

Date: March 18, 2026

To,
 The Manager
 Listing Department
 BSE Limited
 Phiroze Jeejeebhoy Towers,
 Dalal Street, Mumbai – 400051
 Maharashtra, India,
 BSE Scrip Code – 973128

To,
 The Manager
 Listing Department
 National Stock Exchange of India Limited (NSE)
 Exchange Plaza, C-1, Block G
 Bandra Kurla Complex (BKC), Bandra (East)
 Mumbai – 400051,
 Maharashtra, India

Subject: Intimation under Regulation 50(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the Regulation 50(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable regulations as amended from time to time, we, IIFL Samasta Finance Limited ('the Company'), wish to inform you that the 2nd Extra-Ordinary General Meeting of the Members of the Company is scheduled to be held on Friday, March 20, 2026 at 3:00 p.m. at the registered office of the Company situated at 110/3, Lalbagh Main Road, Krishnappa Layout, Bangalore - 560027, Karnataka, India, inter-alia, to approve the Limit of Issuance of Non-Convertible Debentures on a Private Placement basis for the financial year 2026-27.

This is for your information and records.

Thanking you,

For IIFL Samasta Finance Limited

V Abhinaya
 Company Secretary and Compliance Officer
 Mem No. – A56919

Place: Bengaluru

CC: Catalyst Trusteeship Limited	CC: Beacon Trusteeship Ltd	CC: Vardhman Trusteeship Private Limited
Unit No - 901, 9th Floor, Tower – B, Peninsula, Business Park, Senapati Bapat Marg, Lower Parel (W) Mumbai - 400013	5W, 5th Floor, The Metropolitan, Bandra Kurla Complex, Bandra (East), Mumbai 400051.	The Capital, A Wing, 412A, Bandra Kurla Complex, Bandra (East), Mumbai-400051

**SHORTER NOTICE OF THE 2ND EXTRAORDINARY GENERAL MEETING FOR THE FINANCIAL
YEAR 2025-26**

Shorter Notice is hereby given that the 2nd Extraordinary General Meeting (“EGM”) of the Members of IIFL Samasta Finance Limited (the “Company”) for the Financial Year 2025-26, will be held on Friday, March 20, 2026, at 3:00 P.M. (IST) at the Registered Office of the Company situated at No. 110/3, Lalbagh Road, Krishnappa Layout, Bangalore - 560027, Karnataka, India, to consider and transact the following special businesses:

Item No. 1: To approve the material modification in the Related Party Transaction Framework for the financial year 2025-26

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other relevant provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the applicable Master Directions/Guidelines issued by the Reserve Bank of India (“RBI”), as amended from time to time, and in accordance with the Company’s Policy on Related Party Transactions, and subject to such approvals, consents, permissions and sanctions as may be necessary and basis the recommendation of the Audit Committee and Board of Directors, 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”) to enter into and/or continue to enter into contract(s), arrangement(s) and/or transaction(s), whether by way of a fresh agreement or modification or renewal of existing agreement(s), with the group Companies in connection with the transactions as detailed in the explanatory statement annexed to the notice, the copy of which is laid before the meeting and initialed by the Chairman for the purpose identification.

RESOLVED FURTHER THAT the aggregate value of all such contract(s), arrangement(s) and/or transaction(s) with such related parties shall not exceed such amount as detailed in explanatory statement annexed to the notice for the financial year 2025-26.

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things, and to take all such steps as may be necessary, proper or expedient, including finalising and executing agreements, documents and writings, and to settle any questions, difficulties or doubts that may arise in this regard and to make all necessary filings and disclosures, as may be required, to give effect to this resolution.”

Item No. 2: To approve the Limit of Issuance of Non-Convertible Debentures on a Private Placement basis for the financial year 2026-27

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and 179 and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the relevant Directions, Rules and Regulations of the Reserve Bank of India (RBI), and any other applicable laws, rules and regulations, and subject to such approvals, consents, permissions, exemptions and/or sanctions of the appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions, as may be prescribed by any of them while granting any such approvals, consents, permissions, exemptions or sanctions, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **‘the Board’** which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to create, offer, invite, issue and allot Secured / Unsecured / Listed / Unlisted / Rated / Unrated / Non-Convertible Debentures including Market Linked / Subordinated Debentures / Perpetual Debentures / Fixed Maturity Debentures (hereinafter collectively referred as “Securities”) on a private placement basis during a period of one year from 1st April, 2026 to 31st March, 2027, up to an amount not exceeding ₹4,000 Crore (Rupees Four Thousand Crores only) to the eligible investors, in one or more tranches, on such terms and conditions as may be determined by the Board, from time to time, and subject to compliance with the applicable law, rules, directions issued by the government or any other regulatory authority, in this regard.

RESOLVED FURTHER THAT the aggregate amount of funds raised and/or to be raised by the Company, shall not at any time exceed the overall borrowing limits of ₹20,000 Crores (Rupees Twenty Thousand Crores only), as approved by the Members of the Company at the Extraordinary General Meeting held on January 24, 2024.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded to the Board or any Committee thereof, including the Issue and Allotment Committee, to determine and finalize the terms as may be deemed appropriate and in the best interests of the Company including, without limitation, the class of investors to whom the Securities are to be issued, time, securities to be offered, the number of securities, tranches, issue price, tenor, interest rate, premium/ discount, listing, utilization of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard and matters connected therewith or incidental thereto, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT any of the Directors or, the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may arise for the implementation of the aforesaid resolution including filing of relevant forms with the Registrar of Companies and / or any other regulatory authority, and for all matters connected therewith and to further execute all such agreements, documents, instruments, applications and writings as may be required in this regard, and to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Director(s) and/or officer(s) of the Company or to Management Committee of the Board to give effect to this resolution.

RESOLVED FURTHER THAT a copy of this resolution, duly certified to be true by any Director of the Company or the Company Secretary, be furnished to the concerned authorities, stock exchanges, depositories, and such other persons as may be required.”

**By the order of the Board of Directors
For IIFL Samasta Finance Limited
Sd/-
V. Abhinaya
Company Secretary
Membership No.: A56919**

Date: March 12, 2026
Place: Bengaluru

NOTES:

- i. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the Special Businesses under Item No. 1, 2 and 3, is annexed hereto as **Annexure -I.**
- ii. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of himself/ herself, and such proxy need not be a Member the Company. The Instrument appointing a proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than forty-eight (48) hours before the commencement of the Meeting. The Proxy Form is annexed hereto as **Annexure II.**
- iii. Pursuant to the proviso to Section 101(1) of the Companies Act, 2013, this Notice is being sent to Members with a shorter notice period than the 21 days ordinarily required. The Company has obtained/is obtaining the written consent of Members holding not less than 95% of the paid-up share capital of the Company entitled to vote at this Meeting, as required under the said proviso.
- iv. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified true copy of the relevant Board Resolution, together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- v. The Notice of EGM along with relevant documents referred to in the accompanying Notice and the Explanatory Statement will also be available under the 'Investor Relations' section on the website of the Company at <https://iiflsamasta.com>. The aforesaid documents are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays (including Public Holidays), during business hours up to the date of the Meeting.
- vi. Entry to the place of Meeting will be regulated by an Attendance Slip which is annexed hereto as **Annexure III** to this Notice. Members/Proxies attending the Meeting are kindly requested to complete the enclosed Attendance Slip, affix their signature at the place provided thereon and hand it over at the entrance.
- vii. A route map showing the directions to reach the venue of the EGM is annexed to this Notice, as per the requirements of the Secretarial Standards on General Meetings (SS-2).

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

Item No. 1: To approve the material modification in the Related Party Transaction Framework for the financial year 2025-26

The Company, in the ordinary course of business, may enter into various transactions with its related parties including inter-corporate deposits, loan assignments, co-lending arrangements, purchase or sale of securities, reimbursement of expenses, referral or arranger fees, servicing arrangements and other financial transactions.

The Members of the Company at the 30th Annual General Meeting held on June 25, 2025, had previously approved the framework for Related Party Transactions (RPTs) for the Financial Year 2025-26. The Members in their subsequent General Meeting had approved the revised Related Party Transactions Framework for the increase in limits of the ICD transactions (given or taken) with all the group Companies.

Further, due to increased business requirements, treasury management needs, and Inter-Corporate Deposits (ICDs) necessary for onward lending and working capital, the Related Party Transaction Framework is further modified and the same is placed before the Members of the Company for their approval. The Board of Directors of the Company, basis the recommendation of the Audit Committee, had approved the said framework in their Meeting held on March 12, 2026.

In the lights of above, following are the disclosures for entering into a contract/arrangement with the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

S. No.	Name of the Related Party	Nature of Interest or Concern
1	IIFL Finance Limited (Including its Subsidiaries and Associates)	Mr. R Venkataraman is Director in IIFL Finance and IIFL Finance Limited is our holding company.
2	IIFL Home Finance Limited (Including its Subsidiaries and Associates)	It is a subsidiary of IIFL Finance Limited
3	IIFL Securities Limited (Including its Subsidiaries and Associates)	Mr. R Venkataraman is the Managing Director of IIFL Securities Limited and holds equity shares in the company, either individually or along with persons acting in concert (PAC)
4	5paisa Capital Limited (Including Subsidiaries and Associates)	Mr. R Venkataraman is the Promoter of 5paisa Capital Limited and holds persons acting in concert equity shares in 5paisa Capital Limited.

The nature of the transactions, the name of the related party, turnover considered as on March 31, 2025 and the overall limit were deliberated in detail:

Sr. No.	Name of Arrangement/Agreement/Particular of the proposed transaction	Arrangement/ Agreement with/Name of the related party and its relationship	Turnover of the immediately preceding financial year (INR)	Overall Limit
1	Inter-Corporate Deposits/Loans	IIFL Finance Limited (Holding Company)	2575.11 Crores	INR 1500 Crores
2	Inter-Corporate Deposits/Loans	IIFL Home Finance (Group Company)	2575.11 Crores	INR 1500 Crores
3	Inter-Corporate Deposits/Loans	Other Group Companies	2575.11 Crores	INR 1500 Crores
4	Arrangement of Allocation / Reimbursement of expenses paid/received	IIFL Group	2575.11 Crores	Not exceeding INR 100 Lakhs
5	Guest House Facility availed from IIFL Management Services Limited	IIFL Management Services Limited (Owner of Guest House)(Group Company))	2575.11 Crores	Not exceeding INR 50 Lakhs
6	Assignment of Loan (IIFL Samasta Finance Limited to IIFL Finance)	IIFL Finance Limited (Holding Company)	2575.11 Crores	Principal: INR 1000 Crore Interest: INR 160 Crore Service Fee: INR 10 Crore
7	Assignment of Loan (IIFL Samasta Finance Limited to IIFL Home Finance)	IIFL Home Finance Limited (Group Company)	2575.11 Crores	Principal: INR 100 Crore Interest: INR 16 Crore Service Fee: INR 1 Crore
8	Assignment of Loan (IIFL Finance Limited to IIFL Samasta Finance Limited)	IIFL Finance Limited (Holding Company)	2575.11 Crores	Principal: INR 1000 Crore Interest: INR 160 Crore Service Fee: INR 10 Crore
9	Arrangement for Providing Leads to IIFL Finance including Business Correspondent deals.	IIFL Finance Limited (Holding Company)	2575.11 Crores	INR 400 Crores
10	Arrangement for Providing Leads to IIFL Home Finance including Business Correspondent	IIFL Home Finance Limited (Group Company)	2575.11 Crores	INR 20 Crores

	deals.			
11	Issue of Debenture and other securities (other than Shares and ICDs)	IIFL Group	2575.11 Crores	Not exceeding INR 700 Crore
12	Purchase / Sale of Investment	IIFL Group	2575.11 Crores	Not exceeding INR 100 Crore
13	Payment of Arranger fee	IIFL Group Company	2575.11 Crores	Not exceeding INR 35 Crore
14	Marketing/Advisory/ Arranger fees Paid /Received	IIFL Group	2575.11 Crores	Not exceeding INR 15 Crore
15	Issue of equity shares	IIFL Finance Limited (Holding Company)	2575.11 Crores	Capped at INR 400 Crore
16	Sale of shares / Purchase of Shares / Transfer / Transmission of shares.	Shareholders	2575.11 Crores	As per valuation
17	Commission to be received from Livlong Protection & Wellness Solutions Limited on sale of wellness products at IIFL Samasta Finance Ltd branches	Livlong Protection & Wellness Solutions Limited	2575.11 Crores	Not exceeding INR 15 Crore
18	Other transactions	IIFL Group	2575.11 Crores	Not exceeding INR 1 Crore

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in passing the above resolution, except to the extent of their shareholding and directorship in the respective group companies.

The Board recommends the Ordinary Resolution set out at Item No. [1] of the Notice for the approval of the Members.

Item No. 2: To approve the Limit of Issuance of Non-Convertible Debentures on a Private Placement basis for the financial year 2026-27

Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, mandates that a company shall not make a private placement of its securities unless the proposed offer or invitation has been previously approved by the shareholders of the Company by way of a Special Resolution. However, in the case of an offer or invitation for Non-Convertible Debentures (“NCDs”), it shall be sufficient if the Company passes a previous Special Resolution only once a year for all the offers or invitations for such debentures during the year.

To augment the long-term resources for business growth and general corporate purposes, the Board of Directors, at its meeting held on March 12, 2026, approved the issuance of NCDs on a private placement basis for an amount not exceeding ₹4,000 Crore (Rupees Four Thousand Crores only) for the Financial Year 2026-27.

Accordingly, the approval of the Members is sought by way of a Special Resolution to authorize the Board to issue NCDs on a private placement basis for a period of one year from the date of passing this resolution, within the overall borrowing limits of the Company as approved by the Members under Section 180(1)(c) of the Companies Act, 2013.

Disclosures pursuant to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

Particulars	Details
(a) Particulars of the offer including date of passing of Board resolution	As may be determined from time to time by the Board or any Committee thereof, including the Issue and Allotment Committee.
(b) Kinds of securities offered and the price at which security is being offered	Fully Paid or Partly Paid-Up, Secured or Unsecured, Listed or Unlisted, Rated or Unrated, Redeemable, Transferable NCDs. The issue price shall be determined for each issuance by the Board or any Committee thereof.
(c) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not Applicable.
(d) Name and address of valuer who performed valuation	Not Applicable.

<p>(e) Amount which the Company intends to raise by way of such securities</p>	<p>Up to an amount not exceeding ₹4,000 Crores (Rupees Four Thousand Crores only), in one or more series / tranches;</p>
<p>(f) Material terms for raising such 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; principle terms of assets charged as securities</p>	<p>As may be determined from time to time by the Board or any Committee thereof, including the Issue and Allotment Committee.</p>

The Board of Directors recommends the resolution set out in item No. [3] to be passed as Special Resolution, and such Special Resolution set out herein shall remain in force for the period of one year from the date of passing of the same.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Proxy Form - MGT-11

[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 Company: IIFL Samasta Finance Limited

CIN No.: U65191KA1995PLC057884

Registered Office: No. 110/3, Krishnappa Layout, Lalbagh Main Road, Bangalore, Karnataka - 560027

Name of the Member (s): _____ residing at/having
registered office at _____ &

E-mail Id: _____ bearing Folio No. _____.

I / We, being the member(s) of _____ (In words _____) equity
shares of IIFL Samasta Finance Limited hereby appoint –

1. Name: _____ Address: _____
_____ E-mail Id: _____
_____ Signature: _____, or failing him / her

2. Name: _____ Address: _____
_____ E-mail Id: _____
_____ Signature: _____, or failing him / her as my / our proxy to attend
and vote (on a poll) for me / us and on my / our behalf at the 2nd EGM for the Financial Year 2025-26
of IIFL Samasta Finance Limited, to be held on Friday, March 20, 2026, at 3:00 P.M. (IST) at the
Registered Office of the Company located at 110/3, Lalbagh Road, Krishnappa Layout, Bangalore -
560027, Karnataka and at any adjournment thereof, in respect of resolutions set out in the Notice
convening the meeting.

**Affix Re. 1
Revenue
Stamp**

Signed on Friday, March 20, 2026

Signature of Shareholder (s)

Signature of Proxy Holder (s)

Note: This form of proxy in order to be effective, should be duly stamped, executed and deposited at the
Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the venue)

I hereby record my presence at the 2nd EGM for the FY 2025-26 of IIFL Samasta Finance Limited on Friday, March 20, 2026, at 3:00 P.M. (IST) at the Registered Office of the Company located at 110/3, Lalbagh Road, Krishnappa Layout, Bangalore -560027, Karnataka.

Full Name of the Shareholder/ Authorized Representative:

_____ residing at/having
registered office at_____.

Folio No. _____.

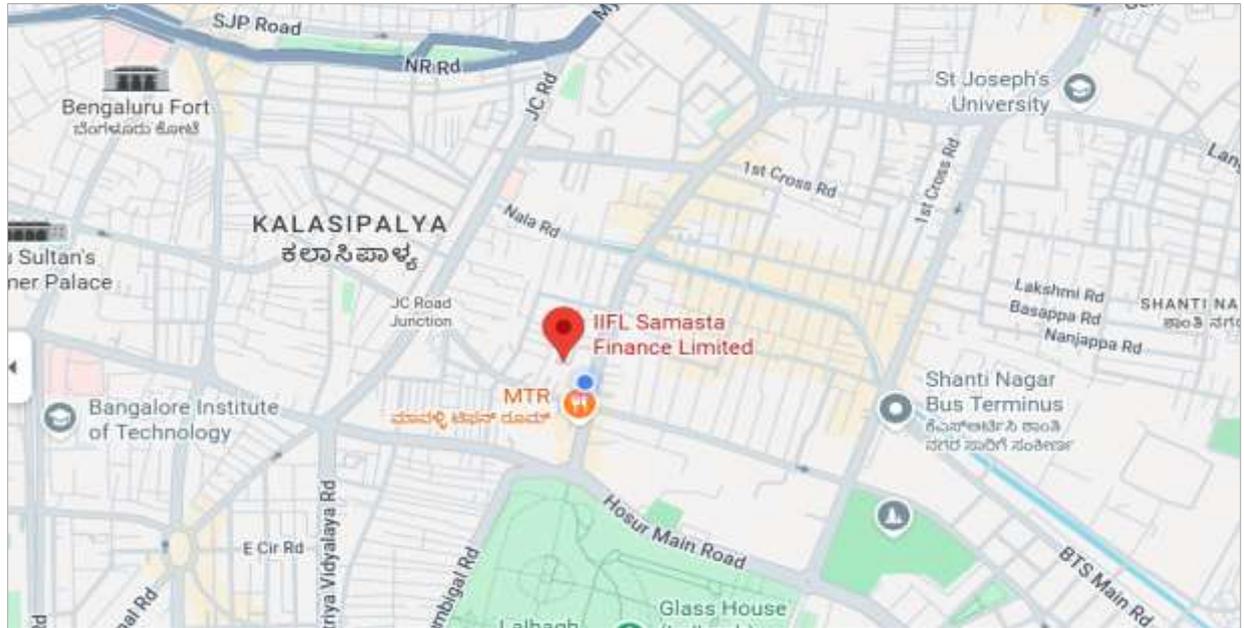
No. of Shares held: _____ (*In words*_____)

Name of Proxy (if any): _____

Signature of the Shareholder/Proxy/Corporate Representative*

* Strike out whichever is not applicable.

Route map



IIFL Samasta Finance Limited

No. 110/3, Lalbagh Main Road,
Krishnappa Layout, Bangalore – 560027

IIFL Samasta Finance Limited (formerly "Samasta Microfinance Limited")

Regd. & Head Office: 110/3, Lalbagh Main Road, Krishnappa Layout, Bengaluru 560027, Karnataka. T: +91 80 4291 3500

Corporate Office: 37A, Sannathi Street, Theradi, Thiruvottriyur, Chennai 600019, Tamil Nadu