



SAMMAAN FINSERVE LIMITED

(Formerly known as Indiabulls Commercial Credit Limited)

(CIN: U65923DL2006PLC150632)

Registered Office: 2nd Floor Plot No-3 Block-A, Pocket-2, Sector-17, Dwarka Residential Scheme, Dwarka, New Delhi, India – 110075

Email: lap@sammaancapital.com, **Tel:** +91 1145571048 & +91 1145571061

Website: <https://www.sammaanfinserve.com/>

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **TWENTIETH ANNUAL GENERAL MEETING** of the members of **SAMMAAN FINSERVE LIMITED** will be held on **Wednesday, September 30, 2026 at 09:30 A.M. (IST) (“AGM”)** at the registered office of the Company situated at 2nd Floor Plot No-3 Block-A, Pocket-2, Sector-17 Dwarka Residential Scheme, Dwarka, New Delhi, India – 110075, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited 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 appoint a Director in place of Mr. Ajit Kumar Mittal (DIN: 02698115), Non-Executive Non-Independent Director designated as Chairman of the Company, who retires by rotation as a director and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To consider and, if thought fit, to pass the following resolution as a Special Resolution for re-appointment of Ms. Nikita Sureshchand Tulsian (DIN: 08628087), as an Independent Director of the Company, for a further term of three (3) consecutive years, with effect from October 23, 2026 upto October 22, 2029, not liable to retire by rotation**

“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, read with Schedule IV to the Act and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, and based on the recommendations of Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Nikita Sureshchand Tulsian (DIN: 08628087), who holds office as an Independent Director upto October 22, 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 the applicable provisions 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 October 23, 2026 up to October 22, 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 act(s), deed(s), matter(s) and thing(s) as may be considered necessary, desirable, or expedient to give effect to this resolution.”

4. **To consider and if thought fit to pass the following resolution as a Special Resolution, for issue of Non-Convertible Debentures and/or Bonds, of the Company, on private placement basis:**

“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’**) 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, 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 Management 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 ₹5,000 Crores (Rupees 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 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 person(s) and/or officer(s) of the Company, to give effect to the resolution.”

By Order of the Board of Directors
For **Sammaan Finserve Limited**
(Formerly known as **Indiabulls Commercial Credit Limited**)
Sd/-

Ajit Kumar Singh
Company Secretary & Compliance Officer
Membership No.: A20840

Date: September 07, 2026
Place: Gurugram

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND THAT A PROXY NEED NOT BE A MEMBER. THE PROXY FORM TO BE VALID AND EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.
2. A Proxy need not be a Member of the Company. A person appointed as Proxy shall act on behalf of not more than 50 (fifty) Members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.
3. A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, in respect of the Special businesses as set out in the AGM Notice is annexed hereto.
5. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.
6. All documents referred in this Notice and other statutory registers are open for inspection by the Members on the date of the AGM at the venue of the meeting and also at the Registered Office of the Company between 10:00 A.M. to 4:00 P.M. on all working days except Saturdays, Sundays and national holidays, from the date hereof up to the date of the AGM.
7. In case of joint holders attending the Meeting, only such joint holder whose name appears first in the Register of Members will be entitled to vote.
8. Members desiring any information relating to the financial statement of the Company are requested to write to the Company at the earliest, so as to enable the Board of Directors to keep the information ready at the AGM.
9. Members/Proxies are requested to bring their duly filled attendance slip sent herewith at the Meeting.
10. The route map showing direction to reach the venue of Annual General Meeting is annexed.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

ITEM NO. 3:

Ms. Nikita Sureshchand Tulsian (DIN: 08628087) 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. October 23, 2023 up to October 22, 2026, upon approval of Members at its Extra-Ordinary General Meeting of the Company held on January 19, 2024. Accordingly, she will be completing her first term as Non-Executive, Independent Director on October 22, 2026.

Based on the recommendation of the Nomination & Remuneration Committee (“NRC”), the Board of Directors of the Company at its meeting held on September 07, 2026, have considered and recommended the re-appointment of Ms. Nikita as an Independent Director of the Company, not liable to retire by rotation, for a second term of 3 (three) consecutive years effective from October 23, 2026 upto October 22, 2029, for the approval of the Members by way of a Special Resolution.

Ms. Nikita is an accomplished business leader and Independent Director with three decades of experience across media, entertainment, technology and AI. She has held senior leadership roles with TV Today Network (Aaj Tak), AXN (Sony Pictures Networks) and Sony BBC Earth, where she built and transformed businesses, drove significant revenue growth, developed strategic partnerships and led high-performing teams.

She brings strong expertise in business strategy, commercial and financial planning, pricing, operations, business transformation and stakeholder management, with a proven ability to convert business challenges into growth opportunities. Her career includes building the Aaj Tak business in Gujarat and subsequently transforming TV Today’s West India business, giving her deep familiarity with Gujarat’s corporate and consumer ecosystem and extensive engagement with senior business leaders.

Currently as Independent Director at Sammaan Finserve Limited since October 2023, she has previously served on the boards of Taurian MPS Pvt. Ltd. and Creativeland Asia Pvt. Ltd. Since 2019, she has also been associated with Myelin Foundry, an AI technology company, giving her an early and practical perspective on AI, technology-led disruption and commercialisation.

Ms. Nikita brings a distinctive combination of operating leadership, board experience, commercial acumen, media and consumer insight, corporate connect and early AI exposure—enabling her to contribute meaningfully to boards focused on sustainable growth, strategic transformation and long-term value creation.

She holds a Bachelor of Arts degree in Psychology from St. Xavier’s College. She holds a Post Graduate Diploma in Computer Applications [PGDCA] from St. Xavier’s Institute of Computer Sciences, Ahmedabad, India and a Diploma in Professional Development Program [PDP] in Media Marketing and Planning from MICA [Mudra Institute of Communications].

Ms. Tulsian has received various awards and recognitions throughout her career, for her best performances and was named in the Top 50 media persons in the country.

The main terms and conditions of appointment of Ms. Nikita, as an Independent Director of the Company, are as under:

Particulars	Details
Director Identification Number (DIN)	08628087
Date of Birth (Age in years)	11-09-1973 and 52 Years
Period	Three consecutive years w.e.f. October 23, 2026 upto October 22, 2029.
Nature	Independent Director, not liable to retire by rotation
Designation	Independent Director of the Company
Sitting Fees	₹ 1 lakh per board meeting
Other Benefits	Profit Link Incentive as per shareholders authorization

No. of shares held including shareholding as a beneficial owner	Nil
Directorships held in other companies	Listed Companies (Equity Listed Company) Nil Debt Listed Companies Nil Unlisted Companies Nil
Membership/ Chairmanship of committees*	Nil
Names of Listed Entities from which Ms. Nikita resigned in past three years	None
Related to any director / KMPs of the Company	No
Terms & conditions of re-appointment and remuneration	Ms. Nikita is proposed to be re-appointed for a second term of 3 consecutive years as an Independent Director of the Company.
Remuneration Last drawn	Nil (However the Company has paid sitting fees and profit linked incentive during the FY 2025-26)
Date of first appointment on the Board	October 23, 2023
No. of Board Meetings attended during FY25-26	10 (Ten)
Skills and capabilities required for the role and the manner in which the proposed person meets such Requirements	She has expertise in financial planning, strategy, pricing structure, operations, building and restructuring teams for higher performance and utilizing analytics towards achieving organisational goals.

**Includes membership/ chairmanship in Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

The proposed re-appointment of Independent Director, in the manner as set out in Item No. 3 of this Notice, follows the applicable provisions of the Act and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time (“**Listing Regulations**”). The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing her candidature for re-appointment as an Independent Director. The Company has received a declaration from Ms. Nikita Sureshchand Tulsian confirming that she fulfils the criteria of independence as provided in Section 149(6) of the Act.

Keeping in view of relevant expertise, significant contribution to Board effectiveness and diversity, familiarity with the Company's operations and willingness to devote adequate time to the role, the Nomination & Remuneration Committee has recommended to the Board her 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 Ms. Nikita Sureshchand Tulsian is re-appointed as an Independent Director of the Company, for a second term of three (3) consecutive years from October 23, 2026 upto October 22, 2029, not liable to retire by rotation.

In the opinion of the Board and based on the Board's evaluation, Ms. Nikita Sureshchand Tulsian fulfils the conditions specified in the Act and rules made thereunder for her re-appointment as an Independent Director of the Company and is independent of the Management of the Company. Upon approval of the shareholders to her re-appointment as Independent Director, her appointment shall be formalized by issuing a letter of re-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.

Ms. Nikita Sureshchand Tulsian does not hold any equity shares of the Company and is not related to any other director of the Company and not debarred from holding the office of director by virtue of any SEBI order or any other such authority. Accordingly, the Board recommends the resolution as set out at Item No. 3 of this Notice, for the approval by the shareholders, as Special Resolution.

Except the proposed appointee, in resolution set out at Item No. 3 of this Notice, proposing her re-appointment, none of the Promoters, Directors and Key Managerial Personnel (KMP) 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

The shareholders of the Company in their 19th 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 ₹5,000 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 aforesaid authorization is valid for a period of one year from the date of approval i.e. up to September 28, 2026. Accordingly, in order to extend the validity, the approval of Members is being sought upto ₹ 5,000 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), till one-year post receipt of shareholders’ approval in this AGM.

The Board is of the view that a limit of ₹ 5,000 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.

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

None of the Promoters, Directors and Key Managerial Personnel (KMP) 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.

Further explanatory statement pertaining to resolution 2:

Details of the Director seeking re-appointment at the 20th Annual General Meeting in terms of paragraph 1.2.5 of the Secretarial Standard-2 on General Meetings, is given below:

Resolution No.	2
Name of the Director	Mr. Ajit Kumar Mittal
DIN	02698115
Date of Birth and Age	July 17, 1959 and 67 Years
Nationality	Indian
Date of first appointment on the Board	September 30, 2013
Qualification/ Brief Profile and experience	Mr. Ajit Kumar Mittal has rich and varied experience by virtue of his close involvement with the growth and evolution of India’s financial sector. A Masters of Arts in Economics from Kurukshetra University and a Master of Science in Business Administration with Academic Excellence from University of Illinois, U.S.A., Mr. Mittal worked for more than twenty years at the Reserve Bank of India (RBI) in middle and senior management positions and has been at the forefront of macroeconomic and financial sector issues. As General Manager of the Banking Supervision in RBI, he was responsible for monitoring and surveillance of country’s banking system for five years. Mr. Mittal was closely involved in coordination with various financial markets, e.g. debt, money, forex and capital market. Mr. Mittal also worked as Financial Sector Advisor to Qatar Central Bank during the 2006-07. Mr. Mittal is responsible for risk management, regulatory, governance and compliance issues in the financial services business, besides being involved in the overall business strategy. He does not hold any shares in the Company and is not related to any of the

	Directors of the Company.			
Relationship with other Directors, Manager and Key Managerial Personnel	None			
Terms and conditions of Appointment/re-appointment	Mr. Ajit Kumar Mittal (DIN: 02698115), Non-Executive, Non-Independent Director designated as Chairman liable to retire by rotation			
Remuneration sought to be paid	Profit Link Incentive as per shareholders authorization			
Last drawn Remuneration	Nil (However the Company has paid sitting fees and incentives during the financial year 2025-26)			
Directorships held in other companies	Novo Epay India Private Limited AM4 Investments Private Limited			
List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held*	Name of Company	Name of Committee	Chairman/ Member	
	Sammaan Finserve Limited (Formerly known as Indiabulls Commercial Credit Limited)	Stakeholders Relationship Committee	Chairman	
No. of shares held in the Company, (including shareholding as a beneficial owner)	Nil			
Number of Board Meetings attended during the financial year (2025-26)	(9) Nine			

**Includes membership/ chairmanship in Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.*

By Order of the Board of Directors
For **Sammaan Finserve Limited**
(Formerly known as Indiabulls Commercial Credit Limited)
Sd/-

Date: September 07, 2026
Place: Gurugram

Ajit Kumar Singh
Company Secretary & Compliance Officer
Membership No.: A20840



SAMMAAN FINSERVE LIMITED

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(CIN: U65923DL2006PLC150632)

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FORM NO. MGT 11

PROXY FORM

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

Name of the Member (s): _____

Registered address: _____

E-mail Id: _____ Folio No./DPID Client ID: _____

I / We, being the member(s) of _____ Equity Shares of the above named Company, hereby appoint:

1. Name: _____

Address: _____ E-mail Id: _____

Signature: _____, or failing him / her

2. Name: _____

Address: _____ E-mail Id: _____

Signature: _____, or failing him / her

3. Name: _____

Address: _____ E-mail Id: _____

Signature: _____

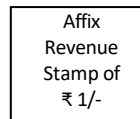
as my / our proxy(ies) to attend and vote (on a poll) for me / us and on my / our behalf at the 20th Annual General Meeting of the Company, to be held on Wednesday, September 30, 2026, 09:30 A.M. (IST) at 2nd Floor, Plot No-3 Block-A, Pocket-2, Sector-17 Dwarka Residential Scheme, Dwarka, New Delhi, India – 110075, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution No.	Brief Details of the Resolutions
ORDINARY BUSINESS	
1.	To receive, consider and adopt the Audited 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 appoint a Director in place of Mr. Ajit Kumar Mittal (DIN: 02698115), Non-Executive, Non-Independent Director designated as Chairman, who retires by rotation as a director and being eligible, offers himself for re-appointment.
SPECIAL BUSINESS	

3.	Approval for Re-appointment of Ms. Nikita Sureshchand Tulsian (DIN: 08628087), as an Independent Director of the Company, for a further term of three (3) consecutive years, with effect from October 23, 2026 upto October 22, 2029, not liable to retire by rotation
4.	Approval for issuance of Non-Convertible Debentures (NCDs) and Bonds (not in the nature of equity shares), on private placement basis, up to a limit of ₹5,000 Crores.

Signed this _____ day of _____ 2026 Signature of Shareholder: _____

Signature of Proxy Holder(s): _____



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a Member of the Company. A person appointed as Proxy shall act on behalf of not more than 50 (fifty) Members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.



SAMMAAN FINSERVE LIMITED

(Formerly known as Indiabulls Commercial Credit Limited)

(CIN: U65923DL2006PLC150632)

Registered Office: 2nd Floor Plot No-3 Block-A, Pocket-2, Sector-17 Dwarka Residential Scheme, Dwarka,
New Delhi, India – 110075

Email: lap@sammaancapital.com, **Tel:** +91 1145571048 & +91 1145571061

Website: <https://www.sammaanfinserve.com/>

ATTENDANCE SLIP

Folio No./DPID Client ID: _____ No. of Shares: _____

Members or their Proxies are requested to present this Slip in accordance with the Specimen Signatures registered with the Company, at the entrance of the Meeting Hall, for admission.

Name of the attending Member / Proxy (in BLOCK LETTERS): _____

I hereby record my presence at the **TWENTIETH ANNUAL GENERAL MEETING** of the Company held on **Wednesday, September 30, 2026, 09:30 A.M. (IST)** at 2nd Floor, Plot No-3 Block-A, Pocket-2, Sector-17, Dwarka Residential Scheme, Dwarka, New Delhi, India – 110075.

Member's Signatures

Proxy's Signatures

Notes: - Shareholders/Proxies are requested to bring Attendance Slip with them when they come to the Meeting and hand them over at the entrance after affixing their signatures on them.



ROUTE MAP TO REACH AGM VENUE

