Indiabulls Limited

(*formerly Yaari Digital Integrated Services Limited*)
CIN: L64200HR2007PLC077999
Registered Office: 5th Floor, Plot No. 108, IT Park, Udyog Vihar, Phase 1, Gurgaon – 122016, Haryana
Website: www.indiabulls.com, Email: suppport@indiabulls.com, Tel: 0124-6685800

NOTICE

NOTICE is hereby given that the **19TH ANNUAL GENERAL MEETING** of the members of **INDIABULLS LIMITED** *(formerly Yaari Digital Integrated Services Limited)* will be held on **Monday, September 28, 2026 at 11:00 AM** IST **("AGM")** through Video Conferencing **("VC")** / Other Audio Visual Means **("OAVM")**, to seek the consent of the shareholders of the Company **("Members")**, on the agenda herein below through remote electronic voting **("E-voting")**.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company as at March 31, 2026, and Reports of the Board and Auditors thereon.
2. To appoint a director in place of Mr. Praveen Kumar Tripathi (DIN: 02167497), a Non-Independent Non-Executive Director of the Company, who, as a director, retires by rotation and being eligible, offers himself for re-appointment and to consider and, if thought fit, to pass the following resolution, as an Ordinary Resolution:

   "**RESOLVED THAT** Mr. Praveen Kumar Tripathi (DIN: 02167497), Non-Independent, Non-Executive Director of the Company, who retires by rotation at this 19th Annual General Meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3:

To consider and, if thought fit, to pass the following resolution as a Special Resolution to approve increase in the remuneration of Mr. Gurbans Singh (DIN: 06667127), Whole-time Director and Key Managerial Personnel, designated as Executive Chairman of the Company, with effect from April 1, 2026:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") including Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V to the Act and other applicable Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the remuneration of Mr. Gurbans Singh (DIN: 06667127), Whole-time Director and Key Managerial Personnel designated as Executive Chairman of the Company, as set out in the explanatory statement pursuant to Section 102 of the Companies Act, 2013, annexed to this Notice of 19th Annual General Meeting, subject to that the remuneration to be paid shall be in accordance with Schedule V to the Act and applicable Rules thereto, as amended from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including modification of terms and conditions of his appointment and/or remuneration, as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid authorization, without being required to seek any fresh approval from the members of the Company."

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Item No. 4:

To consider and if thought fit, to pass the following resolution as a Special Resolution, for approval of members to the appointment of Dr. Sushi Singh (DIN: 06561359), as an Independent Director of the Company, for a period of 1 (one) year, with effect from August 26, 2026:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 (the "Act") including Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, appointment of Dr. Sushi Singh (DIN: 06561359), as Non-Executive Independent Director of the Company, from August 26, 2026 to August 25, 2027, be and is hereby approved AND THAT she shall not be liable to retire by rotation."

By Order of the Board of Directors
For **Indiabulls Limited**
(*formerly Yaari Digital Integrated Services Limited*)

Sd/-
Ram Mehar
Company Secretary
FCS: 6039

Place: Gurugram
Date: August 31, 2026

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) 2015, in respect of the businesses as set out in the AGM Notice is annexed hereto.

2. The Ministry of Corporate Affairs ("**MCA**") has vide its circular no 03/2025 dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 9, 2024 (collectively referred to as "**MCA Circulars**") and the Securities and Exchange Board of India ("**SEBI**") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, dated October 3, 2024 and Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026, dated January 30, 2026 ("**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, provisions of the Companies Act, 2013 ("**the Act**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**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 its Registrars & Share Transfer Agent ("**RTA**") KFin Technologies Limited ("**KFin**" / "**KFintech**"), to provide Video Conferencing (**VC**) / Other Audio-Visual Means (**OAVM**) facility for conducting of the e-AGM. The Members can join the e-AGM 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

4. Since this AGM is being held pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, through VC/OAVM, physical attendance of Members under Section 105 of the Companies Act 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 this AGM Notice.

5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

6. Institutional/Corporate Members (i.e., other than individuals/HUF, NRI, etc.) intending to depute their authorized representatives to attend the Meeting through VC/ OVAM are requested to send to the Company a certified true copy of the Board Resolution/Letter of Authorisation 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 Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and all documents referred to in the Notice, are available for inspection by the Members electronically from the date of circulation of this Notice up to the date of the 19th AGM.

9. 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. Members may please note that the SEBI Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Master Circular No. SEBI/ HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 (available at Company's website at https://www.indiabulls.com/indiabulls-assets/public/pdfs/1783492683_ISR-4.pdf along with requisite supporting documents to Company's RTA as per the requirement of the aforesaid circular.

10. The Register of Members and Share Transfer Books of the Company shall remain closed from **Tuesday, September 22, 2026 to Monday, September 28, 2026 (both days inclusive)** for the purpose of 19th AGM of the Company.

11. The Company has appointed Mr. Raj Kumar (Membership No. 501863) of M/s. AMRK & Associates, Practicing Chartered Accountant, Gurugram, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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12. 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 Company's RTA the forms given below along with requisite supporting documents available on Company's website https://www.indiabulls.com/investor?slug=kyc-updation:

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

The aforesaid forms can also be downloaded from the website of Company's RTA at https://ris.kfintech.com/clientservices/isc/isrforms.aspx. All aforesaid documents / requests should be submitted to Company's RTA, at the address mentioned hereinafter.

13. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not en-cashed/ 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, (a) the unclaimed dividend of Rs. 2.38 lacs pertaining to FY 2018-19 and 70,621 equity shares of the Company pertaining to FY 2018-19; (b) the unclaimed Rights Issue amount of Rs. 1.01 lacs pertaining to merged entity Dhani Services Limited's Right Issue application money; (c) the unclaimed dividend of Rs. 12.62 lacs pertaining to FY 2018-19 and 1,22,175 equity shares of merged entity Dhani Services Limited pertaining to FY 2018-19; and (d) the unclaimed dividend aggregating to Rs. 12.12 lacs pertaining to FY 2019-20 and 5,05,712 equity shares of merged entity Dhani Services Limited pertaining to FY 2019-20 got transferred to Investor Education and Protection Fund after giving due notice to the members. The Members, whose unclaimed dividends/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 https://www.mca.gov.in/.

14. The details of Dividends declared and paid by the Company and the corresponding tentative due dates for transfer of such un-cashed/ un-claimed dividend to IEPF are provided on the website of the Company at https://www.indiabulls.com/

    Members who have not encashed/claimed the dividend warrant(s) so far in respect of the those Financial Years are, therefore, requested to make their claims to the RTA of the Company well in advance of the above tentative dates.

    Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority Rules, 2016 (IEPF Rules), all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF suspense account (in the name of the Company) within 30 (thirty) days of such shares becoming due for transfer to the Fund.

    It is in the Members interest to claim any un-cashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members account on time.

    The details of the unclaimed dividends are available on the Company's website at https://www.indiabulls.com/ and Ministry of Corporate Affairs at www.mca.gov.in.

15. As you are aware, Dhani Services Limited (DSL) and Indiabulls Enterprises Limited (IEL) has been merged with Indiabulls Limited as per the Hon'ble NCLT Order dated August 29, 2025. In Compliance with applicable MCA and SEBI Circulars, no equity shares were allotted in physical mode. Hence, the Company has transferred all physical shares held by shareholders of DSL and IEL in the unclaimed suspense account of the Company. The rightful owners of such shares are requested to approach the RTA of the Company to know the procedure of claiming such shares by forwarding a request letter duly signed by them along with their complete postal address along with PIN code, a copy of PAN card & proof of address.

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16. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with applicable regulations, a letter providing the web-link, including the exact path, where the said Annual Report is available, is being sent to those shareholders who have not registered their email addresses with the Company/RTA or Depository Participant(s).

    Members may note that the Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website at https://www.indiabulls.com/ and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at https://www.bseindia.com/ and www.nseindia.com, respectively and on the website of Registrar and Share Transfer Agent at https://evoting.kfintech.com, for those members whose email ids are not registered with the Company/ Kfintech.

    Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company to provide advance opportunity at least once in a Financial Year to the Members to register his/her e-mail Ids and any changes therein. In accordance with the said requirements, Members are requested to follow the process set out in Note No. 12 in this Notice.

17. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

18. Non-Resident Indian members are requested to inform the Company/ Company's RTA (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.

19. 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.

20. PROCEDURE FOR REMOTE E-VOTING

    i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI master circular no. SEBI Master Circular SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

    ii. However, pursuant to SEBI Master Circular SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

    iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

    iv. **The remote e-Voting period commences Wednesday, September 23, 2026 at 10.00 A.M. and ends on Sunday, September 27, 2026 at 5.00 P.M.**

    v. **The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21, 2026.**

    vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

    vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "**Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**."

    viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

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

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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.

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 16 digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	**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.

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Type of shareholders	Login Method
	2. User not registered for Easi/Easiest I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – **Kfintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

Details on Step 2 are mentioned below:

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

A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process**:**

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, 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

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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., "**Indiabulls 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/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 raj@macroconsulting.in with a copy marked to evoting@ kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ Even No."

B. Members whose email IDs are not registered with the Company/Depository Participants(s), will have to follow the following process:

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

Physical shareholders are hereby notified that based on SEBI Master Circular No. SEBI/ HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFin Technologies Limited
Address	Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500 032

c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#

Detailed FAQ can be found on the link:

https://ris.kfintech.com/faq.html

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

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

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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 30 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, mobile number at Secretarial@indiabulls.com. Questions /queries received by the Company till Thursday, September 24, 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 atleast 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 Kfintech. On successful login, select 'Speaker Registration' which will be opened from Tuesday, September 22, 2026 to Thursday, September 24, 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 Kfintech. On successful login, select 'Post Your Question' option which will be opened from Tuesday, September 22, 2026 to Thursday, September 24, 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 (KFintech Website) or contact Ms. C Shobha Anand, at evoting@kfintech.com or call KFintech'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.**

V. This AGM Notice and Annual Report of FY 2025-26 are 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/she may obtain the User ID and Password in the manner as mentioned below:

   i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.

      1. Example for NSDL:
      2. MYEPWD <SPACE> IN12345612345678
      3. Example for CDSL:
      4. MYEPWD <SPACE> 1402345612345678
      5. Example for Physical:
      6. MYEPWD <SPACE> XXXX1234567890

   ii. 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.

   iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

VI. The Scrutinizer shall, immediately after the conclusion of 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 accordingly.

VII. 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.indiabulls.com and Service Provider's website at https://evoting.kfintech.com and the communication will be sent to the BSE Limited and National Stock Exchange of India Limited, within the prescribed time limit.

VIII. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. (SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023) and SEBI/ HO/OIAE/ OIAE_IAD-3/P/CIR/2023/191 dated December 20, 2023 read with Master Circular No. SEBI/ HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at https://smartodr.in/login.

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY/ 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 ordinary/ special businesses mentioned in this Notice.

Resolution No. 2: Appointment of Mr. Praveen Kumar Tripathi (DIN: 02167497), a Non-Independent, Non-Executive Director of the Company, as a director retiring by rotation:

Mr. Praveen Kumar Tripathi, aged about 74 years, is a retired IAS and Ex-Chief Secretary, Govt. of NCT Delhi. During his illustrious career, as an IAS officer, spanning over 40 years in public service 1977 to 2017 December (including 5 years as Chairman - Public Grievances Commission & Police Complaints Authority), he held various key senior positions at state and Centre level such as Principal Secretary to Chief Minister, Govt. of NCT Delhi; Chief Secretary - Govt. of NCT Delhi; Joint Secretary - Ministry of Information & Broadcasting, Govt. of India; Director - Indian Institute of Mass Communication; CEO - Delhi Jal Board, NCT Delhi; Commissioner Sales Tax - NCT Delhi; Development Commissioner & Chief Electoral Officer - A&N Islands; Director Total Literacy Campaign (National Literacy Mission) - Department of Education, Ministry of HRD; Commissioner Land - Delhi Development Authority; Commissioner Excise & Entertainment Tax- NCT Delhi; Secretary - New Delhi Municipal Committee; Deputy Commissioner and Secretary to Lt. Governor in Arunachal Pradesh etc. Mr. Tripathi is a post graduate in political science from Allahabad University and a gold medalist for securing highest marks in political science at under-graduate level in the University.

Notice *(Contd.)*

Dynamism and human approach are the hallmark of his persona. He is known as committed professional having rich and varied experience. He has successful leadership and governance abilities, expertise in management and administrative matters, project execution and operational matters. His firm and tactful handling of sensitive and tricky issues has seen the organisation, with which he was associated, emerge a winner at all times. He has vast and enriched experience in dealing and identifying way forward approach, to be followed, in the best business interest of the Company, pertaining to business development, project execution, diversification, regulatory issues etc.

Mr. Tripathi is a Non-Executive Non-Independent Director of the Company w.e.f. April 9, 2025. In compliance with applicable provisions under the Companies Act, 2013 and SEBI Listing Regulations, the shareholders of the Company, on June 25, 2025, through Postal Ballot, had approved his appointment as a Non-Executive Non-Independent Director of the Company, on the terms & conditions, as under:

Designation	Non Independent Non-Executive Director
Nature	Director, liable to retire by rotation
Remuneration	Nil
Performance related incentive	Nil
Sitting Fees	Rs. 1 lakh per Board Meeting

He is also on the Board of various companies namely Religare Enterprises Limited, JBM Auto Limited, Care Health Insurance Limited, Religare Finvest Limited, Religare Housing Development Finance Corporation Limited, JBM Electric Vehicles Private Limited and VT Emobility Private Limited. He is a Chairman of Audit Committee of Religare Enterprises Limited and Chairman of Stakeholders Relationship Committee of JBM Auto Limited and Chairman of Corporate Social Responsibility Committee of the Company. He is a member of Stakeholders Relationship Committee of Care Health Insurance Limited and Member of Audit Committee of Religare Finvest Limited, Religare Housing Development Finance Corporation Limited, Care Health Insurance Limited, JBM Electric Vehicles Private Limited, JBM Auto Limited and VT Emobility Private Limited and Member of Nomination & Remuneration Committee and Compensation Committee of the Company.

In compliance with the applicable provisions of the Companies Act, Mr. Tripathi, as a Non-Independent, Non-Executive Director of the Company, retires by rotation as a director, and being eligible, he has offered himself to be reappointed as such in the ensuing AGM.

In view his vast and versatile expertise and business acumen ship, excellent leadership and guidance abilities in diversified fields including administration, regulatory, public policy matters etc., the Board in the best business interest of the Company has recommended for approval of the shareholders that Mr. Tripathi, who retires by rotation, as a director, be re-appointed as a director as set out at Item No. 2 of this Notice.

Mr. Tripathi does not hold any share in the Company and is not related to any other director or key managerial personnel of the Company. He is not debarred from holding the office of director by virtue of any order passed by SEBI or any other such authority.

Except Mr. Praveen Kumar Tripathi, none of the Promoters, other 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. 2 of this Notice.

Resolution No. 3: Increase in the remuneration of Mr. Gurbans Singh (DIN: 06667127), Whole-time Director and Key Managerial Personnel designated as Executive Chairman of the Company:

Mr. Gurbans Singh, aged about 65 years, is a retired Indian Revenue Services ("IRS") (Customs and Central Excise) officer where over 24 years, he was associated at different senior level positions with the Government of India in the areas of Customs, Central Excise and Service Tax and finally as a Commissioner of Customs, Delhi. Mr. Singh is a gold medalist post graduate in Economics from Panjab University, Chandigarh. He was a recipient of the British Chevening scholarship awarded by the Foreign and Commonwealth Office in the year 1993-1994 and completed his Master of Science in Fiscal Studies from the University of Bath, United Kingdom.

By virtue of his past experience of around three decades with Govt. of India, as a member of Indian Revenue Services (Customs & Central Excise), he possesses extensive experience and expertise in regulatory matters, planning, project management and administration. He has extensive expertise on the process and operations, required for running a company in a professional manner. He was also holding the office of Joint Managing Director of Indiabulls Real Estate Limited during the period from September 2014 to August 2022. He brings on the Board his deep operational knowledge, unique vision, management and administration capabilities.

Mr. Gurbans Singh was appointed as Whole-time Director & Key Managerial Personnel designated as Executive Chairman on the Board of Dhani Services Limited for a period of 5 years w.e.f. June 18, 2023, at a remuneration of Rs. 75 lacs per month. Shareholders of Dhani had approved the said appointment and payment of remuneration on September 14, 2023. Post effectiveness of Scheme of Arrangement on October 14, 2025, as approved by Hon'ble National Company Law Tribunal, Chandigarh Bench, vide its Order dated August 29, 2025

("**Scheme**"), Dhani Services Limited got merged with and into the Company and the Board of the Company, at its meeting held on October 31, 2025, had appointed Mr. Gurbans Singh as Whole-time Director & Key Managerial Personnel designated as Executive Chairman of the Company w.e.f. October 31, 2025. The said appointment was subsequently approved by the Shareholders of the Company through Postal Ballot on January 28, 2026, on the same terms and conditions, including the aforesaid remuneration, as had earlier been approved by the Shareholders of Dhani Services Limited.

Since his appointment was made in erstwhile Dhani Services Limited in June, 2023, Mr. Gurbans Singh is being paid a remuneration of Rs. 75 Lacs per month, (including all perquisites & allowance, excluding employee stock options). Upto March 31, 2025, he was paid remuneration from Indiabulls Securities Limited and w.e.f April 1, 2025 his remuneration is being paid from Dhani Loans and Services Limited, both are wholly owned subsidiaries of the Company. No remuneration was paid to him from the Company.

It is pertinent to mention that under the stewardship of Mr. Gurbans Singh, the Company has achieved a remarkable financial recovery demonstrating strong operational momentum and reported a consolidated Profit After Tax of Rs. 346.13 cr. for FY 2025-26, in comparison to a loss of Rs. 272.73 cr. in FY 2024-25. Consolidated Revenue from operations of FY 2025-26 increased to Rs. 880.78 cr. from Rs. 539.95 cr. in FY 2024-25. In Q4 of FY 2026 alone, the Company registered a total income of Rs. 418.39 Cr and PAT of Rs.194.26 Cr, indicating strong growth momentum heading into FY27. Further, he played a pivotal role in the successful implementation and completion of the Scheme of Arrangement, which involved complex legal, regulatory, operational and integration-related issues. His leadership and oversight were instrumental in ensuring the seamless execution of the said Scheme and the smooth transition of the merged business into the Company.

Considering Mr. Singh's experience in regulatory matters, planning, project management, administration capabilities, significant contribution towards the Company's turnaround, continued guidance and the enhanced role and responsibilities entrusted to him, the Board, upon recommendation of Nomination & Remuneration Committee, has recommended the resolution as set out at Item No. 3 of this Notice for approval of the shareholders, as a Special resolution, to increase his remuneration from Rs. 75 lacs per month to Rs. 1 Cr. per month (including all perquisites & allowance, excluding employee stock options) with effect from April 1, 2026, to be paid from wholly owned subsidiary namely Dhani Loans and Services Limited or any other subsidiary of the Company, in accordance with Schedule V to the Companies Act and applicable Rules thereto.

Other Terms & Conditions of his appointment & Remuneration shall be as under:

Designation	Whole-time Director & Key Managerial Personnel designated as Executive Chairman
Nature	Director liable to retire by rotation
Tenure	5 years from October 31, 2025 to October 30, 2030
Remuneration	Upto Rs. 1 Cr. per month to be paid by any of the subsidiary of the Company or as may be approved by the Board on the recommendation of Nomination & Remuneration Committee for the period for which he will not be paid remuneration, during his tenure, from any of subsidiaries of the Company.
Performance related incentive	Stock options/SARs or other share based benefits, as per the Company's policy and applicable SEBI Regulations.
Sitting Fees	Nil

He is also on the Board of VRS Buildwell Private Limited, T.R. Realtors Private Limited, Lovely Educational Institute Private Limited and Perpetual Management Private Limited.

Mr. Singh holds 31,45,800 fully paid-up equity shares in the Company and is not related to any other Director/KMP of the Company. He is not debarred from holding the office of director by virtue of any order passed by SEBI or any other such authority.

Except Mr. Gurbans Singh, none of the Promoters, other 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.

Resolution No. 4: Appointment of Dr. Sushi Singh (DIN: 06561359), as an Independent Director of the Company, for a period of 1 (one) year, with effect from August 26, 2026:

Dr. Sushi Singh (DIN: 06561359), was appointed by the Board as an Additional Director designated as Independent Director of the Company, for a period of 1 (one) year w.e.f. August 26, 2026. In compliance with applicable provisions under the Companies Act, 2013 (the '**Act**') and regulation 17(1C) of the SEBI Listing Regulations, members approval, in respect of her appointment is required in the manner as set out at Item No. 4 of this Notice.

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Dr. Sushi Singh is an educationist, corporate governance professional, corporate leader and social-change leader with over 30 years of cross-sector experience spanning academic administration, corporate social responsibility (CSR) strategy and institutional governance. She possesses extensive expertise in CSR policy formulation and oversight, women and youth empowerment, education sector turnaround and stakeholder governance with relevant experience in Board oversight, risk management and ESG matters. She is PH.D in Environmental Science from Intercultural Open University, Netherlands and has also completed Corporate Social Responsibility Programme from Harvard Business School Executive Education.

As a corporate governance professional, she was associated with Fore School of Management, Delhi and Aryabhatta College, University of Delhi where she has contributed in academic and institutional-strategy to support board-level decision-making and student-outcome governance. She was also associated with Indiabulls Foundation, CSR Implementing Agency, in professional capacity from April 2021 to August 2025 where she formulated CSR strategy and advised the foundation's leadership on programe effectiveness. She has also served as the former President of the Mizoram Police Families Welfare Association and as Ex-Officio Chief Advisor to the Arunachal Pradesh Police Welfare Society and has served many other educational institutes in various capacities.

Currently, she is a Founding Member and Convener of 'Centre of Excellence in CSR & Sustainable Development' of BRICS Chamber of Commerce & Industry, Founder and Managing Director of S2 Education Champs (OPC) Pvt. Ltd. and Founder and Director of Sai Social Responsibility Research Centre focused on women's skill building and job creation. During her career she has been awarded with various Awards for her illustrious works in different fields.

The Company has received a declaration from Dr. Singh confirming that she fulfils the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1)(b) of SEBI Listing Regulations. In the opinion of the Board, she fulfils the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations and she is independent of the Management of the Company.

Keeping in view her multifaceted experience, knowledge and skills, the Board in the best business interest of the Company has recommended for approval of the shareholders that Dr. Sushi Singh be appointed as Non-Executive Independent Director as set out at Item No. 4 of this Notice.

The main terms and conditions of appointment of Dr. Sushi Singh, as an Independent Director of the Company, are as under:

Designation	Non-Executive, Independent Director
Nature	Director, not liable to retire by rotation
Tenure	1 (one) year from August 26, 2026 up to August 25, 2027
Remuneration	Nil
Performance related incentive	Nil
Sitting Fees	Rs. 1 lakh per Board Meeting

Dr. Sushi Singh does not hold any share in the Company and is not related to any other director or key managerial personnel of the Company. She is not debarred from holding the office of director by virtue of any order passed by SEBI or any other such authority.

Except Dr. Sushi Singh, none of the Promoters, other 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. 4 of this Notice.

By Order of the Board of Directors
For **Indiabulls Limited**
(*formerly Yaari Digital Integrated Services Limited*)

Sd/-
Ram Mehar
Company Secretary
FCS: 6039

Place: Gurugram
Date: August 31, 2026