



Namra Finance Limited

Registered Office: 502-503, SAKAR III, OPP. OLD HIGH COURT, OFF ASHRAM ROAD, AHMEDABAD-380014, GUJARAT, INDIA
PH.: +91-79-40507000, 27541989 E-mail: ho@namrafinance.com CIN: U65999GJ2012PLC069596

Date: September 26, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai-400001

**SUB: Submission of Addendum to the Notice of 13th Annual General Meeting –
Appointment of Statutory Auditors**

Dear Sir/Madam,

In continuation of our earlier intimation dated September 05, 2025 regarding submission of the 13th AGM Notice along with the Director's Report, and pursuant to Regulations 50(2) and 53(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Board of Directors, at its meeting held on September 26, 2025, based on the recommendation of the Audit Committee, has approved an Addendum to the Notice of the 13th Annual General Meeting ("AGM") of the Company scheduled to be held on September 29, 2025.

The Addendum has been issued to inform the Members that, in place of M/s Shah & Patel, Chartered Accountants (FRN 124743W), who were earlier proposed for appointment as the Statutory Auditors of the Company, the Board now recommends the appointment of M/s Talati & Talati LLP, Chartered Accountants (FRN 110758W/W100377) as the Statutory Auditors of the Company for a period of three (3) consecutive financial years commencing from the conclusion of the 13th Annual General Meeting until the conclusion of the 16th Annual General Meeting, subject to approval of the Members, (FY 2025-26 to 2027-28), in compliance with the provisions of the Companies Act, 2013 and the RBI Circular dated April 27, 2021.

Subsequent to the issue of the AGM Notice and upon a detailed review of the eligibility criteria prescribed under the RBI Guidelines, it was observed that M/s Shah & Patel, Chartered Accountants (FRN 124743W) have become ineligible for appointment under one of the conditions of Annexure I of the RBI guidelines.

A copy of the Addendum to the Notice of the 13th AGM, containing the revised Item No. 3 and the updated Explanatory Statement, is enclosed herewith for your information and records.



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Further, we request you to consider Point No. **15 (Auditors and Audit Reports- a) Statutory Auditors)** of the Director's Report as revised and reproduced as below.

“The term of office of M/s Samir M. Shah & Associates, Chartered Accountants (FRN: 122377W), as Statutory Auditors of the Company will conclude at the close of the ensuing Annual General Meeting of the Company. The Board of Directors places on record its sincere appreciation for the professional services rendered by M/s Samir M. Shah & Associates during their tenure as the Statutory Auditors of the Company.

Members may note that although the Board had earlier proposed the appointment of M/s Shah & Patel, Chartered Accountants (FRN: 124743W) as the Statutory Auditors, the firm has subsequently been found ineligible under the eligibility norms prescribed in the Reserve Bank of India guidelines. Accordingly, based on the recommendation of the Audit Committee, the Board proposes the appointment of M/s Talati & Talati LLP, Chartered Accountants (FRN: 110758W/W100377) as the Statutory Auditors of the Company for a period of three (3) consecutive financial years, commencing from the conclusion of the 13th Annual General Meeting until the conclusion of the 16th Annual General Meeting, subject to approval of the Members.

The Auditor's Report for FY 2024-25 does not contain any qualifications, reservations, adverse remarks or disclaimers, and no incidents of fraud were reported by the Statutory Auditors under Section 143(12) of the Companies Act, 2013 during the year under review.”

The Addendum to the Notice is also available on the Company's website at www.namrafinance.com

Kindly take it on your record.

Thanking you,

Yours faithfully,

For Namra Finance Limited

Urvish M. Karathiya

Company Secretary

M. No.: A69313



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NOTICE

Notice is hereby given that the 13th (Thirteenth) Annual General Meeting of Namra Finance Limited will be held at registered office of the Company situated at 502-503, Sakar III, Opp. Old High Court, Off. Ashram Road, Ahmedabad -380014 Gujarat, India on Monday, September 29, 2025 at 10.30 a.m. to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Aalok Patel [DIN-02482747] who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors of the Company and fix their remuneration and in this regard 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 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, appointment procedure and eligibility criteria prescribed under the RBI Guidelines (Ref.No.DoS.CO.ARG/ SEC.01/08.91.001/2021-22) dated April 27, 2021, M/s Talati & Talati LLP, Chartered Accountants (FRN 110758W/W100377), be and are hereby appointed as Statutory Auditors of the Company effective from the conclusion this 13th Annual General Meeting till the conclusion of 16th Annual General Meeting to be held in calendar year 2028 (For FY 2025-26 to FY 2027-28) on such terms including remuneration, reimbursement of expenses (if any) as may be fixed and determined by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

NOTES:

1. A member entitled to attend and vote 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.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the



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commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

3. The Register of Members and the Share Transfer Books in respect of the Equity Shares will remain closed from Tuesday, September 23, 2025 to Monday, September 29, 2025 (both days inclusive) for the purpose of AGM.
4. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.

Date: September 26, 2025

Place: Ahmedabad

For, Namra Finance Limited

Sd/-

Jayendra Patel

Chairman & Managing Director

DIN: 00011814



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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No: 3

M/s Samir M. Shah & Associates, Chartered Accountants (FRN: 122377W), were appointed as the Statutory Auditors of the Company for a tenure of three (3) years from the conclusion of the 10th Annual General Meeting ("AGM") until the conclusion of the 13th AGM of the Company (for the Financial Years 2022-23 to 2024-25).

In accordance with the guidelines for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), Urban Co-operative Banks and NBFCs (including HFCs) dated April 27, 2021, issued by the Reserve Bank of India ("RBI Guidelines"), the Company is required to appoint Statutory Auditors for a continuous period of three years, subject to the firm satisfying the eligibility norms each year as specified in the RBI Guidelines.

Post the expiry of the term of three years, the Statutory Auditors shall be eligible for re-appointment only after a cooling period of six years.

The Board of Directors at its meeting held on August 13, 2025, on the recommendation of the Audit Committee, had earlier considered and approved the appointment of M/s Shah & Patel, Chartered Accountants (FRN 124743W) as Statutory Auditors of the Company for a period of three years from the conclusion of the 13th AGM until the conclusion of the 16th AGM of the Company.

However, subsequent to the issue of the AGM Notice and upon a detailed review of the eligibility criteria prescribed under the RBI Guidelines, it was observed that M/s Shah & Patel, Chartered Accountants (FRN 124743W) have become ineligible for appointment under one of the conditions of Annexure I of the said RBI Circular.

In view of the above and to ensure continued compliance with the RBI Guidelines and the provisions of the Companies Act, 2013 ("the Act"), in meeting dated September 26, 2025, the Audit Committee and the Board of Directors have, after evaluating various parameters including experience of audit partners, clientele, industry expertise and knowledge in the financial services sector, recommended the appointment of M/s Talati & Talati LLP, Chartered Accountants (FRN 110758W/W100377) as the Statutory Auditors of the Company for a period of three (3) consecutive financial years (for FY 2025-26 to FY 2027-28), commencing from the conclusion of the 13th AGM until the conclusion of the 16th AGM of the Company.

M/s Talati & Talati LLP, Chartered Accountants (FRN 110758W/W100377), have consented to their appointment as Statutory Auditors of the Company and have confirmed that their appointment, if made, will be within the limits specified under the Act and the RBI Guidelines and that they are not disqualified from being appointed as Statutory Auditors of the Company.



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Members are requested to note that, if appointed, M/s Talati & Talati LLP, Chartered Accountants (FRN (FRN 110758W/W100377) shall be paid Statutory Audit fees of not exceeding Rs. 12 Lakhs plus applicable taxes, together with reimbursement of out-of-pocket expenses incurred, for performing the Statutory Audit of the Company for the financial year 2025-26.

The fees for any other professional services will be in addition to the above and will be decided by the Company in consultation with the Statutory Auditors and will be subject to approval by the Board of Directors. The remuneration payable for their remaining tenure shall likewise be decided by the Board of Directors or the Committee thereof.

The Board of Directors recommends the resolution set out in Item No. 3 of the AGM Notice to the Members for their consideration and approval, by way of an Ordinary Resolution.

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 Ordinary Resolution set out in Item No. 3 of the AGM Notice.

Date: September 26, 2025

Place: Ahmedabad

For, Namra Finance Limited

Sd/-

Jayendra Patel

Chairman & Managing Director

DIN: 00011814