



Veefin Solutions Limited

CIN: L72900MH2020PLC347893

Report of Independent Directors of Veefin Solutions Limited ("The Company")

[As per para (A)(2)(i) of Part I of SEBI Master Circular dated June 20, 2023]

To the Board of Directors of Veefin Solutions Limited,

We, the Committee of Independent Directors, have thoroughly examined the draft Scheme of Arrangement and Amalgamation presented to us and have taken into consideration various factors, including the provisions stated in para (A)(2)(i) of Part I of the SEBI Master Circular dated June 20, 2023. We are pleased to present our report and recommendations regarding the Scheme, ensuring the protection of shareholders' interests as under:

Report on The Scheme of Arrangement and Amalgamation

1. Background:

- 1.1. A Meeting of the Independent Directors Committee of Veefin Solutions Limited was held on September 30, 2025 to consider and if thought fit, to recommend the draft Scheme of Arrangement and Amalgamation of GlobeTF Solutions Limited ("Transferor Company 1") and Estorifi Solutions Limited ("Transferor Company 2"), (collectively referred as "the Transferor Companies") with Veefin Solutions Limited ("the Transferee Company") and their respective Shareholders ("the Scheme"), pursuant to provisions of section 230 to 232 and any other applicable provisions, if any, of the Companies Act, 2013 and rules and regulations made thereunder.
- 1.2. The Equity Shares of the Company are listed on SME Platform of Bombay Stock Exchange Limited ("BSE") (hereinafter referred to as "designated Stock Exchange"). The Company shall file the draft Scheme of Arrangement and Amalgamation along with necessary information / disclosure and compliance documents with the designated Stock Exchange for their approval under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015").
- 1.3. The Scheme is subject to the approval of the Board of Directors, Shareholders and Creditors of the Companies, if applicable; and also subject to sanction of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"); and subject to such other approvals, permissions, and sanctions of Regulatory and any other Authorities, as may be necessary.
- 1.4. This Report of the Independent Directors of the Company is prepared and submitted in order to comply with the requirements of the SEBI (LODR) Regulations, 2015, and the SEBI Master Circular relating Schemes bearing No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (Including any statutory, modification or re-enactment or amendment thereof for the time being in force).
- 1.5. The following documents were placed before the Independent Directors of the Company during their meeting:-

- a. Draft of the Scheme;

Global One 252, 2nd Floor, LBS Marg Kurla West, Mumbai 400070

P: +91 9004917712 E: accounts@veefin.com





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- b. Pre-arrangement shareholding pattern of the Transferor Companies and pre and post arrangement shareholding pattern of the Transferee Company;
- c. Report on recommendation of share exchange ratio dated 30 September 2025, issued by BDO Valuation Advisory LLP, an Independent Registered Valuer - Securities or Financial Assets (IBBI Registration No. IBBI/RV/06/2018/10500);
- d. Fairness Opinion Report dated 30 September 2025 issued by Socradamus Capital Private Limited, an Independent SEBI Registered Merchant Banker (SRN: INM000013138);
- e. Draft Certificate from the Statutory Auditors of the Company, A D V & Associates, Chartered Accountants, confirming that the accounting treatment in the books of the Company as proposed in the draft Scheme is in compliance with the Accounting Standards notified by the Central Government under Section 133 of the Companies Act, 2013;
- f. Last 2 financial years audited financial statements of the Transferor Company 1 from the date of incorporation, last 3 financial years audited financial statements of the Transferor Company 2 and Transferee Company; and
- g. Report from the Audit Committee recommending the draft Scheme.

2. Need for the Merger followed by Capital Reduction

- 2.1. The Transferee Company is engaged in providing innovative Digital Lending and Supply Chain Finance (SCF) technology product solutions to a wide range of clients globally, including Banks, Non-Banking Financial Institutions, Fintechs, Marketplaces, and Corporates. The shares of the Transferee Company are listed on the SME Platform of BSE Limited. The Transferor Company 1 is engaged in providing integrated platforms development of Trade Finance software to wide range of clients that are Banks, Non-Banking Financial Institutions and other financial institutions. The Transferor Company 2 is engaged in providing services like development of embedded finance solutions i.e. integrating holding companies lending solutions into non-financial platforms and applications.
- 2.2. The Transferor Companies are the subsidiaries of the Transferee Company and hence the Transferor Companies and the Transferee Company are forming part of the same management. Further, acquiring ongoing business of Transferor Companies by Transferee Company will thereby result in broadening the product portfolio and achieve overall business synergies. Thus, with a view to achieve the main objective of consolidation of business carried on by Transferor Companies and Transferee Company, it is desirable to merge the Transferor Companies into Transferee Company in this Scheme.
- 2.3. Apart from the Merger, this scheme also involves reduction of paid-up equity share capital of the Transferee Company by way of cancellation of part of existing equity shares held by Identified Shareholders immediately after the Merger. The reduction of existing equity share capital of Transferee Company is proposed to be undertaken with an objective of rationalizing the capital structure of the Transferee Company and achieve the desired shareholding pattern in the Transferee Company, as an integral part of this Scheme, thereby facilitating the effective implementation of the Scheme.

3. Rationale of the Scheme

- 3.1. The merger will inter alia have the following benefits to the companies and the shareholders:

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- 3.1.1. Combining the ongoing businesses of Transferor Companies with the business of Transferee Company will together result in broadening the product portfolio and achieve overall business synergies.
- 3.1.2. It shall provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the arrangement will enable optimal utilization of existing resources and provide an opportunity to fully leverage assets, capacities, experience and infrastructure of all the Transferor Companies and Transferee Company.
- 3.1.3. Reducing managerial overlaps involved in operating multiple entities, enable cost savings and effective utilization of valuable resources which will enhance the management focus thereby leading to increase in operational and management efficiency; integrate business functions; eliminate duplication and rationalization of administrative expenses.
- 3.1.4. Greater efficiency in cash management of the Transferee Company and unfettered access to cash flows generated by the combined businesses which can be deployed more efficiently to fund organic and inorganic growth opportunities to maximize shareholder value.
- 3.1.5. Synchronization of efforts to achieve uniform corporate policy, greater integration and greater financial strength and flexibility for the Transferee Company.
- 3.1.6. Better value creation for the shareholders of the company and improved competitive position of the combined entity in the market.
- 3.1.7. Consolidation of businesses of the Transferor Companies and the Transferee Company under a single entity, the Transferee Company and achieve simplified corporate structure.
- 3.1.8. Upon completion of the Merger, the Transferor Companies will be dissolved. Consequently, reducing the regulatory and legal compliance obligations including accounting, reporting requirements, statutory and internal audit compliance requirements, tax filings, company law compliances, etc. and therefore reduction in administrative costs and efforts.
- 3.1.9. The intended Scheme is not prejudicial to the interest of the shareholders, creditors or the employees of the Transferor Companies and the Transferee Company.

The reduction of existing equity share capital of Transferee Company is proposed to be undertaken with an objective of rationalizing the capital structure of the Transferee Company and achieve the desired shareholding pattern in the Transferee Company, as an integral part of this Scheme, thereby facilitating the effective implementation of the Scheme.

4. Synergies of Business of the Entities involved in the Scheme

Amongst the benefits arising out of the proposed Scheme stated in para 3 above, the committee noted that the Scheme of Arrangement and Amalgamation of business of the Transferor Companies and Transferee Company would consolidate all the resources of Transferor Companies into Transferee Company. Further, acquiring the ongoing business the Transferor Companies will thereby result in broadening the product portfolio and achieve overall business synergies.

5. Salient Features of the Scheme

- 5.1. The Transferor Companies shall pursuant Section 230 to 232 of the Companies Act, 2013 and other relevant provision of the Companies Act, 2013 and the order of the NCLT sanctioning the Scheme, without any further act, instrument or deed, be transferred to and vested in or deemed to be transferred to and vested in the Transferee Company from the Appointed Date i.e., 1 April 2026, on a going concern basis, in accordance with Section 2(1B) of the Income-tax Act, 1961, so as to vest in





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the Transferee Company all the rights, title and interest of Transferor Companies therein, subject to the subsisting charges and pledges, if any.

- 5.2. Assets and liabilities (including Immovable Properties, Intellectual Properties Rights and Intangible Assets) of the Transferor Companies, upon the coming into effect of this Scheme and with effect from the Appointed Date, under the provisions of Sections 230 to 232 of the Act, without any further act or deed or instrument or conveyance for the same shall deemed to be transferred to the Transferee Company and shall become the assets and properties of the Transferee Company.
- 5.3. In consideration of the amalgamation of the Transferor Companies into the Transferee Company in accordance with this Scheme, the Transferee Company, without any further act or deed and without receipt of any cash, shall issue and allot to the shareholders of the Transferor Companies as on the Record Date (or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee Company), as follows:
 - 5.3.1. 2,731 equity shares of the Transferee Company, credited as fully paid-up equity shares of the face value of INR 10 each, for every 10 (Ten) fully paid-up equity shares of the face value of INR 10 (Indian Rupees Ten) of Transferor Company 1; and
 - 5.3.2. 7,673 equity shares of the Transferee Company, credited as fully paid-up equity shares of the face value of INR 10 each, for every 10 (Ten) fully paid-up equity shares of the face value of INR 10 (Indian Rupees Ten) of Transferor Company 2,.
- 5.4. All staff and employees of the Transferor Companies, as on the Effective Date shall be deemed to have become staff and employees of the Transferee Company without any break or interruption in their services, on same terms and conditions of their employment with the Transferee Company. The Transferee Company further agrees that for the purpose of payment of any retirement benefit/compensation, such immediate uninterrupted past service with the Transferor Companies, as the case maybe, shall also be taken into account. The Transferee Company undertakes to continue to abide by the terms of agreement/settlement entered into by the Transferor Companies with employees' union/employee or association as the case may be.
- 5.5. As an integral part of the Scheme and upon the Scheme becoming effective, the subscribed, issued and paid-up Equity Share capital of the Transferee Company held by the Identified Shareholders as on the Effective Date shall stand cancelled to the extent of no. of shares mentioned in Part IV of the draft Scheme, with no consideration to such shareholders.

6. Impact of the Scheme on the Shareholders

- 6.1. The Independent Directors of the Company discussed the salient features, rationale and expected benefits of the Scheme. In the report, they have noted that the proposed Scheme is not detrimental to the interest of the shareholders on account of benefits as enumerated above and that the Scheme will enhance the value of the merged entity and overall shareholder value.
- 6.2. The Independent Directors of the Company also discussed at length the impact of the issuance of the new equity shares of the Transferee Company to the shareholders of the Transferor Companies,





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and after due deliberations, concluded that the issuance of the new equity shares in terms of the Scheme will have no significant impact on the shareholders of the Transferee Company.

- 6.3. The proposed cancellation of shares held by identified shareholders in the Transferee Company does not result in any transfer of shares within the promoter group and will not have any adverse implications on any parties as it does not involve any pay-off, thereby impacting any creditors, vendors etc.

7. Cost Benefit Analysis

- 7.1. Although the Scheme involves certain costs such as transaction cost, implementation cost, regulatory fees, stamp duties, etc. the Scheme would entail the benefits specified in para 3 above.
- 7.2. Since there is no outflow of cash, there is no such cost and in terms of further benefit the reduction will help in achieve the desired shareholding and not impact shareholding of public or reduce their shareholding in any manner.

8. Recommendation of Independent Directors of the Company

- 8.1. Based on our detailed analysis and evaluation of all the foregoing included in this report and in the draft Scheme of Amalgamation, the Independent Directors of the Company unanimously recommends the draft Scheme taking into consideration, inter alia, that the Scheme is not detrimental to the shareholders of the Company, for respective favourable consideration and approval. The Scheme has the potential for better value creation for the shareholders of the company and improved competitive position of the combined entity in the market amongst others benefit mentioned in the rationale of the Scheme.

This Report is issued by the Chairman in terms of the Independent Directors authorisation in the Meeting.

For Veefin Solutions Limited



Deepti Sharma

Chairperson of Independent Directors Meeting

DIN:10042713

Date: 30 September, 2025

Place: Mumbai