CRISS FINANCIAL LIMITED

Regd. Office: Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081.

Website: www.crissfin.com | **CIN:** U65993TG1992PLC014687 | **Phone:** 040-44386648

NOTICE

Notice is hereby given that the Thirty-Fourth Annual General Meeting **("AGM")** of the Members of Criss Financial Limited **("the Company")** will be held on Tuesday, August 18 2026, at 11:00 A.M. at the Registered Office of the Company Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081 to transact the following business: -

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements and the Reports of the Board of Directors and Auditors thereon.

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026, together with the Report of the Board of Directors and the Auditors thereon and in this regard to pass, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the Financial Statements of the Company for the Financial Year ended March 31, 2026, and the Report of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

2. To appoint a director in place of Ms. Saakshi Gera, (DIN: 08737182), who retires by rotation and being eligible, offers herself for re-appointment.

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), Ms. Saakshi Gera, (DIN: 08737182), who retires by rotation at the Meeting, and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to retire by rotation."

SPECIAL BUSINESS:

3. To regularize the appointment of Mr. Venkatesh Krishnan (DIN: 02078403) as the Non-Executive Nominee Director of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 , read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Master Directions – Reserve Bank of India (Non-Banking Financial Company – Governance) Directions, 2025 issued by the Reserve Bank of India, including any statutory modification(s) or re-enactment thereof for time being in force, Mr. Venkatesh Krishnan (DIN: 02078403), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 17, 2026, who holds office up to the date of this Annual General Meeting, and in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation".

"**RESOLVED FURTHER THAT** Board of Directors of the company / Company Secretary / KMPs, be and are hereby authorized to file the necessary documents/ form(s) with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

<u>4. To regularize the appointment of Mr. Vinayak Prasad (DIN: 05310658) as the Independent Director of the Company:</u>

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 , read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Master Directions – Reserve Bank of India (Non-Banking Financial Company – Governance) Directions, 2025 issued by the Reserve Bank of India, including any statutory modification(s) or re-enactment thereof for time being in force, Mr. Vinayak Prasad (DIN: 05310658), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 10, 2026, who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of 5 years with effect from June 10, 2026 to June 09, 2031."

"RESOLVED FURTHER THAT Board of Directors of the company / Company Secretary / KMPs, be and are hereby authorized to file the necessary documents/ form(s) with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

By order of the Board
For Criss Financial Limited

Place: Hyderabad
Date: July 21, 2026

Sd/-
Ravina Sood
Company Secretary

NOTES:

1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF/ITSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, 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 A PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. PROXY SHALL NOT HAVE RIGHT TO SPEAK AT THE AGM.

2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

3) Members are requested to communicate their change of address, addressing the Company, Criss Financial Limited, Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081.

4) Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

5) Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

6) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7) The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or arrangements in which Directors are interested, maintained under the Act, will be available for inspection at the AGM.

8) Members can send their queries to Kfin Technologies Limited (Unit: Criss Financial Limited) Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana. Members can also send email to the designated email id: einward.ris@kfintech.com.

9) In support of the "Green Initiative" announced by the Government of India and as well as the provisions of the Act and rules made thereunder, a copy of the Annual Report and the Notice (along with attendance slip and proxy form) are being sent by e-mail to those Members whose e-mail addresses have been made available to the Company/ Depository Participants, unless the Member has requested for a printed copy of the same.

10) Members who have not updated their email IDs, are requested to update the same with their respective Depository Participant ("DPs") or Kfin Technologies Limited, Registrar and Transfer Agent ("R&T") of the Company. Further, Members holding shares in electronic mode are requested to update their email addresses with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s).

11) Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company in the nomination form (SH-13). Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility; and

12) Members desiring any information relating to the financial statements of the Company are requested to write to the Company at least ten (10) days before the AGM, to enable the Company to keep the information ready at the AGM.

13) The documents as referred to in this Notice shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:00 P.M.

By order of the Board
For Criss Financial Limited

Place: Hyderabad **Sd/-**
Date: July 21, 2026 **Ravina Sood**
Company Secretary

Explanatory Statement in respect of Special Business pursuant to provisions of Section 102 of the Companies Act, 2013:

The following explanatory statement(s) sets out all material facts relating to the Special Business specified in the Notice of 34th AGM.

Item No. 3:

The Board of Directors at its meeting held on March 17, 2026, based on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Venkatesh Krishnan (DIN: 02078403) as Additional Director of the Company with effect from March 17, 2026, who holds office till the date of this Annual General Meeting.

Mr. Venkatesh Krishnan holds office as an Additional Director till the date of this AGM and is eligible for being appointed as a Non-Executive Nominee Director of the Company. Pursuant to Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Venkatesh Krishnan requires approval of the Members by way of Ordinary Resolution.

Both the Nomination and Remuneration Committee and the Board are of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his service as Director to strengthen the management of the Company. Approval of the Members is being sought as required in terms of Sections 161 and other applicable provisions of the Companies Act, 2013, by way of an Ordinary Resolution.

The Board recommends the resolution as set out at Item No. 3 of this Notice for Member's approval, by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

Item No. 4:

The Board of Directors at its meeting held on June 10, 2026, based on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Vinayak Prasad (DIN: 05310658) as Additional Director (under Independent Category) of the Company with effect from June 10, 2026 who holds office till the date of this Annual General Meeting.

Mr. Vinayak Prasad holds office as an Additional Director (under Independent category) till the date of this AGM and is eligible for being appointed as an Independent Director of the Company. Pursuant to Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Vinayak Prasad requires approval of the Members by way of Ordinary Resolution.

Both the Nomination and Remuneration Committee and the Board are of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his service as Director to strengthen the management of the Company. Approval of the Members is being sought as required in terms of Sections 161 and other applicable provisions of the Companies Act, 2013, by way of an Ordinary Resolution.

Accordingly pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Act, read with Schedule IV thereto and the applicable RBI Master Directions, approval of the Members is sought for appointment of Mr. Vinayak Prasad as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from June 10, 2026 up to June 09, 2031.

The Board recommends the resolution as set out at Item No. 4 of this Notice for Member's approval, by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

Annexure to the Notice of 34th Annual General Meeting:

Item No. 2: Details of Director who is being appointed or re-appointed as per the Secretarial Standards-2 on General Meeting:

Name	**Ms. Saakshi Gera**
DIN	**08737182**
Age	39
Qualification	BA Economics, Masters' in Finance and Control
Experience	16 years of Work Experience in the Relevant field
Terms and Conditions of appointment or re-appointment along with the details of remuneration sought to be paid	To be re-appointed as Non-Executive Nominee Director, no remuneration is proposed to be paid
Remuneration last drawn	NA
Date of first appointment on the Board	October 25, 2024
Shareholding in the Company	No.
Relationship with other Directors, Managers and other Key Managerial Persons of the Company	NA
The number of meetings of the Board attended during the year	6/8 (FY2025-26)
Directorship in other Companies	6 companies
Membership/Chairmanship of Committees of the other Board	Membership/Chairmanship of Committees of the other Board: **Spandana Sphoorty Financial Limited** 1. Audit Committee – Member 2. IT Strategy Committee - Member 3. Management Committee - Chairperson 4. Risk Management Committee – Member 5. Asset Liability Management Committee – Member

Item No. 3: Details of Director who is being appointed or re-appointed as per the Secretarial Standards-2 on General Meeting:

Name	**Mr. Venkatesh Krishnan**
DIN	**02078403**
Age	59
Qualification	B.COM Hons, and ACA
Experience	34 years of Work Experience
Terms and Conditions of appointment or re-appointment along with the details of remuneration sought to be paid	Regularization of the appointment of Mr. Venkatesh Krishnan as the Director of the Company, who is liable to retire by rotation.
Remuneration last drawn	NA
Date of first appointment on the Board	March 17, 2026
Shareholding in the Company	No
Relationship with other Directors, Managers and other Key Managerial Persons of the Company	NA
The number of meetings of the Board attended during the year	NA (FY 2025-26)
Directorship in other Companies	1 (Spandana Sphoorty Financial Limited)
Membership/Chairmanship of Committees of the other Board	Membership/Chairmanship of Committees of the other Board: **Spandana Sphoorty Financial Limited** 1. Audit Committee – Member 2. Asset Liability Management Committee – Member

Item No. 4: Details of Director who is being appointed or re-appointed as per the Secretarial Standards-2 on General Meeting:

Name	**Mr. Vinayak Prasad**
DIN	**05310658**
Age	58
Qualification	MBA Finance, The Wharton School, University of Pennsylvania.
Experience	30 years of global leadership experience in unsecured lending businesses, fintech, and payments.
Terms and Conditions of appointment or re-appointment along with the details of remuneration sought to be paid	Regularization of the appointment of Mr. Vinayak Prasad as the Independent Director of the Company, who is not liable to retire by rotation.
Remuneration last drawn	NA
Date of first appointment on the Board	June 10, 2026
Shareholding in the Company	No
Relationship with other Directors, Managers and other Key Managerial Persons of the Company	NA
The number of meetings of the Board attended during the year	NA (FY 2025-26)
Directorship in other Companies	2 companies Spandana Sphoorty Financial Limited) and Frog 8 Technology Services Private Limited
Membership/Chairmanship of Committees of the other Board	Membership/Chairmanship of Committees of the other Board: **Spandana Sphoorty Financial Limited** 1. Stakeholder Relationship Committee – Member

By order of the Board

For Criss Financial Limited

Place: Hyderabad

Date: July 21, 2026

Sd/-

Ravina Sood

Company Secretary

CRISS FINANCIAL LIMITED

Regd. Office: Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081.

Website: www.crissfin.com | **CIN:** U65993TG1992PLC014687 | **Phone:** 040-44386648

Form No. MGT-11

Proxy form

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

Venue: Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081.

Date & Time: Tuesday, August 18, 2026, at 11:00 A.M

Name	
Address	
DP Id*	
Client Id*	
Folio No	
No. of shares held	

*Applicable for investors holding shares in Electronic form.

I/We being a Member/Members of Criss Financial Limited hereby holding _______________ shares, hereby appoint

Name	
Address	
E-mail ID	
Signature	

or failing him

Name	
Address	
E-mail ID	
Signature	

or failing him

Name	

Address	
E-mail ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the AGM of the Company,
to be held on Tuesday, August 18, 2026, at 11:00 A.M at Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No	**Resolution**	**For**	**Against**
1	Adoption of Audited Financial Statements and the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a director in place of Ms. Saakshi Gera, (DIN: 08737182), who retires by rotation and being eligible, offers herself for re-appointment.		
3	To regularize the appointment of Mr. Venkatesh Krishnan (DIN: 02078403) as the Non – Executive Nominee Director of the Company:		
4	To regularize the appointment of Mr. Vinayak Prasad (DIN: 05310658) as the Independent Director of the Company:		

Signed this ………………………… day of ………………….., 2026

Signature of the Member

Notes: *The proxy form to be effective, should be duly stamped, completed, signed and must be returned so as to reach the Registered Office of the Company, not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a Member of the Company.*

CRISS FINANCIAL LIMITED

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Website: www.crissfin.com | **CIN:** U65993TG1992PLC014687 | **Phone:** 040-44386648

ANNUAL GENERAL MEETING (AGM)

ATTENDANCE SLIP

AGM TO BE HELD ON TUESDAY, AUGUST 18, 2026, AT 11:00 A.M

I hereby record my presence at the AGM of the Company held on Tuesday, August 18, 2026, at 11:00 A.M. at Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081.

Name of the Member	
Name of the Proxy	
DPID NO./ CLIENT ID NO.	
Number of Equity Shares held	
Signature of Member/ Proxy/ Authorized Representative	

Notes:

1. *Only Member/Proxy holder can attend the Meeting.*
2. *Please complete the Folio No./DP ID No., Client ID No. and name of the Member/Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.*

VENUE OF AGM:

Galaxy, Wing B, 16th Floor, Plot No.1, Sy No 83/1, Hyderabad Knowledge City, TSIIC, Raidurg Panmaktha, Hyderabad, Rangareddi, Telangana – 500081.