between 11:00 AM to 04:00 PM on any working day at the registered office of the Company up to and including the date of AGM. Members seeking to inspect such documents can send an email at secretarial@veritasfin.in.

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

1. The meeting begins at 10:00 AM on Monday, July 21, 2025. The members shall be allowed to login to the meeting from 09:30 AM to 10:00 AM. The link shall not be closed till the expiry of 15 minutes after such scheduled time.
2. The meeting shall be conducted through Zoom platform. The Video Conferencing login details including the meeting ID and the password, will be sent to the members to their registered e mail address with the Company, well ahead of the meeting.
3. Upon entering the meeting ID and the password, you will be connected to the virtual meeting room. The members are advised to log on to the Zoom website or log on through the Zoom mobile application 15 minutes before the meeting.
4. Further, members will be allowed to use camera, if required, and hence use internet with a good speed to avoid any disturbance during the meeting.
5. Members are requested to keep their Video **ON** at the time of voting to enable the Company to ascertain the votes cast on business transacted at the AGM. In case a poll is demanded on any item, members shall convey their vote by sending e-mail to secretarial@veritasfin.in .
6. The result of voting shall be declared in the meeting and the meeting shall be deemed to be

conclusive after the declaration of result.

7. Members who need assistance before or during the AGM or if there any difficulties/ grievances relating to participation in the meeting shall contact Ms. V. Aruna, Company Secretary & Compliance Officer on 044- 46150029 or at Email Id: secretarial@veritasfin.in.
8. The facility of participation at the AGM through VC / OAVM will be made available to all the Directors, Members, Statutory Auditors, Secretarial Auditors and Debenture Trustees.
9. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/ video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of technical issue.

Veritas Finance Limited Chennai 600 032 Guindy

V.A

Veritas Finance Limited
(formerly known as Veritas Finance Private Limited)
SKCL Central Square 1, South and North Wing, 7th Floor, Unit # C28 - C35,
CIPET Road, Thiru Vi ka Industrial Estate, Guindy, Chennai 600032.
Tel: 044 46150011; web: www.veritasfin.in; email: corporate@veritasfin.in
CIN: U65923TN2015PLC100328

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

Item No. 3: TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. D. ARULMANY (DIN: 00009981) AS THE MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY FOR A FURTHER TERM OF FIVE YEARS:

1. Mr. D. Arulmany (DIN: 00009981) was appointed as the Managing Director and Chief Executive Officer of the Company for a period of 5 years with effect from July 03, 2020. Accordingly, the current term of appointment of Mr. D. Arulmany is due to expire on July 02, 2025.

2. Based on the recommendation of Nomination and Remuneration Committee in its meeting held on April 29, 2025, the Board in its meeting held on April 30, 2025, subject to the approval of the members, has approved the re-appointment of Mr. D. Arulmany (DIN: 00009981) as the Managing Director and Chief Executive Officer of the Company for a further period of five years after his current tenure ends on July 02, 2025.

3. Mr. D. Arulmany (DIN: 00009981) is not disqualified from being re-appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed and has given his consent to act as the Managing Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the said Act and Part-I of Schedule V thereof and hence, is eligible for re-appointment. His consent in writing for the proposed reappointment along with other applicable disclosures as required under the Act including form MBP-1 & DIR-8 will be available for inspection at the meeting.

4. Considering the valuable contributions made by Mr. D. Arulmany, it is proposed to re-appoint him for a further period of five years in line with the applicable provisions of Companies Act, 2013 ("Act"). The Company has received his notice of candidature as required under Section 160 of the Act.

5. A brief profile of Mr. D. Arulmany is provided in the "Annexure - 2" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

6. The Members may note that, based on the recommendation of the Nomination & Remuneration Committee at its meeting held on April 29, 2025, the Board in its meeting held on April 30, 2025, subject to the approval of the members, has approved the remuneration for Mr. D. Arulmany for FY 2025-26, the broad particulars of which are as below:

- **Fixed pay:** Rs. 25.23 Lakhs per month with such incremental revision as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time. For the purpose of this clause, the term "Fixed Pay" shall mean and include: (i) basic salary payable; (ii) all allowances including but not limited to HRA, LTA, special allowance, and other allowances and benefits including but not restricted to reimbursement of expenses on medical, telephones, insurance, etc. and any other allowances and benefits as may be sanctioned by the Board from time to time.

- **Variable Pay:** In addition to Fixed Pay, Mr. D. Arulmany shall also be entitled to annual performance pay of Rs. 70 Lakhs with such incremental revision as may be determined by the Nomination & Remuneration Committee and approved by the Board of Directors from time to time.

- **Perquisites:** Perquisites/benefits will include provident fund, encashment of unavailed leave, gratuity, medical reimbursement, car scheme, personal accident insurance and perquisites as approved by the Board, from time to time, as per the policy / rules of the Company.

- In the event of inadequacy of profits or loss in any financial year, the remuneration by way of salary, allowances, commission, perquisites and retirement benefits to Mr. D. Arulmany, shall be paid in accordance with Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

7. The proposed remuneration of Mr. D. Arulmany for FY 2025-26 and thereafter to be fixed for each financial year during his tenure, shall be within the limits as prescribed under the Section 197 read

with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force).

8. The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

9. The Board of Directors of your Company recommends passing of the resolution set out at Item No. 3 as **Special Resolution**.

10. Other than Mr. D. Arulmany, whose tenure ends on July 02, 2025, and his relatives to the extent of their shareholding in the Company, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice.

Item No. 4: TO CONSIDER AND APPROVE THE PAYMENT OF ANNUAL COMMISSION TO THE INDEPENDENT DIRECTORS OF THE COMPANY FOR FY 2024-25:

1. As on March 31, 2025, the Board of Directors of the Company consists of five Independent Directors. The Independent Directors bring relevant knowledge and expertise and provide required diversity in Board's decision-making process. Pursuant to Section 149(9), an independent director is entitled to receive (a) sitting fee for Board/Committee meetings as may be prescribed under second proviso in Section 197(5); (b) reimbursement of expenses for attending the Board/Committee meetings, if any; (c) profit related commission as may be approved by the members.

2. Considering the aforementioned provisions, the Company has proposed to pay commission to the Independent Directors with the approval of the members. Based on the recommendation of Nomination and Remuneration Committee in its meeting held on April 29, 2025, the Board, in its meeting held on April 30, 2025, subject to the approval of the members, has approved to pay the following commission to the non-executive Independent Directors of the Company within the permissible limits under the Companies Act, 2013 and subject to such commission in aggregate does not exceed one per cent of the net profits of the Company for FY 2024-25:

- Mr. Raj Vikash Verma, non-executive Chairman and Independent Director: Rs. 30,00,000 per annum
- Mr. Suresh Subramanian, non-executive Independent Director: Rs. 20,00,000 per annum
- Mr. Mathew Joseph, non-executive Independent Director: Rs. 20,00,000 per annum
- Mr. Sankarson Banerjee, non-executive Independent Director: Rs. 20,00,000 per annum
- Ms. Susan Thomas, non-executive Independent Director: Rs. 20,00,000 per annum

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

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

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

6. Other than the Independent Directors of the Company to the extent of the commission that they may receive, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

Veritas Finance Limited Chennai 600 032 Guindy

V.AN

VERITAS FINANCE

Annexure - 1

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

Details of Ms. Priyamvada Ramkumar:

Name of Director	Ms. Priyamvada Ramkumar
Designation	Nominee Director
DIN	07878808
Date of Birth / (Age)	14/10/1982 / 42 years
Qualifications	Bachelor's degree in commerce, Postgraduate diploma in business management
Brief resume and Experience	Priyamvada Ramkumar is a Non-Executive Director of the Company. She holds a bachelor's degree in commerce from Stella Maris College, Chennai, Tamil Nadu and a postgraduate diploma in business management from XLRI School of Management, Jamshedpur, Jharkhand. She has over 18 years of experience in investment & commercial banking. Previously, she has been associated with Veda Corporate Advisors Private Limited as Vice President and ABN Amro Bank N.V., as Assistant Relationship Manager (Commercial Banking).
Expertise in specific Functional areas	Advisory and Commercial Banking Industry
Terms and conditions of appointment	Ms. Priyamvada Ramkumar was appointed as the Nominee Director (Lok Capital Growth Fund) with effect from October 12, 2018.
Remuneration sought to be paid	NIL
Date of first appointment on the Board	October 12, 2018
Shareholding in the Company as on date	NIL
Relationship with other Directors, Manager and KMP of the Company	None.
Number of Board Meetings attended during FY 2024-25	11
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. Sundaram Finance Holdings Limited - Director
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable.

Annexure - 2

Details of Mr. D. Arulmany:

Name of Director	Mr. D. Arulmany
Designation	Managing Director & Chief Executive Officer
DIN	00009981
Date of Birth / (Age)	09/03/1963 / 62 years
Qualifications	Post Graduate Diploma in Rural Management from (PGDRM) IRMA with graduation in Bachelor of Business Administration (BBA), Madurai Kamaraj University, Global Programme for Management from University of Michigan Business School.
Brief resume and Experience	D. Arulmany is the Founder and Managing Director & CEO of the Company. He holds a bachelor's degree in business administration from Madurai Kamaraj University, Madurai, Tamil Nadu and a post graduate diploma in Rural Management from (PGDRM) Institute of Rural Management, Anand. He has also completed a global programme for management development from University of Michigan Business School, Michigan. He has over 25 years of experience in the financial services industry. Previously, he was associated with Aptus Value Housing Finance India Limited as President & CEO and with Cholamandalam Investment and Finance Company Limited.
Expertise in specific Functional areas	Financial Services Industry
Terms and conditions of appointment	Mr. D. Arulmany was re-appointed as the Managing Director and CEO of the Company for a period of five years from July 03, 2020.
Remuneration sought to be paid	As set out in the explanatory statement.
Date of first appointment on the Board	Date of first appointment as Director - April 30, 2015 Date of first appointment as Managing Director – July 03, 2015
Shareholding in the Company as on date	Holds 1,24,49,491 equity shares constituting 9.19% of the total equity share capital
Relationship with other Directors, Manager and KMP of the Company	None.
Number of Board Meetings attended during FY 2024-25	12
Other Directorships, Membership/ Chairmanship of Committees of other Boards	None.
In the case of independent directors, the skills and capabilities required for the role and the manner in which	Not Applicable.

the proposed person meets such requirements	

Annexure – 3

Details of Mr. Raj Vikash Verma

Name of Director	Mr. Raj Vikash Verma
Designation	Chairman and Non-Executive Independent Director
DIN	03546341
Date of Birth / (Age)	17/01/1955 / 70 years
Qualifications	Bachelor's degree in Economic (Honours) from Hindu College, University of Delhi, Delhi and master's degree in economics from The Delhi School of Economics, University of Delhi, Delhi. He also holds a Master of Business Administration from the University of Delhi, Delhi
Brief resume and Experience	Mr. Raj Vikash Verma is the Chairman and Non-Executive Independent Director of the Company. He is a member of the Indian Institute of Banking & Finance. He has over 34 years of experience in banking. Prior to joining our Company, he served as the whole-time member and the officiating chairperson of the Pension Fund Regulatory and Development Authority and as the chairman and managing director of the National Housing Bank. He was also associated with Central Registry of Securitization Asset Reconstruction and Security Interest of India as Registrar, Managing Director and Chief Executive Officer.
Expertise in specific Functional areas	Banking and Finance Industry
Terms and conditions of appointment	Mr. Raj Vikash Verma was appointed as the Chairman and Non-Executive Independent Director of the Company with effect from July 16, 2024.
Remuneration sought to be paid	As set out in the explanatory statement, excluding sitting fees of Rs. 8,30,000/- already paid for FY 2024-25
Date of first appointment on the Board	Date of first appointment as Additional Director – July 16, 2024 Date of regularisation – September 30, 2024
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and KMP of the Company	None.
Number of Board Meetings attended during FY 2024-25	10
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. RMBS Development Company Limited - Director 2. SBI Pension Funds Private Limited - Nominee Director 3. Encore Asset Reconstruction Company Private Limited – Director 4. Aadhar Housing Finance Limited - Director
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Financial Services; Management and Governance; Consumer behaviour, sales, marketing and customer experience; Understanding of accounting and financial statements; Risk, Assurance and Internal Controls; Regulatory, Public policy and economics; Business Transformation and Strategy; Experience

	in dealing with the Government and Regulators and external stakeholders.

Details of Mr. Suresh Subramanian

Name of Director	Mr. Suresh Subramanian
Designation	Non-Executive Independent Director
DIN	02070440
Date of Birth / (Age)	20/07/1960 / 64 years
Qualifications	Bachelor's degree in commerce (Honours Course) from University of Delhi, Delhi, fellow member of the Institute of Chartered Accountants of India.
Brief resume and Experience	Mr. Suresh Subramanian is a Non-Executive Independent Director of the Company. He has experience in auditing and accounting. He was previously associated with S. R. Batliboi & Associates LLP as a partner with their assurance practice.
Expertise in specific Functional areas	Auditing and Accounting
Terms and conditions of appointment	Mr. Suresh Subramanian was appointed as the Non-Executive Independent Director of the Company with effect from November 24, 2023.
Remuneration sought to be paid	As set out in the explanatory statement, excluding sitting fees of Rs. 15,80,000/- already paid for FY 2024-25
Date of first appointment on the Board	Date of first appointment as Additional Director – November 24, 2023 Date of regularisation – December 23, 2023
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and KMP of the Company	None.
Number of Board Meetings attended during FY 2024-25	12
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. Delphi-TVS Technologies Limited - Director 2. Manikaram Seva Foundation - Director 3. Saksoft Limited - Director 4. Sundaram Trustee Company Limited - Director 5. Coromandel International Limited - Director
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Financial Services; Management and Governance; Technology and Digital Innovation; Understanding of accounting and financial statements; Risk, Assurance and Internal Controls; Regulatory, Public policy and economics; Business Transformation and Strategy.

Details of Mr. Mathew Joseph

Name of Director	Mr. Mathew Joseph
Designation	Non-Executive Independent Director
DIN	01033802
Date of Birth / (Age)	06/05/1961 / 64 years
Qualifications	Member of the Institute of Chartered Accountants of India
Brief resume and Experience	Mr. Mathew Joseph is a Non-Executive Independent Director of the Company. He has over 36 years of experience in the financial industry. Previously, he was associated with HDFC Bank Limited as a member of Executive Management and Chief Risk Office.
Expertise in specific Functional areas	Financial Industry
Terms and conditions of appointment	Mr. Mathew Joseph was appointed as the Non-Executive Independent Director of the Company with effect from November 24, 2023.
Remuneration sought to be paid	As set out in the explanatory statement, excluding sitting fees of Rs. 15,20,000/- already paid for FY 2024-25
Date of first appointment on the Board	Date of first appointment as Additional Director – November 24, 2023 Date of regularisation – December 23, 2023
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and KMP of the Company	None.
Number of Board Meetings attended during FY 2024-25	11
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. Tamilnadu Urban Infrastructure Financial Services Limited - Nominee Director 2. Tamilnadu Urban Infrastructure Trustee Company Limited - Nominee Director 3. IIFL Home Finance Limited - Independent Director
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Financial Services; Management and Governance; Consumer behaviour, sales, marketing and customer experience; Understanding of accounting and financial statements; Risk, Assurance and Internal Controls; Regulatory, Public policy and economics; Human Resource; Business Transformation and Strategy.

Details of Ms. Susan Thomas

Name of Director	Ms. Susan Thomas
Designation	Non-Executive Independent Director
DIN	09760548
Date of Birth / (Age)	26/04/1967 / 58 years
Qualifications	Bachelor's degree in arts from the Women's Christian College, University of Madras, Chennai, a master's degree in arts from University of Madras, Chennai and Doctor of Philosophy from Indian Institute of Technology, Madras, Chennai.
Brief resume and Experience	Ms. Susan Thomas is a Non-Executive Independent Director of the Company. She has over 18 years of experience in Human Resources. Previously, she was associated with Loyola Institute of Business Administration as Associate Professor (Human Resource), with Murugappa group as the Head – Group Human Resource Department and with Sundram Fasteners Limited as Executive Vice President – Human Resource.
Expertise in specific Functional areas	Human Resources
Terms and conditions of appointment	Ms. Susan Thomas was appointed as the Non-Executive Independent Director of the Company with effect from July 16, 2024.
Remuneration sought to be paid	As set out in the explanatory statement, excluding sitting fees of Rs. 9,30,000/- already paid for FY 2024-25
Date of first appointment on the Board	Date of first appointment as Additional Director – July 16, 2024 Date of regularisation – September 30, 2024
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and KMP of the Company	None.
Number of Board Meetings attended during FY 2024-25	10
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. Prashanth Overseas Supplies House Private Limited - Director 2. Joy Foam Private Limited - Director
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Human Resource; Financial Services Management and Governance; Consumer behaviour, sales, marketing and customer experience; Business Transformation and Strategy; Special knowledge and practical experience in CSR and the NGO sector.

Details of Mr. Sankarson Banerjee

Name of Director	Mr. Sankarson Banerjee
Designation	Non-Executive Independent Director
DIN	07407346
Date of Birth / (Age)	06/02/1970 / 55 years
Qualifications	Bachelor's degree in engineering from Indian Institute of Kharagpur, West Bengal and a post-graduate diploma in management from Indian Institute of Management, Calcutta, West Bengal.
Brief resume and Experience	Mr. Sankarson Banerjee is a Non-Executive Independent Director of the Company. He has over 20 years of experience in IT sector. Previously, he was associated with RBL Bank in the capacity of chief information officer, with National Stock Exchange of India Limited in the capacity of chief technology officer - Projects and with India Infoline Limited as chief information officer. He was also associated with Mphasis, Accenture, IBM and Pantaloon Retail (India) Limited.
Expertise in specific Functional areas	IT Sector
Terms and conditions of appointment	Mr. Sankarson Banerjee was appointed as the Non-Executive Independent Director of the Company with effect from March 27, 2024.
Remuneration sought to be paid	As set out in the explanatory statement, excluding sitting fees of Rs. 11,95,000/- already paid for FY 2024-25
Date of first appointment on the Board	Date of first appointment as Additional Director – March 27, 2024 Date of regularisation – April 20, 2024
Shareholding in the Company as on date	Nil
Relationship with other Directors, Manager and KMP of the Company	None.
Number of Board Meetings attended during FY 2024-25	11
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. Zerodha Trustee Private Limited - Director 2. Brave For Free Consulting (OPC) Private Limited - Director 3. Nuvama Wealth Finance Limited - Director 4. Nuvama Custodial Services Limited - Director 5. Epimoney Private Limited - Director
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Financial Services; Management and Governance; Technology and Digital Innovation; Understanding of accounting and financial statements; Risk, Assurance and Internal Controls; Regulatory, Public policy and economics; Business Transformation and Strategy