Sammaan Capital Limited
CIN: L65922DL2005PLC136029
Registered Office: A-34, 2nd & 3rd Floor, Lajpat Nagar-II, New Delhi – 110 024, India
Email: homeloans@sammaancapital.com, **Tel:** 011-48147506, **Fax:** 011-48147501, **Website:** www.sammaancapital.com

NOTICE OF THE TWENTY FIRST ANNUAL GENERAL MEETING

NOTICE is hereby given that the **TWENTY FIRST ANNUAL GENERAL MEETING** of the members of **SAMMAAN CAPITAL LIMITED** will be held on Wednesday, September 30, 2026 at 11:30 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, 2026, and Reports of the Board of Directors and Auditors thereon.

2. To take note of the retirement of Mr. Sachin Chaudhary (DIN: 02016992), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and has expressed his intention not to seek re-appointment:

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

   "RESOLVED THAT in accordance with the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), as amended from time to time, the vacancy arising out of retirement of Mr. Sachin Chaudhary (DIN: 02016992)**,** who expressed his intention not to seek re-appointment, be not filled."

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 ₹25,000 Crores:

"RESOLVED THAT pursuant to Sections 42, 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'** along with the SEBI Debt Regulations, hereinafter referred as **"SEBI Regulations")** read with Master Circular for listing obligations and disclosure requirements for Non-convertible Securities, Securitized 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 ₹25,000 Crores (Rupees Twenty Five 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

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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.

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 Personnel 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 H.E. Dalia Hazem Gamil Khorshid (DIN: 11789322) as a Non-Executive Non-Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, and the Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable laws, the provisions of the Articles of Association of the Company and in terms of the share subscription agreement dated October 2, 2025, executed between the Company and Avenir Investment RSC Ltd, H.E. Dalia Hazem Gamil Khorshid (DIN: 11789322) who was appointed as an Additional Non-Executive Non-Independent Director by the Board of Directors of the Company (the "**Board**") based on the recommendation of the Nomination & Remuneration Committee of the Company, with effect from August 13, 2026, and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director on the Board of the Company with effect from August 13, 2026, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any duly constituted committee of the Board) and/or any Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such act(s), deed(s), matter(s) and thing(s) as may be considered necessary, desirable, or expedient to give effect to this resolution."

Item No. 5

To consider, and, if thought fit, to pass the following resolution as a Special Resolution, for re-appointment of Mrs. Shefali Shah (DIN:09731801), as an Independent Director of the Company, for a further term of three (3) years, with effect from November 14, 2026 up to November 13, 2029

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the "**Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Regulation 17, 25 and all other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Article of Association of the Company and on the recommendations of Nomination & Remuneration Committee and Board of Directors of the Company, Mrs. Shefali Shah (DIN:09731801), who holds office as an Independent Director upto November 13, 2026 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, for a term of three consecutive years, with effect from November 14, 2026 up to November 13, 2029 **AND THAT** she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any duly constituted committee of the Board) and/or any Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

By Order of the Board of Directors
For **Sammaan Capital Limited**

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

Date: September 07, 2026
Place: Gurugram

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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. 03/2025 dated September 22, 2025, 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, and 09/2024 dated September 19, 2024 (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 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 this 21st Annual General Meeting notice dated September 07, 2026 (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 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, 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 this Notice are available for inspection by the Members electronically from the date of circulation of this Notice up to the date of the 21st Annual General Meeting, on the website of the Company.

9. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 26, 2026 to Wednesday, September 30, 2026 (both days inclusive) for the purpose of 21st AGM of the Company.

10. The Company has appointed Mr. Shiwam Kumar Bharti (Membership No. 533353) of M/s. Bharti Goenka and Associates, Practicing Chartered Accountants, 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.

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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, during the financial year 2025-26 and till the date of this Notice, the unclaimed dividend of ₹0.82 Crores got transferred to IEPF after giving due notice to the Members. Also, the Company has transferred 33,128 fully paid-up equity shares in respect of which dividend had remained unclaimed 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. 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 IEPF. 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 in a timely manner. 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 2025-26, to Members and holder of non-convertible securities, who have not registered their e-mail address.

    The Annual Report for Financial Year 2025-26 and Notice of this 21st 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/.

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:

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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 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, as per the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended, all "individual members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants.

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 Saturday, September 26, 2026 at 09:00 A.M. (IST) and ends on Tuesday, September 29, 2026 at 05:00 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 21, 2026.

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	**1. User already registered for IDeAS facility:** 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:** 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:** 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 be 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	**1. Existing user who have opted for Easi / Easiest:** 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:** 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:** 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	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
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) 10175 (for fully paid up Equity Shares) and 10176 (for partly paid up Equity Shares) 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 enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/

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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 ho.bgassociates@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

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.

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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 though VC/OAVM shall open atleast 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 sclsecretarial@sammaancapital.com. Questions/queries received by the Company from Saturday, September 26, 2026 till Monday, September 28, 2026, 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 opened from Saturday, September 26, 2026 till Monday, September 28, 2026. 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 opened from Saturday, September 26, 2026 till Monday, September 28, 2026.

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 21, 2026, 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 28, 2026. 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/

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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 NSE Limited.

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 ordinary business mentioned under Resolution No. 2 and special businesses mentioned under Resolution Nos. 3, 4 and 5 of this Notice.

Item No. 2:

In accordance with the provisions of the Companies Act, 2013 ("**the Act**") and Articles of the Company, Mr. Sachin Chaudhary (DIN: 02016992) is due to retire by rotation at the forthcoming Annual General Meeting ("**AGM**"). He has expressed his willingness to step down from the Company and has informed that he will not be offering himself for re-election at the ensuing AGM. Accordingly, he will cease to be a Whole Time Director & Key Managerial Personnel of the Company at the ensuing AGM.

As per section 152(6)(e) of the Act, at the AGM at which a director retires, the Company may fill up the vacancy by appointing the retiring director or some other person thereto.

The Board has taken note that Mr. Sachin Chaudhary will cease to hold office as a Director upon the conclusion of the 21st AGM and having considered the applicable requirements, has resolved, subject to the approval of the members, not to fill the resulting vacancy on the Board.

Upon Mr. Sachin Chaudhary ceasing to be a Director at the conclusion of the 21st AGM, the Board will continue to be duly constituted and in compliance with the composition requirements of Regulation 17 of the SEBI Listing Regulations, Section 149 of the Companies Act, 2013 and the RBI Directions, including an optimum combination of Executive, Non-Executive and Independent Directors and at least one Woman Independent Director.

It is proposed to pass an express resolution in terms of section 152(7)(a) of the Act, to not fill the vacancy created.

The Board recommends this ordinary resolution set out in Item No. 2, for consideration and 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, except Mr. Sachin Chaudhary, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice.

Item No. 3:

The shareholders of the Company in their 20th Annual General Meeting held on September 29, 2025, 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 28, 2026. As on March 31, 2026, the outstanding NCDs issued by the Company stood at ₹28,501 Crores, on a consolidated basis (issued by way of private placement and public issue). Now, approval of Members is being sought upto ₹ 25,000 Crores, for issue of NCDs and/or Bonds by way of private placement (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), for extending validity of their authorization dated September 29, 2025, till one year post receipt of shareholders' authorization approval in the AGM.

The Board is of the view that a limit of ₹ 25,000 Crores for issue of 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.

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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's credit ratings is rated as AA+ (Stable) by CRISIL, CARE, and ICRA and BWR AAA (Stable) by Brickwork Ratings.

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

Particulars of the offer including date of passing Board Resolution	The third proviso to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**the 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 ("**the Act**"), 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, on private placement basis. 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 passing the aforementioned resolution. In line with Rule 14(1) of the 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.
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 such manner as may be permissible under the Act, RBI Guidelines and SEBI Regulations and 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 ₹ 25,000 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.

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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.

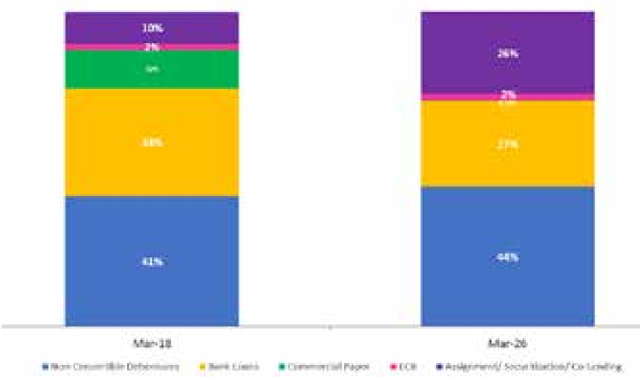
The Indian economy has continued to demonstrate resilience through FY2025-26, sustaining its position as the fastest-growing major economy notwithstanding an uncertain global environment, geopolitical tensions and volatility in commodity and currency markets. Real GDP growth for FY 2025-26 is estimated at ~7.7%, with headline inflation having moderated within the Reserve Bank of India's target band. Against this backdrop, over the current easing cycle, the RBI has reduced the policy repo rate by a cumulative 125 basis points to 5.25%, alongside a reduction in the cash reserve ratio, and has maintained a neutral stance with a comfortable systemic liquidity surplus. This easing cycle has translated into a meaningful softening of borrowing costs across the financial system and has improved both the availability and the pricing of debt capital for well-rated non-banking financial companies.

Structural drivers of retail credit demand in India remain firmly intact — rising per capita incomes, a young and expanding workforce, accelerating urbanisation, nuclearisation of families, deepening formalisation of the economy and the continued under-penetration of credit relative to comparable economies. Retail credit penetration in India remains substantially below that of most emerging markets, and NBFCs continue to play a critical role in extending credit to customer segments and geographies that are inadequately served by the banking system. These conditions support a multi-year growth opportunity across housing finance, secured business lending and other retail credit products.

The Company, a Non-Banking Financial Company classified in the Upper Layer under the RBI's Scale Based Regulation framework, has built one of the country's largest retail mortgage franchises, comprising home loans and loans against property, which continues to constitute the core of its lending business. Having substantially completed the de-risking of its balance sheet and with a significantly strengthened capital base, the Company is now progressively broadening its product suite beyond retail mortgages to include unsecured Personal loan, Business loan and Gold Loan, so as to build a diversified, granular, multi-product retail lending institution. This diversification, together with the planned expansion of the Company's branch network to ~270 locations and the continued scale-up of its co-lending and partnership arrangements, is expected to drive a substantial increase in disbursals and assets under management over the coming years. Executing this growth strategy requires uninterrupted access to deep, diversified and cost-efficient pools of debt capital, of which non-convertible debentures and bonds are a central component.

The Company raised ₹9,240 crores through bonds during FY 2025-26, including from retail investors, and expects this trend to continue. Further, following the strategic investment by Avenir Investment RSC Ltd (indirectly owned and controlled by International Holding Company PJSC, Abu Dhabi) and becoming Promoter of the Company, the consequent upgrade of the Company's credit ratings by all major rating agencies, the Company expects materially improved access to, and pricing in, the domestic and international debt capital markets. The ability to raise incremental NCDs will enable the Company to effectively pursue the growth opportunity across its expanding product portfolio.

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



In line with the Company's asset-light model, 26% of the funding is now from loan sell downs. The proportion of bonds has increased from 41% in March 2018 to 44% at the end of March 2026. 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 2.7x, well below the average of ~4.9x among RBI's 17 Upper-layer NBFCs. Even with full utilization of the proposed ₹25,000 crores limit, gearing would remain comfortably below peer benchmarks at ~4.2x. 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

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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 to raise additional monies through Non-Convertible Debentures, which is a key source of funding for all NBFCs and as at the end of March 2026, the outstanding NCDs of ₹ 28,501 Crores form 44% of the Company's 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 Rules, 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 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**'), 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, within one year from the date of shareholders' approval to the resolution i.e. upto September 29, 2027, 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 Rules, 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 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 ₹ 25,000 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.

<u>Item No. 4</u>

The induction of Avenir Investment RSC Ltd ("**Avenir**"), a subsidiary of International Holding Company PJSC ("**IHC**"), as the Company's long-term promoter and strategic shareholder, represents a defining milestone for the Company. In accordance with the provisions of the share subscription agreement dated October 2, 2025, executed between the Company and the Avenir, following the classification of the Avenir as a promoter of the Company, the Avenir is entitled to nominate directors on the Board of Directors of the Company ("**Board**"), reflecting its long-term commitment to the Company's growth and governance. Accordingly, the Promoter has nominated H.E. Dalia Hazem Gamil Khorshid (DIN: 11789322**)** for appointment as a Non-Executive Non-Independent Director on the Board.

Avenir coming in as promoter of the Company has brought deeper institutional capital, stronger governance and strategic operational oversight, driving credit rating upgrades and materially improving the Company's access to diversified, lower-cost funding. The wider IHC groups strength in technology and AI deployment expertise will immensely aid the Company as it expands its operations and suite of lending products.

The Company is amongst India's largest mortgage-focused non-banking financial companies (NBFCs). As an NBFC, SCL is regulated by the Reserve Bank of India (RBI), India's central bank, and was the first to introduce an end to end digital home-loan platform.

H.E. Dalia serves as Group Chief Executive Officer and Managing Director of Beltone Holding. With more than 30 years of international experience in banking and finance, she has held senior leadership roles and advised on landmark transactions across the region, spanning private placements, investment

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strategies, corporate finance, and mergers and acquisitions. Her extensive experience will further strengthen the Board and support the Company's strategic growth initiatives.

Based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board in its meeting held on August 13, 2026, appointed H.E. Dalia Hazem Gamil Khorshid (DIN: 11789322) as an Additional Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from August 13, 2026, subject to the approval of the shareholders of the Company.

In terms of Section 161 of the Act, an Additional Director shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Further in terms of Regulation 17(1C) of the SEBI Listing Regulations, the listed entity shall ensure that approval of members for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of such appointment or re-appointment, whichever is earlier.

In compliance with the aforesaid provisions, approval of the members is being sought for the appointment of H.E. Dalia Hazem Gamil Khorshid (DIN:11789322) as a Non-Executive Non-Independent Director on the Board liable to retire by rotation. The Company has received requisite forms, declarations and other documents from H.E. Dalia Hazem Gamil Khorshid including consent to act as a director of the Company and a declaration of fit and proper criteria as prescribed under the Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025. The Company has also received a confirmation that H.E. Dalia Hazem Gamil Khorshid is neither disqualified nor debarred from holding the office of director under the Act or pursuant to any order issued by the Securities and Exchange Board of India or any other authority.

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 4 of this Notice for the approval of the Members.

The Requisite details of H.E. Dalia Hazem Gamil Khorshid is set out in Annexure-A to this Notice.

None of the Directors, Key Managerial Personnel or their relatives (except H.E. Dalia Hazem Gamil Khorshid, being the appointee herself) are interested, financially or otherwise, in the Resolution as set out at Item No. 4 of this Notice.

Item No. 5:

Mrs. Shefali Shah (DIN: 09731801) was appointed as a Non-Executive, Independent Director of the Company pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 ("Act") read with the Rules made thereunder, for a period of 3 (three) consecutive years w.e.f. November 14, 2023 up to November 13, 2026 upon approval of Members via postal ballot dated January 11, 2024. Accordingly, she will be completing her first term as Non-Executive, Independent Director on November 13, 2026.

Based on the recommendation of the Nomination & Remuneration Committee ("**the Committee**"), the Board of Directors of the Company at its meeting held on September 07, 2026 proposed the re-appointment of Mrs. Shefali Shah as an Independent Director of the Company, not liable to retire by rotation, for a second term for 3 (three) consecutive years effective from November 14, 2026 up to November 13, 2029 (both days inclusive), for the approval of the Members by way of a Special Resolution.

Mrs. Shefali Shah is a retired Indian Revenue Services ("IRS") (Income Tax) officer and in her illustrious career as an IRS officer spanning over 35 years, she held senior level positions with the Government of India in the areas of Income Tax, including as the Principal Chief Commissioner of Income Tax.

Dynamism and human approach are the hallmark of her persona. She is known as committed professional having rich and varied experience. She has successful leadership and governance abilities, expertise in policy formulation, strategy, programme implementation in Government of India in Ministries of Commerce, Culture Consumer Affairs and Revenue and Direct Tax policy and administration.

She holds a Masters' degree in Economics from University of Rajasthan.

Considering Mrs. Shah's experience and professional competence, her re-appointment on the Board is in the overall interest of the Company. Her expertise in the above mentioned areas, understanding of different business environment and experience of working with large corporates will be of great value for the Company. Mrs. Shah's candidature is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Nomination & Remuneration Committee and the Board, Mrs. Shah fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and she is independent of the management of the Company.

The Requisite details of Mrs. Shefali Shah is set out in Annexure-B to this Notice.

Details of the Director seeking re-appointment [Pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

The proposed re-appointment of Independent Director, in the manner as set out in Item No. 5 of this Notice, is in compliance with the applicable provisions of the Companies Act 2013 ("Act") and of the Listing Regulations. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing her candidature for appointment as an Independent Director. The Company has also received a declaration from Mrs.

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Shah confirming that she fulfils the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1)(b) of Listing Regulations.

Mrs. Shefali Shah has submitted a declaration in prescribed Form DIR-8 to the effect that she is not disqualified from being appointed as Director in terms of Section 164 of the Act, consent to act as a Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1.

Mrs. Shefali Shah has also confirmed that in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, she is registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is provided above.

Keeping in view of her vast experience, knowledge and managerial skills, the Board constituted Nomination & Remuneration Committee has recommended to the Board her re-appointment as an Independent Director of the Company. The Board is also of the view that it will be in the best business interest of the Company that Mrs. Shah is re-appointed as an Independent Director of the Company, for a second term of three years from November 14, 2026 up to November 13, 2029, not liable to retire by rotation.

In the opinion of the Board, and based on the Board's evaluation, Mrs. Shefali Shah fulfils the conditions specified in the Act and Rules made thereunder and Listing Regulations for her appointment as an Independent Director of the Company and is independent of the Management. Upon approval of the shareholders to her appointment as Independent Director her appointment shall be formalized by issuing a letter of appointment to her, which shall be open for inspection by the members at the registered office of the Company, in terms of applicable provisions of the Act.

Mrs. Shefali Shah does not hold any shares in the Company and is not related to any other director of the Company.

Accordingly, the Board recommends the resolution as set out at Item No. 5 of this Notice, for the approval by the shareholders, as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives (except Mrs. Shefali Shah, being the re-appointee herself) are interested, financially or otherwise, in the Resolution as set out at Item No. 5 of this Notice.

By Order of the Board of Directors
For **Sammaan Capital Limited**

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

Date: September 07, 2026
Place: Gurugram

ANNEXURE-A

The details of Director seeking appointment, pertaining to Item No. 4 of the Notice dated September 07, 2026, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2, are as follows:

Particulars	Details
Name of the Director	H.E. Dalia Hazem Gamil Khorshid
Director Identification Number	11789322
Age	52 Years
Nationality	Egyptian
Date of first appointment on the Board	August 13, 2026
Qualifications	Bachelors of Arts-Highest Honors (Major in Business Administration, Minor in Economics) from American University in Cairo
Brief Profile, experience and expertise in specific functional areas	H.E. Dalia Khorshid serves as Group Chief Executive Officer and Managing Director of Beltone Holding. With more than 30 years of international experience in banking and finance, she has held senior leadership roles and advised on landmark transactions across the region, spanning private placements, investment strategies, corporate finance, and mergers and acquisitions. H.E. Dalia Khorshid's career spans both the private and public sectors. She is the founder and former Chair of MASAR Financial Advisory and Eagle Capital for Financial Investment, where she advised on fundraising, corporate and project finance, M&As, as well as the management of more than 50 strategic investments and transactions. From 2016 to 2017, she served as Egypt's Minister of Investment, where she introduced, for the first time in Egypt, a nationwide investment policy that enhanced the business environment across the country. Khorshid developed a new legislative framework, initiating a new investment law, including Bankruptcy, Insolvency and Liquidation Law, Single Partner Companies Law, the Capital Markets Law and its Executive Regulations, the Movable Guarantees Law, and the first Sovereign Wealth Fund Special Law. During her tenure, Khorshid reformed the organizational structure of the General Authority for Investment and Free Zones (GAFI). Moreover, she established Egypt's Supreme Investment Council, chaired by the President of the Arab Republic of Egypt. She also restructured the Disputes Resolution Committee and led the resolution of arbitration cases valued at more than USD 2 billion. Additionally, she initiated and launched Egypt's three-to-five-year IPO Program for state-owned companies. Prior to her ministerial appointment, Khorshid spent 11 years at Orascom Construction Limited, serving as Executive Vice President and Group Corporate Treasurer for Orascom Construction Industries & Orascom Building Materials Holding (2005–2007) and OCI N.V. & Orascom Construction Limited (2008–2016). During her tenure, she successfully led the Group's multi-billion-dollar fundraising initiatives, ECA-backed financing, project finance, and M&A transactions across numerous countries, including Egypt, Algeria, the Netherlands, the United States, the UAE, Pakistan, Belgium, Nigeria, Turkey, Iraq, Syria, and Saudi Arabia. She spearheaded corporate finance, treasury, fundraising, cash management, investments, and risk management across the Group. Earlier in her career, Khorshid served as Vice President of Corporate Finance, Investment Banking, and Corporate Banking at Citibank for the MENA region (1997–2005), where she executed numerous high-profile transactions, including M&A deals, syndicated loan facilities, and advisory mandates. She began her professional career at Commercial International Bank (CIB) (1994–1996).

Particulars	Details
	In addition, Khorshid has held board appointments across a wide range of local and regional organizations in both the private and public sectors. She was Chairwoman of the General Authority for Investment and Free Zones (GAFI), Egypt's Disputes Resolution Committee, the Sovereign Wealth Fund Committee, and the Supreme Investment Council (2016–2017). During the same period, she also served on the boards of the Egyptian General Petroleum Corporation (EGPC), the New Cairo Urban Communities Authority (NUCA), the Industrial Development Authority, the Agricultural Development Authority (ADA), and the General Authority for the Suez Canal Economic Zone. Khorshid has continued to serve in influential governance roles, including Board Member at SODIC (2022–present), Board Member at Al Baraka Banking Group in Bahrain and Algeria (2022–present), Chairwoman of the Finance Committee and Board Member at Cairo American College (2022–present), Chairwoman of MiraBank in Serbia (2025–present), Board Member at Endeavor Egypt (2025–present), Board Member at Reem Bank (2026–present), and Board Member at Sammaan Capital (2026–present). In recognition of her impact on the market, Khorshid was named among Forbes' Most Powerful Arab Women (2017), featured on Forbes Middle East Top 100 CEOs (2024) as the only female Egyptian leader, and named one of the top Sustainability leaders in the Green Finance category. She was honored at the Forbes Middle East Women's Summit (2024), named among Forbes' 100 Most Powerful Businesswomen (2025), and recognized at the Forbes Middle East Top Advisors and Investors Summit Awards for advancing innovation and growth in financial services (2026).
No. of shares held in the Company, including shareholding as a beneficial owner	None
List of Directorship held in other Companies	**Indian companies:** Nil **Foreign Body Corporates:** • Beltone Holding (Group CEO and Managing Director); • SODIC; • Al Baraka Banking Group (Bahrain and Algeria); • Cairo American College (Chairperson, Finance Committee); • MiraBank, Serbia (Chairperson); • Endeavor Egypt; and • Reem Bank. The appointee has confirmed that she is able to devote sufficient time to the affairs of the Company and that she will keep her total directorships in listed / public companies within six, rationalising them if required, by the next Annual General Meeting, in line with applicable directorship limits.
Membership / Chairmanship of committees in other companies	**Indian companies***: Nil **Foreign Body Corporates:** • Chairperson, Finance Committee, Cairo American College.
Equity listed entities from which the director has resigned from directorship in past three years	None
No. of Board Meetings attended during the FY25-26	Not Applicable
Remuneration last drawn	Not Applicable

Particulars	Details
Terms and conditions of appointment	Appointment as Non-Executive Non-Independent Director with effect from August 13, 2026, liable to retire by rotation.
Skills and capabilities required for the role and the manner in which the appointee meets them	Extensive international experience in banking, finance, investment and corporate strategy, mapping to the Board's identified skill areas of Finance, Banking & Risk and Strategy & Leadership.
Remuneration sought to be paid	Not Applicable
Relationship with other Directors/ Key Managerial Personnel of the Company	None

**Includes membership/ chairmanship in Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the Listing Regulations.*

ANNEXURE-B

The details of Director seeking appointment, pertaining to Item No. 5 of the Notice dated September 07, 2026, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2, are as follows:

<table>
<tr><th>Particulars</th><th colspan="3">Details</th></tr>
<tr><td>Name</td><td colspan="3">Mrs. Shefali Shah</td></tr>
<tr><td>DIN</td><td colspan="3">09731801</td></tr>
<tr><td>Age</td><td colspan="3">66 years</td></tr>
<tr><td>Nationality</td><td colspan="3">Indian</td></tr>
<tr><td>Qualifications</td><td colspan="3">She holds a Masters' degree in Economics from University of Rajasthan.</td></tr>
<tr><td>Period</td><td colspan="3">Three years w.e.f. November 14, 2026 up to November 13, 2029</td></tr>
<tr><td>Nature</td><td colspan="3">Director, not liable to retire by rotation</td></tr>
<tr><td>Designation</td><td colspan="3">Non-Executive, Independent Director</td></tr>
<tr><td>Sitting Fees</td><td colspan="3">₹ 1 lakh per board meeting</td></tr>
<tr><td>Other Benefits</td><td colspan="3">Profit Link Incentive as per shareholders authorization</td></tr>
<tr><td>No. of shares held including shareholding as a beneficial owner</td><td colspan="3">Nil</td></tr>
<tr><td>Directorships held in other companies</td><td colspan="3">Listed Companies (Equity Listed Company)
Nil
Debt Listed Companies
Nil
Unlisted Companies
Go Digit Life Insurance Limited
TP Central Odisha Distribution Limited
TP Northern Odisha Distribution Limited
Raigad Pen Growth Centre Limited
Tata Power Delhi Distribution Limited</td></tr>
<tr><td rowspan="6">Membership/ Chairmanship of committees*</td><td>Name of Company</td><td>Name of Committee</td><td>Chairperson/ Member**</td></tr>
<tr><td>Sammaan Capital Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Sammaan Capital Limited</td><td>Stakeholders Relationship Committee</td><td>Member</td></tr>
<tr><td>TP Northern Odisha Distribution Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>TP Central Odisha Distribution Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Go Digit Life Insurance Limited</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>Names of Listed Entities from which Mrs. Shah resigned in past three years</td><td colspan="3">None</td></tr>
<tr><td>Relationship with other Directors/ Key Managerial Personnel of the Company</td><td colspan="3">None</td></tr>
<tr><td>Remuneration Last drawn</td><td colspan="3">Remuneration drawn during FY2025-26: sitting fees of ₹11,00,000/- and a profit-linked commission of ₹25,00,000/-, within the limits under Section 197 of the Companies Act, 2013 and as approved by the Board and/or Shareholders of the Company.</td></tr>
</table>

Particulars	Details
Date of first appointment on the Board	November 14, 2023
Terms and conditions of re-appointment	Mrs. Shah will be re-appointed for a term of 3(three) years as an Independent Director of the Company.
No. of Board Meetings attended during the FY 25-26	10 (Ten) out of 10 (Ten)
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Industry Knowledge & Experience, Financial, Regulatory / legal & Risk Management, Corporate Governance, Operations and Process Optimization, Banking and Finance
Brief resume, Experience and expertise in specific functional area	Mrs. Shefali Shah is a retired Indian Revenue Services ("IRS") (Income Tax) officer and in her illustrious career as an IRS officer spanning over 35 years, she held senior level positions with the Government of India in the areas of Income Tax, including as the Principal Chief Commissioner of Income Tax. Dynamism and human approach are the hallmark of her persona. She is known as committed professional having rich and varied experience. She has successful leadership and governance abilities, expertise in policy formulation, strategy, programme implementation in Government of India in Ministries of Commerce, Culture Consumer Affairs and Revenue and Direct Tax policy and administration.

*Includes membership/ chairmanship in Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the Listing Regulations.

** Mrs. Shefali Shah is a member of 5 (five) committees and does not chair any committee across public companies. The aforesaid committee positions are within the limits prescribed under Regulation 26 of the SEBI Listing Regulation.

By Order of the Board of Directors
For **Sammaan Capital Limited**

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

Date: September 07, 2026
Place: Gurugram