



Sammaan Capital Limited
(Formerly known as Indiabulls Housing Finance Limited)

CIN: L65922DL2005PLC136029

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NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an **Extraordinary General Meeting** of the members of **SAMMAAN CAPITAL LIMITED (formerly known as Indiabulls Housing Finance Limited)** will be held on Wednesday, October 29, 2025 at 11:00 A.M. IST (“EGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business.

ITEM NO. 1: ISSUANCE OF EQUITY SHARES AND WARRANTS BY WAY OF A PREFERENTIAL ISSUE ON A PRIVATE PLACEMENT BASIS

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 Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder including Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (“Act”), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, the listing agreement executed by the Company with the BSE Limited and the National Stock Exchange of India Limited (collectively, “**Stock Exchanges**”) on which the equity shares of the Company, each having face value of INR 2/- (Indian Rupees Two Only) (“**Equity Shares**”) are listed, provisions under Foreign Exchange Management Act, 1999, as amended, and applicable rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the provisions of the Memorandum and Articles of Association of the Company, pursuant to any other rules, regulations, notifications, circulars and clarifications issued from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“**SEBI**”), Stock Exchanges, the Reserve Bank of India (“**RBI**”) and any other relevant authority and subject to such other approval(s), consent(s), permission(s) and/or sanction(s) of the appropriate authorities (including regulatory and statutory authorities), institutions or bodies, as may be required, including RBI, SEBI and the Competition Commission of India (“**CCI**”) and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (“**Board**”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot the following securities, by way of a preferential issue on a private placement basis for cash consideration to Avenir Investment RSC Ltd, a restricted scope company incorporated under the laws of the United Arab Emirates with PAN AAYCA9240R and having its permanent address at Office 3701 & 3712, Floor 37, Addax Port Office Tower, Tamouh, Al Reem Island, Abu Dhabi, United Arab Emirates (“**Investor**”) on such terms and conditions as set out in the Share Subscription Agreement dated October 2, 2025 as executed between the Company and the Investor (the “**SSA**”) and subject to applicable laws and

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regulations and in accordance with Chapter V of the ICDR Regulations (“**Preferential Issue**”):

- (i) 33,00,00,111 (thirty three crore one hundred and eleven) Equity Shares at a price of INR 139/- (Indian Rupees one hundred and thirty nine only) per Equity Share aggregating to INR 45,87,00,15,429 (Indian Rupees four thousand five hundred and eighty seven crore fifteen thousand four hundred and twenty nine only) (“**Subscription Shares**”);
- (ii) 8,68,92,966 (eight crore sixty eight lakh ninety two thousand nine hundred and sixty six) warrants, each carrying a right to subscribe to 1 (one) Equity Share, at a price of INR 139/- (Indian Rupees one hundred and thirty nine only) per warrant aggregating to INR 12,07,81,22,274 (Indian Rupees one thousand two hundred and seven crore eighty one lakh twenty two thousand two hundred and seventy four only) (“**Tranche I Warrants**”); and 21,97,97,569 (twenty one crore ninety seven lakh ninety seven thousand five hundred and sixty nine) warrants, each carrying a right to subscribe to 1 (one) Equity Share, at a price of INR 139/- (Indian Rupees one hundred and thirty nine only) per warrant aggregating to INR 30,55,18,62,091 (Indian Rupees three thousand fifty five crore eighteen lakh sixty two thousand and ninety one only) (“**Tranche II Warrants**”, and collectively with the Tranche I Warrants, the “**Subscription Warrants**”).

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for the purpose of determination of the floor price for the Preferential Issue of the Subscription Shares and Subscription Warrants (collectively, the “**Subscription Securities**”) is September 29, 2025, being the date 30 (thirty) calendar days prior to the date of this Extra-ordinary General Meeting.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and other applicable law, the approval of the Members of the Company be and is hereby accorded to record the name and address of the Investor and issue a private placement offer cum application letter, in form PAS-4, to the Investor, inviting it to subscribe to the Subscription Securities in accordance with the provisions of the Act and other applicable law.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Subscription Shares to the Investor shall be subject to the following terms and conditions apart from others as prescribed under applicable law:

- (i) The Subscription Shares to be issued and allotted to the Investor shall be fully paid up;
- (ii) The Subscription Shares to be issued and allotted to the Investor shall be listed and traded on the Stock Exchanges, subject to receipt of necessary permissions and approvals;
- (iii) The Subscription Shares shall be allotted in dematerialised form within the timelines prescribed under Regulation 170 of the ICDR Regulations;
- (iv) The Subscription Shares shall rank *pari-passu* with the existing Equity Shares of the Company in all respects and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- (v) The Subscription Shares to be issued to the Investor shall be free and clear of all encumbrances except for lock-in for such period as may be specified under Chapter V of the ICDR Regulations; and
- (vi) All other terms/conditions as set out in the SSA.

RESOLVED FURTHER THAT the key terms of the Subscription Warrants to be issued to the Investor *inter alia* include the following apart from others as prescribed under applicable law:

- (i) The Tranche I Warrants shall be exercised within 26 (twenty six) weeks of the expiry of the period of the Open Offer, undertaken in compliance with the SEBI (SAST) Regulations (“**Tranche I Warrant Exercise Period**”). The Tranche II Warrants may be exercised at any time, in one or more tranches, until expiry of 18 months from the date of allotment of such warrants (“**Tranche II Warrant Exercise Period**”). The Investor has agreed not to exercise the Tranche II Warrants until after the expiry of the 10th (tenth) working day from the closure of the tendering period for the open offer made by the Investor;
- (ii) An amount equivalent to 25% of the consideration shall be payable at the time of subscription and allotment of the Subscription Warrants, and the balance 75% of the consideration shall be payable at the time of issue of Equity Shares pursuant to exercise of the Subscription Warrants into Equity Shares;
- (iii) The conversion ratio is 1 (one) Equity Share in lieu of 1 (one) Subscription Warrant;
- (iv) Warrant Exercise Period: The Investor shall be entitled to exercise and convert the Tranche I Warrants into Equity Shares at any time prior to the expiry of the Tranche I Warrant Exercise Period. The Investor shall be entitled to exercise and convert the Tranche II Warrants into Equity Shares at any time prior to the expiry of the Tranche II Warrant Exercise Period. The Subscription Warrants are exercisable in compliance with the requirements under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto, as may be applicable at the time of such exercise. Upon exercise and conversion of the Subscription Warrants, the Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form, upon receipt of the balance consideration for such Subscription Warrants;
- (v) Each Equity Share issued pursuant to the exercise and conversion of the Subscription Warrants shall rank *pari passu* with the existing Equity Shares in all respects, including with respect to entitlement to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- (vi) The Subscription Warrants and the Equity Shares issued pursuant to exercise and conversion of the Subscription Warrants shall be locked-in, in accordance with Regulation 167 of the ICDR Regulations;
- (vii) The Subscription Warrants shall not carry any voting rights until they are converted into Equity Shares. The Subscription Warrants shall not carry any rights to dividends, distributions or any other rights that are available to any shareholder of the Company under applicable law until they are converted into Equity Shares;
- (viii) The Subscription Warrants shall be allotted in dematerialised form within the timelines prescribed under Regulation 170 of the ICDR Regulations;
- (ix) The amount paid against the Subscription Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares at the time of allotment;
- (x) The Equity Shares to be issued to the Investor pursuant to the exercise and conversion of the Subscription Warrants shall be free and clear of all encumbrances other than any lock-in or transfer restrictions prescribed under applicable law;
- (xi) The Equity Shares to be issued to the Investor pursuant to the exercise and conversion of the Subscription Warrants shall be fully paid up and shall be allotted in dematerialised form;

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- (xii) The Equity Shares to be issued to the Investor pursuant to the exercise and conversion of the Subscription Warrants shall be allotted within the timelines prescribed under the ICDR Regulations, and such Equity Shares shall be listed and traded on the Stock Exchanges, subject to receipt of necessary permissions and approvals; and
- (xiii) All other terms/conditions as set out in the SSA.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Subscription Securities, subject to the provisions of the Act, ICDR Regulations and other applicable law, without being required to seek any further consent or approval of the Members of the Company, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take all necessary actions and to settle all questions, difficulties, or doubts that may arise in regard to the Preferential Issue and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual, or proper, including without limitation, execution of any document, arrangement, agreements, appoint agencies, intermediaries and advisors for the Preferential Issue, including appointment of a monitoring agency in accordance with the ICDR Regulations, utilisation of proceeds of the Preferential Issue, approve, issue, sign, deliver the offer letter to the Investor in form PAS-4 and seek acceptance from the Investor pursuant to the provisions of Section 42 of the Act read with applicable rules, and maintain such record of private placement offer of the Subscription Securities in form PAS-5, allotment of Subscription Securities and Equity Shares (to be issued on exercise and conversion of Subscription Warrants), listing of the Subscription Shares and Equity Shares (to be issued on exercise and conversion of Subscription Warrants) with the Stock Exchanges, including making applications to the Stock Exchanges for obtaining in-principle approval, listing approval and trading approval, as may be required, apply to depositories for corporate actions and other activities as may be necessary, file necessary forms/ applications with the appropriate authority, including filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, to take all such steps as may be necessary for the admission of the Subscription Shares, Subscription Warrants and Equity Shares (to be issued on exercise and conversion of the Subscription Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Subscription Shares, Subscription Warrants and Equity Shares (to be issued on exercise and conversion of the Subscription Warrants) to the respective dematerialized securities account of the Investor, issuing clarifications, resolving or settling all questions, doubts or difficulties that may arise in this regard, sign and submit all forms, letters, documents or other papers that may be required (including modification(s) thereof, if any) including for the purposes of seeking approvals of CCI, RBI, Stock Exchanges, SEBI or statutory/ regulatory/ governmental authorities or agencies or third parties as may be required, obtain all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, execute all necessary documents, certificates, forms, applications, letters, undertakings etc. (including modification(s) thereof, if any) in relation to the Preferential Issue, and give effect to modifications, changes, variations, alterations, deletions, additions with regard to the terms and conditions of the Preferential Issue, as may be required by the CCI, RBI, Stock Exchanges, SEBI, or other statutory/ regulatory/ governmental authorities or agencies involved in or concerned with regard to the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to secure any further consent or approval of the Members of the Company and that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any Committee of directors of the Company, any director(s) of the Company, and/or officer(s) of the Company.”

ITEM NO. 2: AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AND GRANT OF SPECIAL RIGHT OF PRE-EMPTION TO IDENTIFIED SHAREHOLDER OF THE COMPANY

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 Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (**“Act”**), the provisions of the Memorandum and Articles of Association of the Company, relevant provisions under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, subject to such other approval(s), consent(s), permission(s) and/or sanction(s) of the appropriate authorities (including regulatory and statutory authorities), institutions or bodies, as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (**“Board”**, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution), and subject to categorisation of the Investor as a ‘promoter’ of the Company in accordance with the Share Subscription Agreement dated October 2, 2025 as executed between the Company and the Investor (the **“SSA”**), the approval of the Members of the Company be and is hereby accorded for amendment of the Articles of Association of the Company (**“AoA”**) by inserting the following new clause as Article 19A (immediately following the existing Article 19, and immediately preceding existing Article 20) to incorporate certain rights of Avenir Investment RSC Ltd, a restricted scope company incorporated under the laws of the United Arab Emirates and having its permanent address at Office 3701 & 3712, Floor 37, Addax Port Office Tower, Tamouh, Al Reem Island, Abu Dhabi, United Arab Emirates (**“Investor”**), pursuant to the terms of the SSA, with effect from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA:

*“19A Notwithstanding anything contained in Article 18, 19 and 20 thereof and for as long as Avenir Investment RSC Ltd (**“Investor”**) is classified as a “promoter” of the Company, if the Company undertakes any issuance of Securities (**“Fresh Offering”**), the Company shall make an offer in writing (for the purposes of this Article 19A, the **“Offer”**) to the Investor of such number of Securities as will result in the Investor to hold such number of Securities after the Fresh Offering that represent its pro-rata shareholding in the share capital of the Company immediately prior to the Fresh Offering (such number, its **“Entitlement”**) specifying the price at which such Securities are to be issued and the other material terms of the issuance. If the Investor agrees to subscribe to any or all of its Entitlement in accordance with the Offer, it shall deliver a notice of its election to purchase its Entitlement to the Company (the **“Acceptance Notice”**), within a period of 21 (twenty one) days from the receipt of the Offer (**“Offer Period”**) by the Investor. The Acceptance Notice shall specify the number of Securities being issued as part of the Offer to be subscribed by the Investor and shall constitute a binding agreement of the Investor to subscribe, at the price and on the terms specified in the Offer, the number of Securities specified in the Acceptance Notice. Within 30 (thirty) days of the expiry of the Offer Period, the Company shall issue to the Investor, the Securities specified in the Acceptance Notice subject to receipt of the relevant consideration for such subscription to Securities from the Investor. In the event that the Investor fails to issue an Acceptance Notice within the Offer Period or issues an Acceptance Notice within the Offer Period subscribing to less than its Entitlement, the Investor shall be deemed to have waived its rights under this Article 19A with respect to such issuance of such Securities. For the purposes of this Article 19A, **“Securities”** means equity shares, preference shares, bonds, loans, warrants, rights, options or other similar instruments or securities which are convertible into or exercisable or exchangeable for, or which carry a right to subscribe for or purchase or convert to shares of the Company or any instrument or certificate representing a beneficial ownership interest in the equity shares of the Company, including global depository receipts and American depository receipts and any other security issued by the Company, even if not*

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convertible into Shares, that derives its value and/or return based on the financial performance of the Company or its shares.”

RESOLVED FURTHER THAT pursuant to Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon from time to time (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to grant and give effect to the above right of the Investor to be incorporated in the AoA, in accordance with the terms of the SSA, which may qualify as special right under Regulation 31B of the Listing Regulations, and which will be effective from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA.

RESOLVED FURTHER THAT all the Directors of the Company, and Mr. Amit Jain, Company Secretary of the Company, be and are hereby severally authorized to settle any question, difficulty or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto; to file necessary forms/ applications/ documents with the relevant Registrar of Companies and / or other regulatory authorities, as may be required, to provide a copy of the resolution certified to be true and to do all such acts, deeds and things, as they may, in their absolute discretion, deem necessary, expedient, proper or desirable, including preparing, signing, executing, submitting and filing any document, deeds, instruments, confirmation, undertaking etc., to give full effect to the aforesaid resolution, without being required to secure any further consent or approval of the Members of the Company and that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 3: AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AND GRANT OF SPECIAL RIGHT REGARDING DIRECTORS NOMINATION TO IDENTIFIED SHAREHOLDER OF THE COMPANY

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 Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (“**Act**”), the provisions of the Memorandum and Articles of Association of the Company, relevant provisions under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, subject to such other approval(s), consent(s), permission(s) and/or sanction(s) of the appropriate authorities (including regulatory and statutory authorities), institutions or bodies, as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (“**Board**”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution), and subject to categorisation of the Investor as a ‘promoter’ of the Company in accordance with the Share Subscription Agreement dated October 2, 2025 as executed between the Company and the Investor (the “**SSA**”), the approval of the Members of the Company be and is hereby accorded for amendment of the Articles of Association of the Company (“**AoA**”) by inserting the following new clause as Article 121A (immediately following the existing Article 120, and immediately preceding existing Article 122) to incorporate certain rights of Avenir Investment RSC Ltd, a restricted scope company incorporated under the laws of the United Arab Emirates and having its permanent address at Office 3701 & 3712, Floor 37, Addax Port Office Tower, Tamouh, Al Reem Island, Abu Dhabi, United Arab Emirates (“**Investor**”), pursuant to the terms of the SSA, with effect from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA:

“121A The Board of Directors shall comprise of up to 7 (seven) Directors, appointed as follows:

- (a) for as long as Avenir Investment RSC Ltd ("**Investor**") is classified as a "promoter" of the Company, it shall have the right to nominate up to 3 (three) Directors on the Board (the "**Promoter Directors**");
- (b) the Board shall have such number of independent Directors as is required under applicable law, selected from the pool of eligible candidates for independent directorship as recommended by the Investor, each of whom shall meet all qualification and appointment requirements specified under the Act. No independent director shall be a nominee of the Investor.

Provided however, in the event of any change in the size of the Board of Directors, the number of Promoter Directors and independent Directors shall accordingly be increased or reduced, such that the Investor shall, so long as it is classified as a "promoter" of the Company, be entitled to nominate the majority of the directors to the Board."

RESOLVED FURTHER THAT pursuant to Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon from time to time (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to grant and give effect to the above rights of the Investor to be incorporated in the AoA, in accordance with the terms of the SSA, which may qualify as special rights under Regulation 31B of the Listing Regulations, and which will be effective from categorisation of the Investor as a 'promoter' of the Company in accordance with the SSA.

RESOLVED FURTHER THAT all the Directors of the Company, and Mr. Amit Jain, Company Secretary of the Company, be and are hereby severally authorized to settle any question, difficulty or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto; to file necessary forms/ applications/ documents with the relevant Registrar of Companies and / or other regulatory authorities, as may be required, to provide a copy of the resolution certified to be true and to do all such acts, deeds and things, as they may, in their absolute discretion, deem necessary, expedient, proper or desirable, including preparing, signing, executing, submitting and filing any document, deeds, instruments, confirmation, undertaking etc., to give full effect to the aforesaid resolution, without being required to secure any further consent or approval of the Members of the Company and that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 4: AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY REGARDING BOARD PROCESS

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 Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) ("**Act**"), the provisions of the Memorandum and Articles of Association of the Company, relevant provisions under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, subject to such other approval(s), consent(s), permission(s) and/or sanction(s) of the appropriate authorities (including regulatory and statutory authorities), institutions or bodies, as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and

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which may be agreed to by the Board of Directors of the Company (“**Board**”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution), and subject to categorisation of the Investor as a ‘promoter’ of the Company in accordance with the Share Subscription Agreement dated October 2, 2025 as executed between the Company and the Investor (the “**SSA**”), the approval of the Members of the Company be and is hereby accorded for amendment of the Articles of Association of the Company (“**AoA**”) by (a) substituting the existing Article 135(c); and (b) substituting the existing Article 138(a), for revisions to the role of the Chairman of the Board, with effect from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA:

“135 c) Subject to the provisions of Section 316, 372A(2) and 386 of the Act, questions arising at any meeting of the Directors shall be decided by a majority of votes.”

“138 a) The Board shall appoint from amongst the independent Directors a Chairman and the chairperson will not have a second or casting vote.”

RESOLVED FURTHER THAT all the Directors of the Company, and Mr. Amit Jain, Company Secretary of the Company, be and are hereby severally authorized to settle any question, difficulty or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto; to file necessary forms/ applications/ documents with the relevant Registrar of Companies and / or other regulatory authorities, as may be required, to provide a copy of the resolution certified to be true and to do all such acts, deeds and things, as they may, in their absolute discretion, deem necessary, expedient, proper or desirable, including preparing, signing, executing, submitting and filing any document, deeds, instruments, confirmation, undertaking etc., to give full effect to the aforesaid resolution, without being required to secure any further consent or approval of the Members of the Company and that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 5: AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AND GRANT OF SPECIAL RIGHT REGARDING COMMITTEES TO IDENTIFIED SHAREHOLDER OF THE COMPANY

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 Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (“**Act**”), the provisions of the Memorandum and Articles of Association of the Company, relevant provisions under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, subject to such other approval(s), consent(s), permission(s) and/or sanction(s) of the appropriate authorities (including regulatory and statutory authorities), institutions or bodies, as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (“**Board**”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution), and subject to categorisation of the Investor as a ‘promoter’ of the Company in accordance with the Share Subscription Agreement dated October 2, 2025 as executed between the Company and the Investor (the “**SSA**”), the approval of the Members of the Company be and is hereby accorded for amendment of the Articles of Association of the Company (“**AoA**”) by inserting the following new clause as Article 140A (immediately following the existing Article 140, and immediately preceding existing Article 141) to incorporate certain rights of Avenir Investment RSC Ltd, a restricted scope company incorporated under the laws of the United Arab Emirates and having its permanent address at Office 3701 & 3712, Floor 37, Addax Port Office Tower, Tamouh, Al Reem Island,

Abu Dhabi, United Arab Emirates (“**Investor**”), pursuant to the terms of the SSA, with effect from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA:

“140A. Notwithstanding the generality of article 140 above, the Investor shall have the right to: (a) appoint a nominee director on the (i) audit committee; and/or (ii) nomination and remuneration committee; and (b) appoint either (I) the majority of the directors; or (II) the chairperson on each of the (i) stakeholder relationship committee; and/or (ii) any risk management committee(s).”

RESOLVED FURTHER THAT pursuant to Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon from time to time (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to grant and give effect to the above rights of the Investor to be incorporated in the AoA, in accordance with the terms of the SSA, which may qualify as special rights under Regulation 31B of the Listing Regulations, and which will be effective from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA.

RESOLVED FURTHER THAT all the Directors of the Company, and Mr. Amit Jain, Company Secretary of the Company, be and are hereby severally authorized to settle any question, difficulty or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto; to file necessary forms/ applications/ documents with the relevant Registrar of Companies and / or other regulatory authorities, as may be required, to provide a copy of the resolution certified to be true and to do all such acts, deeds and things, as they may, in their absolute discretion, deem necessary, expedient, proper or desirable, including preparing, signing, executing, submitting and filing any document, deeds, instruments, confirmation, undertaking etc., to give full effect to the aforesaid resolution, without being required to secure any further consent or approval of the Members of the Company and that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 6: AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AND GRANT OF SPECIAL RIGHT TO INFORMATION TO IDENTIFIED SHAREHOLDER OF THE COMPANY

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 Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (“**Act**”), the provisions of the Memorandum and Articles of Association of the Company, relevant provisions under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, subject to such other approval(s), consent(s), permission(s) and/or sanction(s) of the appropriate authorities (including regulatory and statutory authorities), institutions or bodies, as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (“**Board**”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution), and subject to categorisation of the Investor as a ‘promoter’ of the Company in accordance with the Share Subscription Agreement dated October 2, 2025 as executed between the Company and the Investor (the “**SSA**”), the approval of the Members of the Company be and is hereby accorded for amendment of the Articles of Association of the Company (“**AoA**”) by inserting the following new clause as Article 201 (immediately following the existing Article 200) to incorporate certain rights of Avenir Investment RSC Ltd, a restricted scope

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company incorporated under the laws of the United Arab Emirates and having its permanent address at Office 3701 & 3712, Floor 37, Addax Port Office Tower, Tamouh, Al Reem Island, Abu Dhabi, United Arab Emirates (“Investor”), pursuant to the terms of the SSA, with effect from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA:

“INFORMATION RIGHTS

201. For so long as Avenir Investment RSC Ltd (“Investor”) is classified as a “promoter” of the Company, it shall have the right to:

- (a) receive all such information and updates from the Company as provided by the Company to all its Shareholders;
- (b) share information received from the Company with the Investor's Affiliates, subject to the requirements under applicable laws; and
- (c) request the Company to provide it with such information that is reasonably necessary for the Investor to file its tax returns or as may be necessary in connection with any tax audit / assessments or controversy.

For the purposes of this Article 201: (a) the term “Affiliate” shall mean in relation to (i) a Person being a corporate entity, partnership firm, trust or any other association of Persons, means any other Person that, either directly or indirectly through one or more intermediaries and whether alone or in combination with one or more other Persons, Controls, is Controlled by or is under common Control with that Party; and (ii) in case of a natural Person, means any Person who is a relative (as such term is defined in the Companies Act, 2013, as amended from time to time) of such Person; (b) the term “Person” or “Persons” shall mean and include any individual, partnership, corporation, company, unincorporated organisation or association, trust or other entity, whether incorporated or not; and (c) the term “Control” with respect to any Person, shall mean: (i) the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person whether through the ownership of voting shares, by agreement or otherwise; or (ii) the power to elect more than one-half of the directors, partners or other individuals exercising similar authority with respect to such Person by agreement or otherwise; or (iii) the possession, directly or indirectly, of a voting interest of more than 50% of the total voting interest of such Person, by agreement or otherwise. The term “Controlled” shall be construed accordingly.”

RESOLVED FURTHER THAT pursuant to Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon from time to time (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to grant and give effect to the above rights of the Investor to be incorporated in the AoA, in accordance with the terms of the SSA, which may qualify as special rights under Regulation 31B of the Listing Regulations, and which will be effective from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA.

RESOLVED FURTHER THAT all the Directors of the Company, and Mr. Amit Jain, Company Secretary of the Company, be and are hereby severally authorized to settle any question, difficulty or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto; to file necessary forms/ applications/ documents with the relevant Registrar of Companies and / or other regulatory authorities, as may be required, to provide a copy of the resolution certified to be true and to do all such acts, deeds and things, as they may, in their absolute discretion,

deem necessary, expedient, proper or desirable, including preparing, signing, executing, submitting and filing any document, deeds, instruments, confirmation, undertaking etc., to give full effect to the aforesaid resolution, without being required to secure any further consent or approval of the Members of the Company and that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors
For **Sammaan Capital Limited**
(Formerly known as Indiabulls Housing Finance Limited)
Sd/-
Amit Jain
Company Secretary & Compliance Officer
FCS: 5433

Date: October 7, 2025
Place: Gurugram

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, in respect of the business as set out in the EGM Notice is annexed hereto.
2. In accordance with the applicable MCA Circulars, SEBI Circulars, provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
3. The Company has made arrangements through KFin Technologies Limited ("KFintech"), Registrars and Transfer Agents, to provide VC / OAVM facility for conducting the EGM through VC / OAVM. The Members can join the EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. Pursuant to the provisions of Section 105 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. However, since this EGM is being held pursuant to the applicable MCA Circulars as mentioned hereinabove, 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.
5. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Corporate Members intending to depute their authorized representatives to attend the Meeting through VC/ OVAM are requested to send to the Company a certified true copy of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the Meeting on their behalf.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
8. The Company has appointed Mr. Nishant Mittal (Membership No. 553860), Proprietor of M/s. N Mittal & Associates, Practicing Chartered Accountants, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
9. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled-in to the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs for availing this facility.
10. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
11. In accordance with, the MCA Circulars and SEBI Circulars, the Notice of EGM is being sent only in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s).

As physical copy of the EGM Notice will not be sent by the modes permitted under the Act, the EGM Notice

is available on the Company's website at <https://www.sammaancapital.com/> and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and www.nseindia.com respectively and on the website of Registrar and Share Transfer Agent at <https://evoting.kfintech.com/>, for those members whose email ids are not registered with the Company/ Depository Participant(s).

12. Members desiring any information with regard to EGM are requested to write to the Company at an early date so as to enable the management to keep the information ready.

13. PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolution(s) set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process will be enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences from **Sunday, October 26, 2025 at 10:00 A.M. (IST)** and ends on **Tuesday, October 28, 2025 at 5:00 P.M. (IST)**. The remote e-voting module will be disabled by KFintech thereafter.
- v. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Thursday, October 23, 2025**.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, October 23, 2025, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and e-EGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-

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individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-EGM) of the Company on KFintech system to participate e-EGM and vote at the EGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> User already registered for IDeAS facility: <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. User not registered for IDeAS e-Services <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select “Register Online for IDeAS” or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in points 1 Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote. User not registered for Easi/Easiest <ol style="list-style-type: none"> Option to register available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> Visit URL: www.cdslindia.com

	ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 1800 1020 990
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9258, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

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- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Sammaan Capital Limited - EGM’ and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id **nishantmittal1995@gmail.com** with a copy marked to **evoting@kfintech.com**. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”

B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>
ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the EGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the EGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining EGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
- v. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at homeloan@sammaancapital.com. Questions /queries received by the Company till **Monday, October 27, 2025** shall only be considered and responded during the EGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM. E-voting during the EGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

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- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the EGM.
- viii. Facility of joining the EGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the EGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration', which will remain open from **Sunday, October 26, 2025**, till **Monday, October 27, 2025**. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will remain **Sunday, October 26, 2025**, till **Monday, October 27, 2025**.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Ms. C Shobha Anand, at evoting@kfintech.com or call KFin's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Thursday, October 23, 2025**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. This EGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on **Friday, October 3, 2025**. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - ii. Members who may require any technical assistance or support before or during the EGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The Scrutinizer shall, immediately after the conclusion of EGM, count the votes cast at the EGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the EGM to the Chairman or a person authorised by him. The Chairman or any other person authorised by him shall declare the result of the voting forthwith.

- VII. The resolution(s) will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the resolution(s). The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at **<https://www.sammaancapital.com/>** and Service Provider's website at **<https://evoting.kfintech.com>** and the communication will be sent to the BSE Limited and National Stock Exchange of India Limited.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, as amended (“**Act**”), the following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice:

Item No. 1

The Board of Directors of the Company (“**Board**”), at its meeting held on October 2, 2025, had subject to the approval of the Members of the Company and such other approvals as may be required, approved the proposal to create, issue, offer and allot by way of a preferential issue on a private placement basis, for cash consideration to Avenir Investment RSC Ltd, a restricted scope company incorporated under the laws of the United Arab Emirates with PAN AAYCA9240R and having its permanent address at Office 3701 & 3712, Floor 37, Addax Port Office Tower, Tamouh, Al Reem Island, Abu Dhabi, United Arab Emirates (“**Investor**”):

- (i) 33,00,00,111 (thirty three crore one hundred and eleven) Equity Shares at a price of INR 139/- (Indian Rupees one hundred and thirty nine only) per Equity Share aggregating to INR 45,87,00,15,429 (Indian Rupees four thousand five hundred and eighty seven crore fifteen thousand four hundred and twenty nine only) (“**Subscription Shares**”); and
- (ii) 8,68,92,966 (eight crore sixty eight lakh ninety two thousand nine hundred and sixty six) warrants, each carrying a right to subscribe to 1 (one) Equity Share, at a price of INR 139/- (Indian Rupees one hundred and thirty nine only) per warrant aggregating to INR 12,07,81,22,274 (Indian Rupees one thousand two hundred and seven crore eighty one lakh twenty two thousand two hundred and seventy four only) (“**Tranche I Warrants**”); and 21,97,97,569 (twenty one crore ninety seven lakh ninety seven thousand five hundred and sixty nine) warrants, each carrying a right to subscribe to 1 (one) Equity Share, at a price of INR 139/- (Indian Rupees one hundred and thirty nine only) per warrant aggregating to INR 30,55,18,62,091 (Indian Rupees three thousand fifty five crore eighteen lakh sixty two thousand and ninety one only) (“**Tranche II Warrants**”, and collectively with the Tranche I Warrants, the “**Subscription Warrants**”).

(the “**Preferential Issue**”).

In respect of the above, the Company and the Investor have entered into a share subscription agreement dated October 2, 2025 (“**SSA**”), for inter alia setting out the terms and conditions of the Preferential Issue.

Pursuant to the execution of the SSA, the Investor has made a mandatory open offer for acquisition of up to 34,17,54,286 (thirty four crore seventeen lakh fifty four thousand two hundred and eighty six)] equity shares of face value of INR 2 (Indian Rupees Two) each of the Company, representing 26% (twenty six per cent) of the expanded voting share capital of the Company, from the public shareholders of the Company, pursuant to and in compliance with the requirements of Regulation 3(1) and Regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“**SEBI (SAST) Regulations**”) (the “**Open Offer**”).

The Investor will acquire and exercise control over the Company and be classified as a ‘promoter’ of the Company in accordance with the terms of the SSA and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”). Subject to the approval of the shareholders of the Company, the Board has approved the amendment of the Articles of Association of the Company to incorporate certain rights of Investor as envisaged in the SSA with effect from the categorization of the Investor as a ‘promoter’ of the Company in accordance with the terms of the SSA, as detailed in Item Nos. 2-6 of this EGM Notice. Briefly, these include nomination rights on Board and certain committees of the Company, pre-emption and information rights of the Investor till the time the Investor remains a promoter of the Company.

Investor Profile

The Investor, Avenir Investment RSC Ltd, is a restricted scope company incorporated in the United Arab Emirates, which is indirectly owned and controlled by International Holding Company (“IHC”). IHC is a company incorporated under the laws of Abu Dhabi, UAE and listed on the Abu Dhabi Stock Exchange.

Established in 1999, IHC has become the most valuable holding company in the Middle East and one of the world's largest investment firms, with a market capitalization of AED 881.6 billion (USD 239.9 billion, INR 21.3lakh crore). Since then, it has transformed to represent a new generation of investors. IHC's commitment to sustainability, innovation, and economic diversification spans over 1,300 subsidiaries, driving growth across industries like Asset Management, Healthcare, Real Estate, Financial Services, IT, and more.

IHC continually looks beyond the stand-alone value of its assets for opportunities, stepping outside of traditional approaches and artificial barriers to unlock opportunities across its portfolio, enabling sector-agnostic Dynamic Value Networks and creating results that are often much greater than the sum of their parts.

IHC takes its responsibility to shareholders, customers, and employees seriously. IHC's commitment to responsible investment ensures creation of sustainable value by staying connected to the communities served by investee companies and thereby making a positive difference with every investment.

As of June 30, 2025(H1 FY 2025), IHC reported:

- Total Revenue ~\$14.9bn (INR 1.32 lakh crore)
- Total balance sheet assets worth ~\$119bn (~INR 10.6lakh crore),
- Total equity of ~\$70bn (~INR 6.2lakh crore),
- Cash & bank balances of ~\$16bn (INR 1.4lakh crore)

Macroeconomic Potential

The Indian economy continued its strong trajectory in FY25, with GDP growth maintaining levels around 7%. Investment demand and consumption held steady, supported by public spending on infrastructure and a robust urbanization trend. The housing sector remains a major beneficiary of these macroeconomic drivers.

India's housing market offers unique, quantifiable growth opportunities driven by rising urbanization, nuclear family trends, and income demographics. Mortgage penetration in India remains low at ~11% of GDP versus over 30% in comparable emerging economies. With housing sector value set to reach \$1 trillion by 2030, and NBFCs now accounting for 60% of retail loan portfolios, Sammaan Capital's positioning is highly favorable for long-term, compounding growth. (Source: CRISIL January 2025 NBFC Report, and European Mortgage Federation and HOFINET)

India's NBFC sector has been playing a pivotal role in credit delivery, housing finance, and economic development. NBFCs outpaced banks in overall credit growth for FY25, achieving a robust 20% year-on-year expansion; driven largely by retail loans (including housing, vehicles, and consumption finance). As of March 2025, total NBFC credit stood at ₹52 trillion, set to cross ₹60 trillion by FY26, with retail lending alone accounting for nearly 60% of their portfolios. (Source: CRISIL May 2025 NBFC Report)

The outlook for India's housing sector remains positive, with fundamental drivers intact:

- Urbanization and nuclear family trends continue to fuel long-term demand
- Rising incomes and young workforce demographics support both mid- and upper-segment expansion
- Affordable housing, while subdued in sales, is seeing improved inventory absorption rates as government incentives and credit-linked subsidy schemes persist

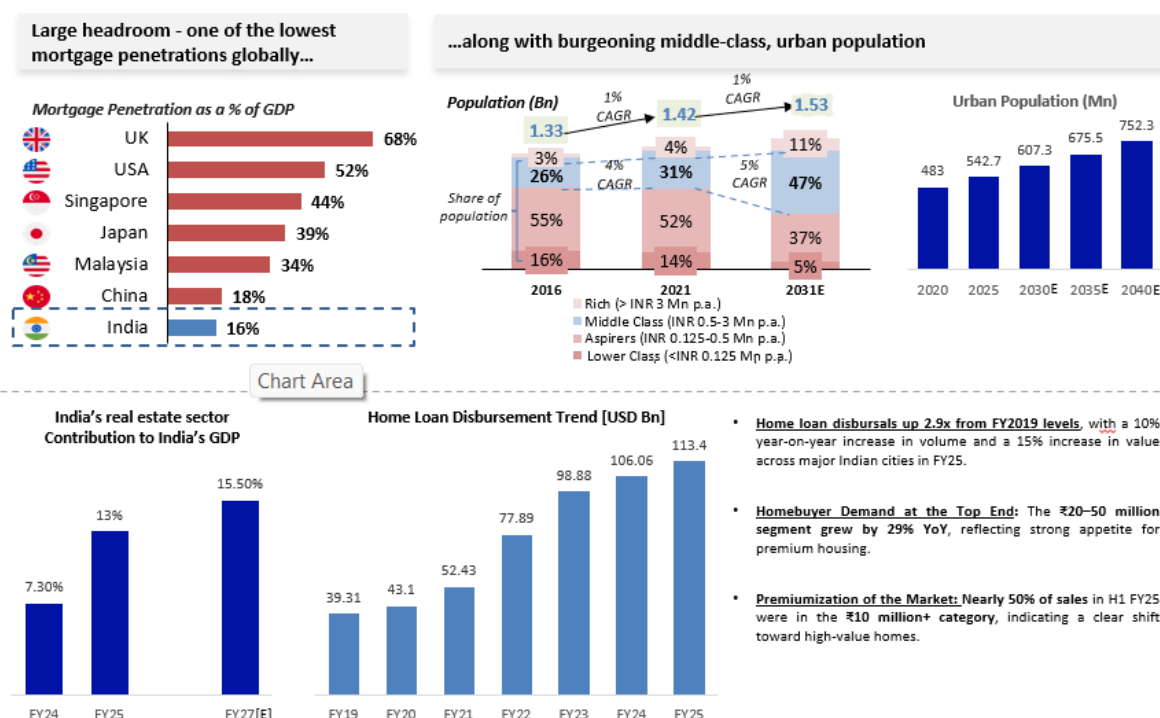
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- The sector is projected to reach \$1 trillion in market size by 2030, sustaining a multi-year growth up-cycle despite cyclical short-term moderation

(Source: Reports from Altois, sell.do, goldmine.co.in, JLL, EY)

As such, India's housing sector value growth remains strong amid clear shifts towards premium housing, resilient loan demand, and expanding urban markets.

The below graph showcases tremendous growth potential in Indian Housing Sector supported by Macro Tailwinds:



Source: CRISIL NBFC Industry report, and European Mortgage Federation and HOFINET, NITI Aayog, Urban Planning Capacity Report.

Strategic market entry and promoter status commitment

This Preferential Issue signifies IHC's commitment to India, which it considers a core strategic market. By acquiring a controlling stake and being classified as the "promoter" post-investment, IHC establishes a structural and long-term commitment, reinforcing the Company's credibility and market position for the foreseeable future. Consistent with IHC's "Building Dynamic Value Networks" strategy, the business will be backed by IHC's ecosystem by linking capital, customer access, technology and value chains with special emphasis on AI implementation across the group to create long-term value for stakeholders, support shareholder returns and contribute to broader societal benefits.

The Preferential issue

IHC's USD 1 billion investment via the Preferential Issue underscores its conviction in the long-term potential of India's financial sector and its commitment to expanding access to capital, accelerating innovative credit solutions, and supporting inclusive growth. It will facilitate growth capital and strengthen the balance sheet of the Company on the back of long-term parent capital, deeper access to low-cost liabilities and an improved credit rating, along with providing long-term stability and significant operational advantages leveraging IHC's strong technology capabilities. In the short term, the Company expects this partnership with IHC to provide improved efficiency and sharper execution, and over the longer horizon, IHC's support is expected to enable the Company to evolve into a full-service financial company by substantially expanding its range of NBFC products and offerings to serve the needs of middle-income households and small businesses in India.

Strategically, the induction of a strong institutional promoter is a key component of the Company's long term vision of growth at an accelerated pace and is anticipated to be a highly credit-positive event. The backing of such a partner will not only reinforce confidence among lenders and rating agencies but is also expected to:

(a) allow the Company to get efficient debt capital at an optimum cost. In fact, in the two trading days since October 2, 2025 (i.e. the date of announcement of the Preferential Issue), the yields of the Company's outstanding dollar bonds have dropped by over 200 basis points in the secondary markets – from 8% levels to 6% levels (*Source: Trade data from Bloomberg*). This large drop in yields is indicative of the expectation of the degree of optimisation in the Company's cost of debt capital;

(b) enhance the Company's corporate governance frameworks;

(c) provide access to global best practices and significantly boost the Company's credibility in the financial markets leading to access to international capital markets and improved investor confidence;

(d) support the Company's digital transformation and technology-led lending initiatives and provide access to a robust AI-driven ecosystem, enabling it to harness data more effectively;

(e) contribute to the growth trajectory of Sammaan Finserve Limited ("SFL"), the Company's material subsidiary, which is expected to emerge as a significant value driver with targeted AUM scaling to INR 10,000 crores by upcoming years and potential valuation multiples comparable with peers in the affordable housing finance space;

(f) fundamentally strengthen the Company's liability profile, which is the path to unleash the potential of its best-in-class asset origination and technology platforms. In essence, the Company's partnership with IHC represents not just an equity infusion but a strategic alliance that is expected to accelerate its journey towards a 'AAA' rating and position it for consistent, long-term growth. Following the announcement of the Preferential Issue on October 2, 2025, the international credit rating agency Moody's has placed the Company's ratings on 'Review for an upgrade' (*Source: https://www.moody.com/research/Moodys-Ratings-reviews-Sammaan-Capitals-ratings-for-upgrade-on-new-Rating-Action--PR_513789*). International and domestic research firm have also put out reports in the public domain highlighting likely substantial upside to the Company's credit ratings;

(g) present long-term options for the Company, especially given that the Reserve Bank of India and the Finance Ministry are keen on encouraging non-bank financial institutions to evolve into more diversified financial entities including universal banks (*Source: <https://www.youtube.com/watch?v=EF7wdHgRWng> & RBI Press Release dated August 1, 2016 - https://www.rbi.org.in/Scripts/BS_PressReleaseDisplay.aspx?prid=37658*)

The Board also considered the Preferential Issue to a long-term strategic investor as the most optimal and value-accretive path for the Company at this specific juncture, and this decision builds upon the successful capital infusions conducted previously through a rights issue and a qualified institutional placement (QIP), which raised approximately INR 5,000 crores. Undoubtedly, the earlier capital raises were foundational and served a critical purpose - the comprehensive fortification and restructuring of the Company's balance sheet, and the funds raised were instrumental in achieving a disciplined deleveraging, reducing the Company's gearing from a high of 8.2x in FY18 to a very moderate 1.9x by FY25, and provided the necessary capital to fully operationalise the Company's asset-light model and absorb the one-time credit costs associated with the strategic creation of SFL.

However, the objective of this Preferential Issue is qualitatively different and addresses a strategic gap that any other mode of fund raising, by their nature, cannot fill. The Company's primary goal now is not merely to augment capital, as evidenced by its comfortable capital adequacy and low gearing, but to introduce a powerful catalyst for a significant credit rating upgrade. Unlike the previous capital infusions, the Preferential Issue has the unique, credit-positive "promoter-backing" effect that the induction of a single, globally renowned strategic investor provides. This institutional validation and strategic partnership serves as a profound signalling event for credit rating agencies, lenders, and the wider market, reinforcing confidence in its long-term potential and governance, and this Preferential

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Issue is specifically designed to bring in a partner whose presence itself is "rating accretive," unlocking the most direct and accelerated path to an 'AA+' or 'AAA' rating. Ultimately, the convergence of stronger ratings, cheaper and more diverse bond funding, and improved strategic and operational capabilities is expected to fuel rapid growth in the Company, propelling the company into its next cycle of exponential profitable growth for the benefit of all shareholders.

In terms of the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder including Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) ("Act") and the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), any preferential allotment of securities is required to be approved by the members of the Company by way of a Special Resolution.

Therefore, the consent of the Members of the Company is being sought by a Special Resolution to enable the Board to issue the Subscription Securities to the Investor in accordance with the provisions of the Act, the ICDR Regulations and other applicable laws, as per the details mentioned at Item No. 1 of the Notice.

In terms of the provisions of the Act and Chapter V of the ICDR Regulations, other relevant disclosures / details are given below:

1) **Particulars of the issue including the material terms of issue, kind of securities offered, date of passing of Board resolution:**

The Board, at its meeting held on October 2, 2025, had subject to the approval of the Members of the Company and receipt of such other applicable approvals, approved the proposal to create, issue, offer and allot by way of a preferential issue on a private placement basis, for cash consideration, to the Investor:

- (i) 33,00,00,111 (thirty three crore one hundred and eleven) Subscription Shares, at a price of INR 139/- (Indian Rupees one hundred and thirty nine only) per Subscription Share aggregating to INR 45,87,00,15,429 (Indian Rupees four thousand five hundred and eighty seven crore fifteen thousand four hundred and twenty nine only); and
- (ii) 8,68,92,966 (eight crore sixty eight lakh ninety two thousand nine hundred and sixty six) Tranche I Warrants, each carrying a right to subscribe to 1 (one) Equity Share, at a price of INR 139/- (Indian Rupees one hundred and thirty nine only) per warrant aggregating to INR 12,07,81,22,274 (Indian Rupees one thousand two hundred and seven crore eighty one lakh twenty two thousand two hundred and seventy four only);
- (iii) 21,97,97,569 (twenty one crore ninety seven lakh ninety seven thousand five hundred and sixty nine) Tranche II Warrants, each carrying a right to subscribe to 1 (one) Equity Share, at a price of INR 139/- (Indian Rupees one hundred and thirty nine only) per warrant aggregating to INR 30,55,18,62,091 (Indian Rupees three thousand fifty five crore eighteen lakh sixty two thousand and ninety one only).

An amount equivalent to 100% of the consideration shall be payable by the Investor at the time of subscription and allotment of Subscription Shares. Further, an amount equivalent to 25% of the consideration shall be payable by the Investor at the time of subscription and allotment of the Subscription Warrants in one or more tranches, and the balance 75% of the consideration shall be payable by the Investor at the time of issue of Equity Shares pursuant to exercise and conversion of the Subscription Warrants into Equity Shares. For other material terms of the Subscription Securities, please refer to the resolutions set out in Item No. 1 of the Notice.

2) Relevant Date:

In terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for the purpose of determination of the floor price for the Preferential Issue of the Subscription Securities is September 29, 2025, being the date 30 (thirty) calendar days prior to the date of the EGM.

3) Purpose / objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") towards the following objects ("**Objects**"):

- (i) The Company shall utilise 80% of the Issue Proceeds to meet the funding requirements and growth objectives, including to augment the Company's capital base, for onward lending and financing business by way of disbursement of loans to borrowers in the ordinary course of business of the Company and its subsidiaries (including under the Company and subsidiaries' business of offering loans towards (a) housing loans and loans against property to (i) salaried employees; (ii) self-employed individuals; (iii) MSMEs; and (iv) corporates, (b) long-term secured mortgage-backed loans, (c) mortgage loans to real estate developers in India in the form of lease rental discounting for commercial premises, and (d) construction finance for the construction of residential premises), in such manner and proportion as may be decided by the Board from time to time, in compliance with applicable laws ("**Onward Lending Purposes**"); and
- (ii) The Company shall utilise 20% of the Issue Proceeds for general corporate purposes (which is less than 25% of the Issue Proceeds, as permitted under applicable law), which inter alia includes meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable, in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws ("**General Corporate Purposes**").

Post completion of the proposed Preferential Issue, the Company intends to consolidate its leadership in secure retail mortgage and MSME segments through

- (a) continued run-down of legacy loans with steady cash collections, improving asset quality and provisioning;
- (b) providing affordable housing loans and mid-market mortgage solutions to our middle and low-level incomes households
- (c) expansion of its asset-light co-lending and direct assignment models with partner banks, sharing risk and enhancing credit discipline;
- (d) accelerated deployment of technology and AI initiatives across the loan lifecycle; from digital lead generation to end-to-end online loan fulfillment (eMortgage), including digital KYC, underwriting, sanction, and disbursal; resulting in operational leverage and cost efficiencies;
- (e) broad geographic reach spanning 220 branches and over 4,400 employees, supported by extensive digital sales force and vendor networks, enabling deeper financial inclusion and customer-centric offerings; and
- (f) strengthened focus on ESG goals including carbon neutrality targets, responsible lending practices, and community development initiatives, which align with investor and regulatory expectations.

Utilisation of Issue Proceeds: Considering the growth capital requirement of the Company while maintaining an optimal capital structure for the Company, the Issue Proceeds are split between Subscription Shares and Subscription Warrants.

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Given that the Preferential Issue is also for Subscription Warrants, the funds to be received against the Subscription Warrants conversion, will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended uses of the Issue Proceeds for the Objects is set out below:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects (in INR crore)*	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds*
1.	Onward Lending Purposes	80%	Within 12 months from the receipt of funds for Subscription Shares and Subscription Warrants.**
2.	General Corporate Purposes	20%	
	Total	100%	

*Assuming that the Investor exercises and converts all the Subscription Warrants into equivalent number of Equity Shares, and receipt of funds on such conversion.

** Given that the Preferential Issue also involves issuance of Subscription Warrants, the entire Issue Proceeds will be received by the Company in one or more tranches at any time between the date of allotment of the Subscription Warrants and the expiry of 18 (eighteen) months thereof. It is estimated by the management of the Company that the entire Issue Proceeds will be utilized for the specified Objects (as set out above), in phases, based on the Company's business needs and fund availability, within 12 months from the receipt of all funds.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amounts specified for the Objects may deviate +/-10% as the fund requirements are based on management estimates, market conditions, business needs and other commercial and technical factors and the actual deployment of funds at each stage and the proposed utilization schedule will depend on a number of factors such as financial, market and sectoral conditions, business performance and strategy, and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the net proceeds at the discretion of the Board (or a committee thereof), subject to compliance with applicable laws. Any deviation in estimation of the Objects, as permitted above, shall be used only towards the said Objects *inter-se* and shall not be utilised towards General Corporate Purposes.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board (or a committee thereof), in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board (or a committee thereof), subject to compliance with applicable laws.

Interim Use of Issue Proceeds: Pending utilization of Issue Proceeds, the Company may invest such proceeds in deposits in scheduled commercial banks or any other investments/avenues as permitted under applicable laws, and in accordance with the policies formulated by the Board from time to time.

4) Monitoring of Utilisation of Funds

Given that the issue size exceeds INR 100 crore, in terms of Regulation 162A of the ICDR Regulations and other applicable laws, the Company shall appoint a credit rating agency registered with SEBI as the monitoring agency ("Monitoring Agency") to monitor the use of Issue Proceeds by the Company till 100% of such proceeds have been utilized.

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the ICDR Regulations on a quarterly basis, till 100% of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the stock exchanges on which its equity shares are listed i.e., BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE” and together with BSE, the “Stock Exchanges”).

5) Pricing of the Preferential Issue:

The Subscription Shares and Subscription Warrants are being issued at a price of INR 139 (Indian Rupees one hundred and thirty nine only) (“**Issue Price**”), which has been determined in accordance with the ICDR Regulations and taking into account the Valuation Report (*as defined below*). For further details, please refer to point (6) below.

6) Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares are listed on BSE and NSE. In accordance with the ICDR Regulations, the Equity Shares are frequently traded on the Stock Exchanges.

The price at which the proposed Preferential Issue of the Subscription Securities is being undertaken is not less than the higher of the following in terms of Regulations 164(1) and 166A of the ICDR Regulations:

- (i) the 90 trading days volume weighted average price (“**VWAP**”) of the Equity Shares quoted on the recognised stock exchange preceding the Relevant Date i.e., INR 130.96/- (Indian Rupees one hundred and thirty point ninety six only) per Equity Share; or
- (ii) the 10 trading days VWAP of the Equity Shares quoted on the recognised stock exchange preceding the Relevant Date i.e., INR 138.67/- (Indian Rupees one hundred and thirty eight point sixty seven only) per Equity Share; or
- (iii) the value of Equity Shares as determined by an independent registered valuer in accordance with Regulation 166A of the ICDR Regulations and as set out in the Valuation Report, i.e., INR 132.24/- (Indian Rupees One Hundred Thirty Two and Paise Twenty Four only) per Equity Share; or
- (iv) the floor price determined in accordance with the provisions of the Articles of Association of the Company. In this regard, please note that the Articles of Association of the Company do not prescribe any method for determination of the floor price for the proposed Preferential Issue.

For the purpose of computation of the price, the share price on NSE being the stock exchange with higher trading volumes for the said period, have been considered for arriving at the floor price under this Preferential Issue in accordance with the ICDR Regulations.

The Valuation Report also notes that the benefits of control are inherently embedded in the valuation, and there is no separate adjustment for control premium made while arriving at the fair value of equity shares of the Company.

Accordingly, the price per Subscription Share and per Subscription Warrant to be issued to the Investor i.e., INR 139/- (Indian Rupees one hundred and thirty nine only), which is not less than the floor price determined in accordance with the ICDR Regulations.

7) Name and address of the valuer who performed valuation:

The price for the Preferential Issue of the Subscription Securities has been determined taking into account the valuation report dated October 2, 2025 issued by Transaction Square Advisory LLP, independent registered valuer (registration No. IBBI/RV-E/06/2023/194 and having office at 6th Floor, Tower-A, Manikchand Ikon, Dhole Patil

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Road, Pune – 411 001, Maharashtra, India) (“**Valuer**”) in accordance with Regulation 166A of the ICDR Regulations and pursuant to Section 62 of the Companies Act (“**Valuation Report**”). The Valuation Report shall be available for inspection by the Members at the meeting and is also available on the Company’s website and will be accessible at link: <https://www.sammaancapital.com/egm>.

8) Recommendations and voting pattern of the committee of independent directors of the Company:

The Committee of Independent Directors (“**IDC**”), at its meeting held on October 2, 2025, has considered the proposal of the Company to undertake the Preferential Issue to the Investor. The IDC considered that the Issue Price of INR 139/- (Indian Rupees one hundred and thirty nine only) per Subscription Share/ Subscription Warrant has been determined taking into account the Valuation Report, which provided the price in accordance with the provisions under Chapter V of the ICDR Regulations. Thus, IDC considered the Preferential Issue, including the Issue Price as fair and reasonable in accordance with the ICDR Regulations. The voting pattern of the meeting of the IDC held on October 2, 2025 is set out below:

S. No.	Name of the Independent Director	Assent	Dissent
1.	Mr. Subhash Sheoratan Mundra	Yes	-
2.	Mr. A. Siddharth	Yes	-
3.	Mr. Dinabandhu Mohapatra	Yes	-
4.	Mrs. Shefali Shah	Yes	-

9) Amount which the Company intends to raise by way of such securities:

In aggregate, the Company proposes to raise the following amounts by way of the Preferential Issue:

Preferential issue of:	INR
33,00,00,111 (thirty three crore one hundred and eleven) Equity Shares at a price of INR 139/- (Indian Rupees one hundred and thirty nine only) per Equity Share	INR 45,87,00,15,429 (Indian Rupees four thousand five hundred and eighty seven crore fifteen thousand four hundred and twenty nine only)
8,68,92,966 (eight crore sixty eight lakh ninety two thousand nine hundred and sixty six) Tranche I Warrants at a price of INR 139/- (Indian Rupees one hundred and thirty nine only) per Warrant	INR 12,07,81,22,274 (Indian Rupees one thousand two hundred and seven crore eighty one lakh twenty two thousand two hundred and seventy four only)*
21,97,97,569 (twenty one crore ninety seven lakh ninety seven thousand five hundred and sixty nine) Tranche II Warrants at a price of INR 139/- (Indian Rupees one hundred and thirty nine only) per Warrant	INR 30,55,18,62,091 (Indian Rupees three thousand fifty five crore eighteen lakh sixty two thousand and ninety one only) *
Total	INR 88,49,99,99,794 (Indian Rupees eight thousand eight hundred and forty nine crore ninety nine lakh ninety nine thousand seven hundred and ninety four only)*

* Assuming that the Investor exercises and converts all the Subscription Warrants into equivalent number of Equity Shares, and receipt of funds on such conversion.

10) Maximum number of securities to be issued:

The Company proposes to issue: 33,00,00,111 (thirty three crore one hundred and eleven) Subscription Shares, 8,68,92,966 (eight crore sixty eight lakh ninety two thousand nine hundred and sixty six) Tranche I Warrants, and

21,97,97,569 (twenty one crore ninety seven lakh ninety seven thousand five hundred and sixty nine) Tranche II Warrants to the Investor by way of the Preferential Issue.

11) The intention of the promoters/ directors/ key managerial personnel or senior management of the Company to subscribe to the offer:

The Subscription Securities shall be offered to the Investor only. None of the existing directors, key managerial personnel or senior management of the Company will subscribe to the Preferential Issue. Note that the Company does not currently have any promoter.

12) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of the objects:

None of the existing directors of the Company propose to contribute any amount either as part of the offer or separately in furtherance of the Objects. Note that the Company does not currently have any promoter.

13) Class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue is proposed to be made to the Investor i.e. Avenir Investment RSC Ltd, a restricted scope company incorporated under the laws of the United Arab Emirates with PAN AAYCA9240R and having its permanent address at Office 3701 & 3712, Floor 37, Addax Port Office Tower, Tamouh, Al Reem Island, Abu Dhabi, United Arab Emirates.

The Investor is not a promoter or member of the promoter group of the Company as on date. However, the Investor will acquire and exercise control over the Company and will be classified as a ‘promoter’ of the Company in accordance with and subject to the terms in the SSA and the provisions of the Listing Regulations.

14) Name of the proposed allottee, the percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue:

Name of the Allottee	Category of the Allottee	Pre issue shareholding of the proposed allottee		Post issue shareholding of the proposed allottee ^(*)	
		No. of shares	%	No. of shares	%
Avenir Investment RSC Ltd	Presently not a promoter/ member of the promoter group of the Company*	Nil	Nil	63,66,90,646 ^(#)	43.46% ^(#)

**The Investor will acquire and exercise control over the Company and will become a ‘promoter’ of the Company in accordance with and subject to the terms in the SSA and the provisions of the Listing Regulations.*

Assuming that the Investor exercises and converts all the Subscription Warrants into Equity Shares of the Company, and excluding partly-paid up shares issued by the Company.

15) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:

The Investor is a restricted scope company incorporated in the United Arab Emirates, indirectly owned and controlled by International Holding Company, a company incorporated under the laws of Abu Dhabi, UAE and listed on the Abu Dhabi Stock Exchange. Accordingly, in terms of proviso to Regulation 163(1)(f) of the ICDR Regulations, no further disclosure of ultimate beneficial owners is required.

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16) Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Presently, the Investor is not categorised as a promoter/ member of promoter group of the Company. However, the Investor will acquire and exercise control over the Company and become a 'promoter' of the Company in accordance with and subject to the terms of the SSA and the provisions of the Listing Regulations.

17) The pre and post issue shareholding pattern of the Company:

Sr. No.	Category of shareholder	Pre-Preferential Issue (as on September 30, 2025 ^(*))		Post Preferential Issue ^(*)	
		No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
(A)	Promoters' and promoter group holding				
1	Indian promoters/promoter group				
(a)	Individuals/ HUF	0	0.00	0	0.00
(b)	Body Corporate	0	0.00	0	0.00
	Sub-total A (1)	0	0.00	0	0.00
2	Foreign promoters/promoter group (A (2))	0	0.00	0	0.00
(a)	Investor ^(**)	-	-	63,66,90,646	43.46
	Total Shareholding of Promoter and Promoter Group [A = A(1) + A(2)]	0	0.00	63,66,90,646	43.46
(B)	Non-promoters' shareholding (Public)				
1	Institutions				
(a)	Mutual Funds	9,50,95,723	11.48	9,50,95,723	6.49
(b)	Alternative Investment Fund	56,14,522	0.68	56,14,522	0.38
(c)	Insurance Companies	3,88,29,435	4.69	3,88,29,435	2.65
(d)	NBFC's registered with RBI	3,16,961	0.04	3,16,961	0.02
(e)	Foreign Portfolio Investors - Category I	13,07,62,395	15.79	13,07,62,395	8.93
(f)	Foreign Portfolio Investors - Category II	2,76,38,795	3.34	2,76,38,795	1.89
	Sub-total (B) (1)	29,82,57,831	36.01	29,82,57,831	20.36
2	Non-Institutions				
(a)	Clearing Members	3,48,387	0.04	3,48,387	0.02
(b)	HUF	1,91,38,467	2.31	1,91,38,467	1.31
(c)	Bodies Corporate	14,70,82,309	17.76	14,70,82,309	10.04
(d)	Trusts	22,558	0.00	22,558	0.00
(e)	Director or Director's Relatives	41,27,193	0.50	41,27,193	0.28
(f)	Non-Resident Indians	1,24,85,030	1.51	1,24,85,030	0.85
(g)	Individuals	33,09,56,619	39.95	33,09,56,619	22.59
(h)	Others				
	Unclaimed Shares	44,600	0.01	44,600	0.00
	Foreign Nationals	259	0.00	259	0.00

Sr. No.	Category of shareholder	Pre-Preferential Issue (as on September 30, 2025(%))		Post Preferential Issue (*)	
		No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
	Investor Education and Protection Fund (IEPF)	35,677	0.00	35,677	0.00
	Central Government/ State Government(s)/ President of India	1,000	0.00	1,000	0.00
	Sub-total (B)(2)	51,42,42,099	62.08	51,42,42,099	35.10
	Total Public Shareholding [B = B(1) + B(2)]	81,24,99,930	98.08	81,24,99,930	55.46
(C)	Non Promoter – Non Public	1,58,70,000	1.92	1,58,70,000	1.08
	GRAND TOTAL (A+B+C)	82,83,69,930	100.00	1,46,50,60,576	100.00

%Excluding partly-paid up shares issued by the Company.

** Assuming that the Investor exercises and converts all the Subscription Warrants into Equity Shares of the Company and excluding partly-paid up shares issued by the Company.*

***Presently, the Investor is not categorised as a promoter/ member of promoter group of the Company. However, the Investor will acquire and exercise control over the Company and become a 'promoter' of the Company in accordance with and subject to the terms of the SSA and the provisions of the Listing Regulations.*

18) Lock-in period:

The Subscription Securities (including the Equity Shares to be allotted pursuant to exercise and conversion of the Subscription Warrants) to be issued and allotted to the Investor, shall be locked-in for such period as specified under Regulation 167 of the ICDR Regulations.

The Investor does not hold any pre-preferential allotment shareholding in the Company, which is required to be locked-in from the Relevant Date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the ICDR Regulations.

19) Proposed time within which the allotment shall be completed:

Pursuant to Regulation 170 of the ICDR Regulations, the allotment of the Subscription Securities shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution at Item No. 1 of the EGM Notice, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/ body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of receipt of last of such approval(s) or permission(s).

The Investor shall be entitled to exercise and convert the Subscription Warrants into Equity Shares, at any time prior to the expiry of 18 (eighteen) months from the date of allotment of the Subscription Warrants.

20) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis of equity shares or securities convertible into equity shares of the Company during the current financial year 2025-2026.

21) Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer: Not applicable.

22) Principal terms of assets charged as securities: Not applicable.

Notice (Contd.)

23) Listing:

The Company will make an application to the Stock Exchanges where the Equity Shares are listed, in relation to listing of the (a) Subscription Shares to be issued and allotted to the Investor; and (b) the Equity Shares to be issued and allotted to the Investor pursuant to the exercise and conversion of the Subscription Warrants. Such Subscription Shares and Equity Shares, once allotted, shall rank *pari-passu* with the then existing Equity Shares of the Company in all aspects (including with respect to dividend, voting powers, etc.).

24) Practicing Company Secretary's Certificate:

A certificate from Anshul Chhabra of M/s Anshul Chhabra & Associates, practicing company secretaries (CP. No. 13935), certifying that the Preferential Issue is being made in accordance with requirements of ICDR Regulations, is hosted on the Company's website and can be accessed at: <https://www.sammaancapital.com/egm>.

25) Other Disclosures / Undertakings by the Company:

- (i) The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations and other applicable laws.
- (ii) The Company and its directors are not categorized as wilful defaulter or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable. The Company does not currently have any promoter.
- (iii) None of the directors of the Company are fugitive economic offenders as defined under the ICDR Regulations. The Company does not currently have any promoter.
- (iv) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- (v) The Company is in compliance with the conditions for continuous listing as specified in listing agreement with the Stock Exchanges and the Listing Regulations, as amended, and any circular or notification issued by the SEBI thereunder.
- (vi) As the Equity Shares have been listed for a period of more than 90 days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- (vii) The Company shall re-compute the price of relevant securities to be allotted under the Preferential Issue in terms of the ICDR Regulations where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid.
- (viii) The Investor has confirmed that it (a) has not sold or transferred any Equity Shares during the 90 trading days preceding the Relevant Date, and (b) is eligible under the ICDR Regulations to participate in the Preferential Issue.
- (ix) The proposed Preferential Issue is not being made to any body corporate incorporated in, a country which shares a land border with India.
- (x) The Company shall be making an application seeking in-principle approval to the Stock Exchange(s) where its Equity Shares on the same day when the Notice will be sent for seeking Members approval by way of special resolution.

In terms of Sections 23(1)(b), 42, 62(1)(c) of the Act and Chapter V of the ICDR Regulations, approval of the Members by way of a Special Resolution is required to issue and allot Subscription Securities to the Investor by way of a preferential issue on a private placement basis.

The relevant documents shall be made available for inspection at the registered office of the Company during normal business hours on all working days of the Company (except Saturdays and Sundays) and shall also be made available for inspection through secured mode by writing to the Company at its e-mail ID: **ibsecretarial@sammaancapital.com** up to the date of the EGM in accordance with applicable laws.

The Board of Directors of the Company recommends the Special Resolution set forth in Item No. 1 of the Notice to the Members of the Company for their consideration and approval.

None of the Directors and Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding in the Company, if any.

Item No. 2

The Board at its meeting held on October 2, 2025, *inter-alia* approved the execution of the SSA (as defined in Item No. 1 above), which was executed by and between the Company and the Investor (as defined in Item No. 1 above). The SSA *inter alia* sets out certain rights of the Investor to be incorporated in the articles of association of the Company which shall be effective from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA. This includes the pre-emption right of the Investor till the time the Investor remains a promoter of the Company. This right also qualifies as a special right under Regulation 31B of the Listing Regulations. As mentioned above, the Investor will acquire and exercise control over the Company and be classified as a ‘promoter’ of the Company in accordance with the terms of the SSA and the provisions of the Listing Regulations (as defined in Item No. 1 above).

In view thereof and pursuant to the terms and conditions set out in the SSA, the Articles of Association (“**AoA**”) of the Company need to be amended to incorporate the relevant rights of Investor as envisaged in the SSA. Therefore, it is proposed to incorporate a new clause as Article 19A (immediately following the existing Article 19, and immediately preceding existing Article 20) in the AoA of the Company.

With respect to the matters above, the members are requested to note that in terms of Section 14 of the Companies Act, 2013 read with the relevant rules framed thereunder, consent of members by way of a Special Resolution is required for altering the Articles of Association of the Company. In this regard, the Members are requested to note that at its meeting held on October 2, 2025, the Board had, subject to approval of the shareholders of the Company, (a) approved the amendment of the AoA to incorporate a new clause as Article 19A (immediately following the existing Article 19, and immediately preceding existing Article 20); and (b) approved the grant of the above special right to the Investor with effect from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA.

The draft copy of the amended AoA of the Company is available on the website of the Company at **<https://www.sammaancapital.com/egm>**. The members of the Company can also obtain a copy of the same from the Company’s Registered Office during normal business hours on all working days of the Company (except Saturdays and Sundays).

None of the directors/ key managerial personnel of the Company and/or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice except to the extent of their respective shareholding in the Company, if any.

The Board recommends the resolution set out at Item No. 2 of the Notice for the approval of the members by way of special resolution.

Notice (Contd.)

Item No. 3

The Board at its meeting held on October 2, 2025, *inter-alia* approved the execution of the SSA (as defined in Item No. 1 above), which was executed by and between the Company and the Investor (as defined in Item No. 1 above). The SSA *inter alia* sets out certain rights of the Investor to be incorporated in the articles of association of the Company which shall be effective from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA. This includes the director nomination rights of the Investor till the time the Investor remains a promoter of the Company. These rights also qualify as special rights under Regulation 31B of the Listing Regulations. As mentioned above, the Investor will acquire and exercise control over the Company and be classified as a ‘promoter’ of the Company in accordance with the terms of the SSA and the provisions of the Listing Regulations (as defined in Item No. 1 above).

In view thereof and pursuant to the terms and conditions set out in the SSA, the Articles of Association (“AoA”) of the Company need to be amended to incorporate the relevant rights of Investor as envisaged in the SSA. Therefore, it is proposed to incorporate a new clause as Article 121A (immediately following the existing Article 121, and immediately preceding existing Article 122) in the AoA of the Company.

With respect to the matters above, the members are requested to note that in terms of Section 14 of the Companies Act, 2013 read with the relevant rules framed thereunder, consent of members by way of a Special Resolution is required for altering the Articles of Association of the Company. In this regard, the Members are requested to note that at its meeting held on October 2, 2025, the Board had, subject to approval of the shareholders of the Company, (a) approved the amendment of the AoA to incorporate a new clause as Article 121A (immediately following the existing Article 120, and immediately preceding existing Article 122); and (b) approved the grant of the above special rights to the Investor, with effect from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA.

The draft copy of the amended AoA of the Company is available on the website of the Company at <https://www.sammaancapital.com/egm>. The members of the Company can also obtain a copy of the same from the Company’s Registered Office during normal business hours on all working days of the Company (except Saturdays and Sundays).

None of the directors/ key managerial personnel of the Company and/or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice except to the extent of their respective shareholding in the Company, if any.

The Board recommends the resolution set out at Item No. 3 of the Notice for the approval of the members by way of special resolution.

Item No. 4

The Board at its meeting held on October 2, 2025, *inter-alia* approved the execution of the SSA (as defined in Item No. 1 above), which was executed by and between the Company and the Investor (as defined in Item No. 1 above). In connection with these rights, the Articles of Association (“AoA”) of the Company need to be amended to revise the role of the chairman of the Board. Therefore, it is proposed to (a) substitute Article 135(c) and (b) substitute Article 138(a) in the AoA of the Company.

With respect to the matters above, the members are requested to note that in terms of Section 14 of the Companies Act, 2013 read with the relevant rules framed thereunder, consent of members by way of a Special Resolution is required for altering the Articles of Association of the Company. In this regard, the Members are requested to note that at its meeting held on October 2, 2025, the Board had, subject to approval of the shareholders of the Company, (a) approved the amendment of the AoA to substitute Article 135(c); and (b) approved the amendment of the AOA to

substitute Article 138(a), with effect from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA.

The draft copy of the amended AoA of the Company is available on the website of the Company at <https://www.sammaancapital.com/egm>. The members of the Company can also obtain a copy of the same from the Company’s Registered Office during normal business hours on all working days of the Company (except Saturdays and Sundays).

None of the directors/ key managerial personnel of the Company and/or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice except to the extent of their respective shareholding in the Company, if any.

The Board recommends the resolution set out at Item No. 4 of the Notice for the approval of the members by way of special resolution.

Item No. 5

The Board at its meeting held on October 2, 2025, *inter-alia* approved the execution of the SSA (as defined in Item No. 1 above), which was executed by and between the Company and the Investor (as defined in Item No. 1 above). The SSA *inter alia* sets out certain rights of the Investor to be incorporated in the articles of association of the Company which shall be effective from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA. This includes the right of the Investor to nominate members to certain committees of the Board, till the time the Investor remains a promoter of the Company. This right also qualifies as a special right under Regulation 31B of the Listing Regulations. As mentioned above, the Investor will acquire and exercise control over the Company and be classified as a ‘promoter’ of the Company in accordance with the terms of the SSA and the provisions of the Listing Regulations (as defined in Item No. 1 above).

In view thereof and pursuant to the terms and conditions set out in the SSA, the Articles of Association (“**AoA**”) of the Company need to be amended to incorporate the relevant rights of Investor as envisaged in the SSA. Therefore, it is proposed to incorporate a new clause as Article 140A (immediately following the existing Article 140) in the AoA of the Company.

With respect to the matters above, the members are requested to note that in terms of Section 14 of the Companies Act, 2013 read with the relevant rules framed thereunder, consent of members by way of a Special Resolution is required for altering the Articles of Association of the Company. In this regard, the Members are requested to note that at its meeting held on October 2, 2025, the Board had, subject to approval of the shareholders of the Company, (a) inserting the following new clause as Article 140A (immediately following the existing Article 140, and immediately preceding existing Article 141); and (b) approved the grant of the above special right to the Investor, with effect from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA.

The draft copy of the amended AoA of the Company is available on the website of the Company at <https://www.sammaancapital.com/egm>. The members of the Company can also obtain a copy of the same from the Company’s Registered Office during normal business hours on all working days of the Company (except Saturdays and Sundays).

None of the directors/ key managerial personnel of the Company and/or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice except to the extent of their respective shareholding in the Company, if any.

The Board recommends the resolution set out at Item No. 5 of the Notice for the approval of the members by way of special resolution.

Notice (Contd.)

Item No. 6

The Board at its meeting held on October 2, 2025, *inter-alia* approved the execution of the SSA (as defined in Item No. 1 above), which was executed by and between the Company and the Investor (as defined in Item No. 1 above). The SSA *inter alia* sets out certain rights of the Investor to be incorporated in the articles of association of the Company which shall be effective from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA. This includes the information right of the Investor till the time the Investor remains a promoter of the Company. This right also qualifies as a special right under Regulation 31B of the Listing Regulations. As mentioned above, the Investor will acquire and exercise control over the Company and be classified as a ‘promoter’ of the Company in accordance with the terms of the SSA and the provisions of the Listing Regulations (as defined in Item No. 1 above).

In view thereof and pursuant to the terms and conditions set out in the SSA, the Articles of Association (“AoA”) of the Company need to be amended to incorporate the relevant rights of Investor as envisaged in the SSA. Therefore, it is proposed to incorporate a new clause as Article 201 (immediately following the existing Article 200) in the AoA of the Company.

With respect to the matters above, the members are requested to note that in terms of Section 14 of the Companies Act, 2013 read with the relevant rules framed thereunder, consent of members by way of a Special Resolution is required for altering the Articles of Association of the Company. In this regard, the Members are requested to note that at its meeting held on October 2, 2025, the Board had, subject to approval of the shareholders of the Company, (a) approved the amendment of the AoA to incorporate a new clause as Article 201 (immediately following the existing Article 200); and (b) approved the grant of the above special right to the Investor, with effect from categorisation of the Investor as a ‘promoter’ of the Company in accordance with the SSA.

The draft copy of the amended AoA of the Company is available on the website of the Company at <https://www.sammaancapital.com/egm>. The members of the Company can also obtain a copy of the same from the Company’s Registered Office during normal business hours on all working days of the Company (except Saturdays and Sundays).

None of the directors/ key managerial personnel of the Company and/or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice except to the extent of their respective shareholding in the Company, if any.

The Board recommends the resolution set out at Item No. 6 of the Notice for the approval of the members by way of special resolution.

By Order of the Board of Directors
For **Sammaan Capital Limited**
(Formerly known as Indiabulls Housing Finance Limited)

Sd/-
Amit Jain
Company Secretary & Compliance Officer
FCS: 5433

Date: October 7, 2025

Place: Gurugram