



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

CIN: L65922DL2005PLC136029

Registered Office: A-34, 2nd & 3rd Floor, Lajpat Nagar-II, New Delhi – 110 024, India

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NOTICE OF THE TWENTIETH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **TWENTIETH ANNUAL GENERAL MEETING** of the members of **SAMMAAN CAPITAL LIMITED** will be held on Monday, September 29, 2025 at 11:00 A.M. (IST) ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Gagan Banga (DIN: 00010894), a Whole Time Director & Key Managerial Personnel, designated as Managing Director & CEO, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No 3:

To consider and if thought fit, to pass the following resolution as a Special Resolution, for renewal of limit to issue debentures on private placement basis by the Board, not in the nature of equity shares, of the Company, upto ₹ 30,000 Crores:

"RESOLVED THAT pursuant to Section 42, Section 71 and other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the 'Rules') and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ('SEBI Debt Regulations') read with Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with Master Circular for listing obligations and disclosure requirements for Non-convertible Securities, Securitised Debt Instruments and/ or Commercial Paper, as may be amended from time to time and the directions, guidelines, circulars and notifications issued by the Reserve Bank of India ('RBI'), (including any statutory amendment(s) or modification(s) or enactment(s) or re-enactment(s) thereto), as applicable to the Non-Banking Financial Companies ('NBFC') from time to time, and such other laws, regulations, circulars, notifications and guidelines,

as may be applicable to the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include Securities Issuance and Investment Committee or any other committee constituted/ to be constituted by the Board) to make offer(s), invitation(s) to subscribe and issue redeemable non-convertible debentures, subordinated debentures, bonds, secured or unsecured ('NCDs') (issuance of NCDs shall not be in the nature of equity shares) (hereinafter referred to as 'Debentures') at such face value as may be permissible under the Act, SEBI Regulations, and RBI directions on private placement basis at par, discount or premium, in one or more tranches during the period of one year from the date of passing of this resolution for a sum not exceeding ₹30,000 Crores (Rupees Thirty Thousand Crores only) within the overall borrowing limits of the Company as approved by the Members of the Company under Section 180(1)(c) of the Act, to any category of investors (including qualified institutional buyers, foreign institutional investors/ foreign portfolio investors, banks, financial institutions, multilateral financial institutions, regional financial institutions, mutual funds, pension fund, provident fund and gratuity funds, corporates, insurance companies, trusts, High Net-worth Individuals (HNIs) and such other entities/persons eligible to subscribe the Debentures) on such terms and conditions including the rate of interest/coupon, tenure, repayment and security cover thereof etc. as may be finalized by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the terms of the Issue, including the class of investors to whom the Debentures are to be offered and allotted, the numbers of Debentures to be offered and allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of debenture holders, listing, issuing any declaration/ undertaking, etc. required to be included in the Private Placement Offer Letter and any other regulatory requirement for the time being in force and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such act(s), deed(s), matter(s) and thing(s) and to take all such steps as may be required or considered necessary or incidental thereto for giving effect to this resolution.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), key managerial person(s) and/or officer(s) of the Company, to give effect to the resolution."

Item No 4:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, for appointment of M/s Neelam Gupta & Associates, Company Secretaries in Practice having Unique Code: S2006UP86800, as the Secretarial Auditors of the Company:

"**RESOLVED THAT** pursuant to the provisions of Sections 204 and 179(3) of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Neelam Gupta & Associates, Company Secretaries having Unique Code: S2006UP86800, and having a valid Peer Review Certificate, be and are hereby appointed as the Secretarial Auditors for the Company, to hold office for a term of five consecutive years i.e. from financial year 2025-26 to financial year 2029-30, at a fee of Rs. 2,50,000/- plus applicable taxes for the FY 2025-26 and 10% increment on annual basis and out of pocket expenses, taxes and certification fees, if any, incurred/issued during the course of Audit.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

Item No. 5:

To consider and if thought fit, to pass the following resolution as a Special Resolution, for the payment of remuneration/ commission/ incentives to Non-Executive Directors:

"**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 (the 'Act'), and the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or enactment(s) or re-enactment(s) thereto), the Company be and is hereby authorized to pay remuneration/commission/ incentives, to its non-executive directors (i.e. directors of the Company other than its Managing Director and/or the Whole-time Directors), in addition to sitting fees and/or reimbursement of expenses for attending the meeting of the Board of Directors of the Company and/or Committees thereof, subject to an

overall ceiling of 1% (one percent) of the net profits of the Company, for each financial year, as computed in the manner laid down under Section 198 of the Act, as amended from time to time, to any one or more non-executive directors, every year for a period of three years with effect from April 1, 2026, in such manner, as the Board may, from time to time, determine."

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: September 03, 2025

Place: Gurugram

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act (the "Act"), in respect of the business as set out in the AGM Notice is annexed hereto. Further, additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars and Notifications issued thereunder, are also annexed.
2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular no. 09/2024 dated September 19, 2024 read together with earlier General Circulars bearing nos. 14/2020, dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 28/2020 dated August 17, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 (hereinafter collectively referred to as "MCA Circulars") and other circulars / updates thereto, if any, issued by the Ministry of Corporate Affairs, and read with Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other circulars/ updates, if any, issued in this regard by Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "SEBI Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting" / "e-AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and SEBI Circulars, provisions of the Act and

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the SEBI Listing Regulations, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

3. The Company has made arrangements through KFin Technologies Limited ("KFin"), Registrars and Transfer Agents ("RTA"), to provide VC / OAVM facility for conducting the AGM through VC/OAVM. The Members can join the AGM 15 (fifteen) 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 AGM 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 AGM is being held pursuant to the applicable MCA Circulars and SEBI 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice of this AGM.
5. Since the AGM 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 / OAVM 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 Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and all documents referred to in the Notice and Secretarial Auditors certificate on implementation of ESOP Scheme(s) of the Company in compliance with applicable SEBI regulations and all related approvals and Memorandum and Articles of Association of the Company, are available for inspection by the Members electronically from the date of circulation of this Notice up to the date of the 20th AGM.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 26, 2025 to Monday, September 29, 2025 (both days inclusive) for the purpose of 20th AGM of the Company.
10. The Company has appointed Mr. Nishant Mittal, (Membership No. 553860), Proprietor of M/s. N Mittal & Associates, Practicing Chartered Accountant, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
11. 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 Depository Participants ("DPs") for availing this facility.
12. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are 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.
13. Members of the Company are requested to note that as per the provisions of Section 124 of the Act, dividends not encashed / claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund ("IEPF") by the Company. Accordingly, the unclaimed dividend of ₹ 0.59 Crores pertaining to the Financial Year 2017-18 got transferred to IEPF after giving due notice to the Members. Also, the Company has transferred 5,631 equity shares pertaining to the Financial Year 2017-18 in respect of which dividend has not been received or claimed for seven consecutive years to Demat Account of IEPF Authority.
14. The Members, whose unclaimed dividends and/or equity shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form no. IEPF – 5 available on www.mca.gov.in along with requisite fees as may be applicable from time to time. Members/claimants can file only one consolidated claim in a financial year as per IEPF Rules. The Company and IEPF Authority shall deal with claimant application in the manner as provided in IEPF Rules.
15. The details of Dividends declared and paid by the Company and the corresponding tentative due dates for transfer of such uncashed/unclaimed dividend to IEPF are provided on the website of the Company at www.sammaancapital.com. Members who have not encashed / claimed the dividend warrant(s) so far in respect of concerned Financial

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Years are, therefore, requested to make their claims to the RTA of the Company well in advance of the above tentative dates. Further, pursuant to the provisions of Section 124 of the Act, and Investor Education and Protection Fund Authority Rules, 2016 ("IEPF Rules"), all equity shares on which the dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF within 30 (thirty) days of such shares becoming due for transfer to the Fund. It is in the Members interest to claim any uncashed/unclaimed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members account on time. The details of such unclaimed/unpaid dividends are available on the Company's website at www.sammaancapital.com and Ministry of Corporate Affairs at www.mca.gov.in.

16. In accordance with the guidelines issued under the MCA Circulars and SEBI Circulars, in relation to owing the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors and Auditor's or other statutory Reports required to be attached thereto), other Statutory documents/statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), unless any Member has requested for the physical copy of the same.

Additionally, pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 w.e.f. December 13, 2024, the Company shall dispatch a "Letter" with web-link and exact path to access complete Annual Report for the financial year 2024-25, to Members and holder of non-convertible securities, who have not registered their e-mail address.

The Annual Report for Financial Year 2024-25 and Notice of this 20th AGM are available on the website of the Company at www.sammaancapital.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of KFin at <https://evoting.kfintech.com/>, for those members whose email ids are not registered with the Company / KFin.

17. Members desiring any information with regard to financial statements are requested to write to the Company at an early date so as to enable the management to keep the information ready.
18. SEBI vide its Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities

Market. The regulatory norms regarding the same were consolidated by SEBI vide its Master Circular dated August 11, 2023, which was further updated on December 28, 2023. Pursuant to Master Circular, investors shall first take up a grievance with the Company directly, and escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through ODR Portal at <https://smartodr.in/login>.

19. OTHER INFORMATION

- (a) As mandated by the SEBI, securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.
- (b) Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
 - For shares held in electronic form to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in/opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.
 - For shares held in physical form by submitting to KFin the forms given below along with requisite supporting documents:

S No.	Particulars	Form
1	Registration of PAN, postal address, e-mail address, mobile number, Bank Account, Details or changes / updation thereof	ISR – 1
2	Confirmation of Signature of shareholder by the Banker	ISR – 2
3	Registration of Nomination	SH – 13
4	Cancellation or Variation of Nomination	SH – 14
5	Declaration to opt out of Nomination	ISR – 3

- Non-Resident Indian members are requested to inform the Company/KFin (if shareholding is in physical mode) and to respective DPs (if shareholding is in demat mode), immediately of change in their

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residential status on return to India for permanent settlement.

20. PROCEDURE FOR REMOTE E-VOTING

- a. 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 on “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 resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- b. However, in 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 has been 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.
- c. 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.
- d. The remote e-Voting period commences from Friday, September 26, 2025 at 10.00 A.M. (IST) and ends on Sunday, September 28, 2025 at 5.00 P.M. (IST)
- e. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 22, 2025.
- f. 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, 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.
- g. 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.”
- h. The details of the process and manner for remote e-Voting and e-AGM 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-individual shareholders in demat mode.

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

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Details on Step 1 are mentioned below:

I) **Login method for remote e-Voting 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"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. 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. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. 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. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. 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"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. 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.

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Type of shareholders	Login Method
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>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.</p> <p>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.</p>

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 1800 102 0990
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 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.

1. 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) 9155, 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.
 - 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- AGM" 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

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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 AGM 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."
2. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM 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:

- (i) Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023 (now rescinded due to issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated May 17, 2023) and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181, dated November 17, 2023, All holders of physical securities in listed companies shall mandatory furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature 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. The Company had sent a letter to physical securities holders for furnishing the required details.
- (ii) 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;

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

Or

- 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>

Notice (Contd.)

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.

- (iii) After receiving the e-voting instructions, please follow all steps mentioned 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 AGM of the Company through VC/ OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM 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 AGM 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 AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to

express their views / send their queries in advance mentioning their name, demat account number / folio number, email id at homeloan@sammaancapital.com. Questions / queries received by the Company till Thursday, September 25, 2025 shall only be considered and responded during the AGM.

- 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 AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM 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 AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM 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 KFin. On successful login, select 'Speaker Registration' which will be opened from Wednesday, September 24, 2025 to Thursday, September 25, 2025. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- 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 KFin. On successful login, select 'Post Your Question' option which will be opened from Wednesday, September 24, 2025 to Thursday, September 25, 2025.

Notice (Contd.)

- 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> (KFin 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 Monday, September 22, 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 AGM 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, August 29, 2025. In case a person has become a Member of the Company after dispatch of AGM 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 AGM are requested to contact KFin at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
 - III. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM 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 AGM 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.
 - IV. The resolution(s) will be deemed to be passed on the AGM 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.

Notice (Contd.)

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY / SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, READ WITH REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all material facts relating to the special business mentioned under Resolution Nos. 3, 4 & 5 of this Notice. Explanation to ordinary business mentioned under Resolution No. 2 has been provided on a voluntary basis.

Item No. 3:

The shareholders of the Company in their 19th Annual General Meeting held on September 27, 2024 had authorized the Company to issue Non-Convertible Debentures (NCDs) and Bonds (not in the nature of equity shares), up to a limit of ₹ 30,000 Crores.

However, in accordance with Section 42 of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ('the Rules'); the SEBI (Issue and Listing of Non- Convertible Securities) 2021; and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time; the authorization is valid for one year from the date of approval i.e. up to September 26, 2025. As on March 31, 2025, the outstanding NCDs issued by the Company stood at ₹ 20,669 Crores, on a consolidated basis. Now, approval of Members is

being sought upto ₹ 30,000 Crores, for issue of Non-Convertible Debentures (NCDs) and/or Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), for extending validity of their authorization dated September 27, 2024, till one year post receipt of shareholders' approval in the AGM.

The Board is of the view that a limit of ₹ 30,000 Crores for issue of Non-Convertible Debentures (NCDs) and Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), is adequate for the next one year, commencing from the date of this AGM.

NCDs represent a cost-effective source of funding and a reliable means of diversification. A diversified funding profile affords the Company multiple avenues of borrowing, which from a cost and liquidity perspective are often complementary to one another, enabling the Company to run a cost effective and efficient funding programme. Non-Convertible Debentures provide access to the widest set of investors and thus the deepest pool of funding. NCDs can be raised from domestic debt investors such as mutual funds, insurance companies, pension and provident funds, banks; Domestic retail NCDs can be raised from regular individuals and also High Net worth Individuals [HNIs]. The Company is rated AA/Stable by both of India's premier rating agencies i.e. CRISIL and ICRA.

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

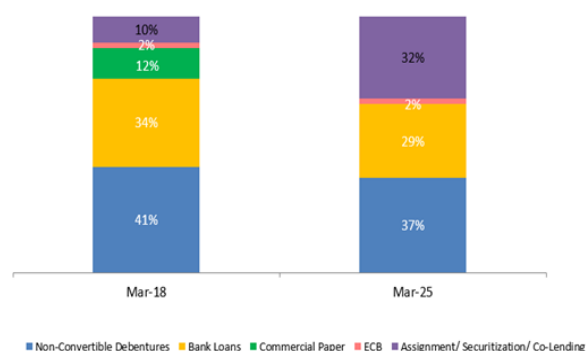
Particulars of the offer including date of passing Board Resolution	<p>The third proviso to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules"), prescribes that where the proposed amount to be raised through offer or invitation of NCDs exceeds the limit prescribed under Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient if a company passes a special resolution once in a year for all the offers or invitations to be made for such NCDs to be issued during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Act, the specific terms of each offer/issue of NCDs) and Bonds shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution.</p> <p>In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution and/or committee resolution shall be mentioned/disclosed in the private placement offer cum application letter for each offer/issue of the NCDs. The particulars of each offer shall be determined by the Board from time to time.</p>
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Kind of securities offered and the price at which the security is being offered	Non-Convertible Debentures (NCDs) and Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares). The non-convertible debt securities/NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issuance, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable, as the NCDs / Bonds proposed to be issued in one or more tranches are non-convertible debt securities which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).
Name and address of valuer who performed valuation	Not applicable as the NCDs/Bonds proposed to be issued (in a single issue or multiple issues/tranches) are non-convertible debt securities.
Amount which the Company intends to raise by way of securities	The specific terms of each offer/issue of NCDs/Bonds shall be decided from time to time, for a period of 1 (one) year from the date of the aforementioned resolution, provided that the principal amounts of all such NCDs/Bonds at any time issued during such period of 1 (one) year from the date of passing of the aforementioned special resolution shall not exceed in the aggregate, the limit specified in the resolution under Section 42 of the Act, i.e. up to ₹ 30,000 Crores, which limit shall be subject to the overall borrowing limits of the Company, as approved by the Members of the Company from time to time under Section 180(1)(c) of the Act.
Material terms of raising of securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities	The material/specific terms of each offer/issue of NCDs/Bonds and the other information being sought herein shall be decided by the Board from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in the respective transaction documents (including the private placement offer and application letter) executed in respect of each offer/issue of NCDs/Bonds.

India is witnessing very robust housing off-take and it is the belief of industry watchers that we are at the start of a multi-year growth phase in housing sales and consequently in housing loan credit. Ability to raise incremental NCDs will enable the Company to effectively pursue this home loan growth opportunity. The Company raised ₹4,667 crores through bonds in FY25, including from retail investors; a trend that is expected to continue. The enhanced access to diversified debt capital, particularly in the context of sectoral changes and the exit of large players like HDFC Ltd. from the non-bank space, is expected to be beneficial for Sammaan Capital Limited.

The funding profile, on a consolidated basis supporting the total loan assets is depicted in the chart below.



Notice (Contd.)

In line with the Company's asset-light model, 32% of the funding is now from loan sell downs. The proportion of bonds has reduced from 41% in March 2018 to 37% at the end of March 2025. The Company's funding profile is very well diversified now. The Board is of the view that the existing authorized limit is adequate for the Company's borrowing requirement from issue of non-convertible debentures.

The current gearing (on a consolidated basis) is moderate at 1.9x, well below the average of 3.9x among top NBFCs. Even with full utilization of the proposed ₹30,000 crores limit, gearing would remain comfortably below peer benchmarks at ~2.5x. This conservative leverage profile gives us flexibility to scale efficiently without compromising balance sheet strength.

Being a non-deposit accepting non-bank lender, the Company relies on wholesale sources of borrowing to undertake its lending business. As a prudent measure, the Company always maintains ample amount of liquidity on its balance sheet to shield the business from any short-to mid-term disruptions in accessing monies from its various borrowing sources. This liquidity is either parked as bank balances or in investments. In computing net gearing, the Company merely offsets this ready liquidity from its borrowings.

None of the issuance of various types of Non-Convertible Debentures for which approval is being sought vide this resolution would be in the nature of equity shares.

If shareholder approval for the renewal of the limit to issue of Non-Convertible Debentures on private placement is not granted, the Company will not be able raise additional monies through Non-Convertible Debentures, which is a key source of funding for all NBFCs and as at the end of March 2025, the outstanding NCDs of ₹ 20,669 Crores form 49% of the Company consolidated borrowings [excludes lease liabilities]. Sammaan Capital Limited will hence encounter significant challenges in executing its growth strategy and maintaining financial flexibility. Without the authority to mobilize capital via non-convertible debentures and bonds, the Company's ability to respond promptly to market opportunities; particularly in the robust housing market; will be constrained, potentially resulting in missed revenue and expansion prospects.

The absence of approval would necessitate the exploration of alternative funding options, such as bank borrowing, syndicated loans, or equity issuance; and these alternatives may present higher costs, increased dilution risk for existing shareholders, or reduced negotiating leverage with lenders, thus impacting the overall financial performance. A comparative analysis of costs, risks, and benefits indicates that debenture issuance remains a cost-effective and flexible funding route, optimizing liquidity across multiple investor segments without diluting equity or exposing the balance sheet to excessive interest costs.

The Board therefore strongly believes that renewal of this limit is critical to enable the Company to pursue identified growth

opportunities while safeguarding shareholder value and ensuring long-term financial stability.

Pursuant to and in terms of the provisions of Section 42 of the Act, read with the Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Board of Directors of the Company, subject to shareholders' approval, by way of a Special Resolution, can raise funds through issue of NCDs and/or Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), pursuant to Section 42, Section 71 and other applicable provisions of the Act, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ('SEBI Debt Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as may be amended from time to time and the directions issued by Reserve Bank of India ('RBI') as applicable to the Non-Banking Financial Companies ('NBFC') from time to time, and such other laws and regulations as may be applicable to the Company, on a private placement basis, up to one year from the date of shareholders' approval to the resolution i.e. upto September 28, 2026, as set out at Item No. 3 of this Notice.

Accordingly, as an enabling authorization, approval of the Members is being sought by way of a Special Resolution as set out at Item No. 3 of this Notice, authorizing the Board to issue NCDs and/or Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), pursuant to Section 42, Section 71 and other applicable provisions of the Act, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the SEBI Debt Regulations, SEBI Listing Regulations, and the directions issued by RBI as applicable to NBFC from time to time, and such other laws and regulations as may be applicable to the on a private placement basis, during a period of one year from the date of this Annual General Meeting of the Company, up to an aggregate amount not exceeding ₹ 30,000 Crores.

The Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 3 of this Notice, for the approval of the Members of the Company.

None of the Promoters, Directors and Key Managerial Persons ('KMPs') of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of this Notice.

ITEM No. 4:

Pursuant to provisions of Section 204 of the Act, read with rules framed thereunder, every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practicing Company Secretary. In this regard, the Board

Notice (Contd.)

of Directors ("Board") of the Company at its meeting held on February 11, 2025, had appointed M/s Neelam Gupta & Associates, Company Secretary (ies) in Practice bearing Unique Identification No. S2006UP86800, as Secretarial Auditors of the Company for the Financial Year 2024-25.

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, effective from December 13, 2024, SEBI amended the provisions of Regulation 24A – 'Secretarial Audit and Secretarial Compliance Report', of the SEBI Listing Regulations, and stipulated that the appointment/re-appointment of an individual as a secretarial auditor cannot be for more than one term of 5 (five) consecutive years and in case the secretarial auditor is a secretarial audit firm, it cannot be for more than two terms of 5 (five) consecutive years and such an appointment/re-appointment is required to be approved by the members of the company at its annual general meeting, basis recommendation of the board of directors and also stipulated that any association of the individual or the firm as the secretarial auditor of the listed entity before March 31, 2025, is not required to be considered for the purpose of calculating the tenure of the secretarial auditor.

Further, Frequently Asked Question (FAQ) on the aforesaid amendment, has clarified that 'the tenure of appointment of Secretarial Auditor cannot be for a period less than five years'.

In view of the aforesaid amended requirement, basis on recommendation of the Audit Committee, the Board at its meeting held on September 3, 2025, has recommended the appointment of M/s Neelam Gupta & Associates, Company Secretary (ies) in Practice having Unique Code: S2006UP86800, (who is present Secretarial Auditors of the Company and also well aware with the business and functioning of the Company), as the Secretarial Auditor, for a period of 5 (five) consecutive financial years commencing from April 01, 2025 to March 31, 2030, to undertake secretarial audit and issue the necessary secretarial audit report for the aforesaid period, at a fee of Rs. 2,50,000/- plus applicable taxes for the FY 2025-26 and 10% increment on annual basis and out of pocket expenses, taxes and certification fees, if any, incurred/issued during the course of audit.

M/s Neelam Gupta & Associates, is a firm of Company Secretaries managed by professional having combined experience of more than forty years in various fields. The firm specializes in providing on going and ad hoc consultancy services in the area of company secretarial matters to both large and small companies. The Firm is handling and servicing diversified clients such as Manufactures, NBFCs, MNCs, Section 8 Companies, Government Companies, Real Estate developers, IT companies, Stock Brokers, Consulting companies, Indian and foreign MNCs etc., and handling Secretarial matters of our clients at all levels, provide support, advice on a wide variety

of issues and represent our clients before various government agencies, departments and quasi-judicial authorities. The firm is having a client committed team of Company Secretaries specializing in their respective practice areas.

M/s Neelam Gupta & Associates, has provided their written consent to act as Secretarial Auditors of the Company and submitted necessary peer review certificate and other requisite disclosures/declarations in accordance with provisions of Regulation 24A of the SEBI Listing Regulations, and Section 204 of the Act and rules framed thereunder.

The services to be rendered by M/s Neelam Gupta & Associates, Secretarial Auditors, is within the purview of the said Regulation read with SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated December 31, 2024.

The Board recommends the resolution as set out in Item No. 4 of the accompanying Notice for the approval of the Members by way of an Ordinary Resolution.

None of the Promoters, Directors and/or KMPs of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

ITEM No. 5

The Members of the Company, vide their approval dated September 26, 2022, had authorized the Company to pay incentive up to 1% of its net profits to its Non-Executive Directors (i.e. directors of the Company other than its Managing Director and/or Whole-time Directors) for a period of three (3) years. This approval remains valid until March 31, 2026.

In terms of Section 197 read with Section 198 of the Companies Act, 2013, the Company is permitted to pay remuneration to its Non-Executive Directors up to 1% of the net profits of the Company computed on a standalone basis, and not on a consolidated basis.

For the financial year 2024-25, the 1% limit works out to ₹8.30 Crore. Accordingly, in line with the existing authorization of shareholders, the Company has paid a profit-linked incentive of ₹4.10 Crore to its Non-Executive Independent Directors, while no remuneration has been paid to its Non-Executive Non-Independent Directors. The table below showcases the details of payment made to Non-Executive Directors during last three FYs:

Particulars	FY23	FY24	FY25
Standalone Profit (₹ in Crore)	819.17	989.82	942.69
Sitting Fee for Non-Executive Directors (₹ in Crore)	0.57	0.67	0.52

Notice (Contd.)

Particulars	FY23	FY24	FY25
Commission/Incentive for non-executive directors (₹ in Crore)	4.10	4.10	4.10
Commission/Incentive as percent of total pay	87.79%	85.95%	88.74%
Total Pay for non-executive directors (₹ in Crore)	4.67	4.77	4.62
Total Pay as a percent of Profit	0.57%	0.48%	0.49%

It may be noted that pursuant to the Business Transfer Agreement dated November 13, 2024 between Sammaan Capital Limited ("SCL") and Sammaan Finserve Limited ("SFL"), the entire legacy wholesale loan business of SFL was transferred to SCL. As part of this transaction, consistent with fair market value, SFL created one-time provisions of ₹2,333 Crore from the retained earnings of its wholesale legacy book. This provisioning, in part, resulted in a consolidated loss of ₹1,807.4 Crore for FY 2024-25. However, on a standalone basis, SCL recorded a net profit of ₹943 Crore for the said year.

Given the significant role, active participation, and valuable contributions of the Non-Executive Directors (including Independent Directors) in guiding the management, providing oversight, and leveraging their extensive expertise in financial sector regulation, supervision, banking, insurance, judiciary, accounting, and law enforcement, it is considered appropriate to recognize their services through the payment of remuneration, as permissible under applicable laws.

The proposed limit of 1% of net profits, as set out in this Item No. 5, is an overall ceiling within which the Board of Directors shall be authorized to determine the manner, criteria, and final distribution of remuneration amongst the Non-Executive Directors (including Independent Directors), based inter alia on the time devoted and contributions made by them. This authorization is sought for a period of three (3) financial years commencing from April 1, 2026.

The details of the commission and sitting fees paid/ payable to Independent Directors for FY 2024-25 are disclosed in the Company's Annual Return, available on its website at <https://www.sammaancapital.com/agm>

Accordingly, the special resolution as set out at Item No. 5 of this Notice is placed before the Members for approval, authorizing the Board of Directors to determine and pay commission/remuneration/incentives to the Non-Executive Directors (including Independent Directors) of the Company, in terms of Section 197 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the Non-Executive Directors, including Independent Directors, and their relatives shall be deemed to be interested in this resolution. None of the Whole-time Directors/ Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Further explanatory statement pertaining to resolution 2:

Company's Performance under the Leaderships of the Executive Director Mr. Gagan Banga

On September 26, 2022, the Members of the Company, in their 17th AGM, approved the re-appointment of Mr. Gagan Banga as a Whole Time Director & Key Managerial Personnel, designated as Managing Director & CEO of the Company for a period of 5 years commencing from March 19, 2023 up to March 18, 2028 (both days inclusive), liable to retire by rotation.

Accordingly, in terms of the applicable provisions of the Companies Act, 2013, he is liable to retire by rotation at this AGM, and being eligible, offered himself for reappointment.

The Board recommends the passing of an ordinary resolution as set out in Resolution No. 2 of this Notice.

None of the Directors, Key Managerial Personnel and their relatives except for Mr. Gagan Banga and his relatives, are concerned or interested, financially or otherwise, in passing of the Resolution No. 2.

Notice (Contd.)

Additional information about Directors pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India

Resolution No.	2	
Name of the Director	Mr. Gagan Banga	
Director Identification Number	00010894	
Age	50 Years	
Nationality	Indian	
Brief Profile, Experience including qualification	<p>Mr. Gagan Banga, Managing Director & CEO, holds a Post Graduate Diploma in Management and has 26 years of industry experience. He brings deep operational knowledge and first-hand experience in shaping the business strategy of the Company.</p> <p>Mr. Banga has been managing the Company since inception, first in his capacity as the Chief Executive Officer and now as the Managing Director & CEO of the Company. Over the last 7 years, following the default by IL&FS in September 2018, the NBFC/ HFC sector has been going through a prolonged liquidity squeeze. The COVID-19 pandemic and the disruption to the economy had posed challenges on the asset quality front and to near- and mid-term growth. Under Mr. Banga's guidance, the Company has not only ably navigated through these turbulent times, but has been successful in building a fortress balance sheet - equity capital raises have boosted the Company's capital levels, asset quality is stable, the Company has built strong provision buffer and also has an optimally matched ALM.</p>	
No. of shares held	4,126,703 Fully Paid-up Equity Shares of the Company	
Terms and conditions of the appointment	First appointed as Executive Director for a term of 5 years w.e.f. March 19, 2013. Thereafter, he was re-appointed for further two terms of 5 years w.e.f. March 19, 2018 and March 19, 2023, respectively.	
Remuneration sought to be paid	In line with the Company's Remuneration policy and as approved by the members at their meeting held on September 26, 2022 in his capacity as Managing Director & CEO. He is not entitled for any sitting fees.	
Remuneration last drawn FY2025*	Rs. 10 Crore*	
Date of first appointment on Board	He was the First Director of the Company w.e.f. May 10, 2005.	
Directorship held in other companies	Listed Companies	None
	Unlisted Companies	GSB Advisory Services Private Limited
Membership / Chairmanship of committees in other companies**	None	
Equity listed companies from which the Director resigned in past 3 (Three) years	None	
Relationship with other Directors/ Key Managerial Personnel of the Company	He is not related to any of the Directors or Key Managerial Personnel of the Company	
Number of meetings of the Board attended during FY2025	8 (Eight)	

*Excluding Bonus and perquisite value as per Income Tax Act, 1961, paid to him during FY 2025 in terms of Shareholders authorization dated September 26, 2022.

**Only Audit Committee and Stakeholders Relationship Committee are considered.

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: September 3, 2025
Place: Gurugram