Kumbhat
FINANCIAL SERVICES LIMITED

16.11.2026

To
The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 526869
ISIN: INE795E01019

Sub: Notice of Extra-Ordinary General Meeting, Cut-off Date and Remote E-voting

Dear Sir/Madam,

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Extra-Ordinary General Meeting ("EGM") of the Members of Kumbhat Financial Services Limited ("the Company") is scheduled to be held on Thursday, December 10, 2026 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in accordance with the applicable provisions of the Companies Act, 2013 and the circulars issued by the Ministry of Corporate Affairs and SEBI, to seek the approval of the Members by way of a Special Resolution for the issue of Equity Shares on a preferential basis to the Promoter of the Company.

The Notice of the EGM is being dispatched today, i.e. Monday, November 16, 2026, to those Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories as on Friday, November 06, 2026, through electronic mode to Members whose e-mail IDs are registered with the Company / Depositories / RTA, and through physical mode to Members whose e-mail IDs are not registered.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility of remote e-voting to its Members through Central Depository Services (India) Limited ("CDSL").

The details of the EGM, cut-off date and remote e-voting are as follows:

Particulars	**Details**
Date and Time of EGM	Thursday, December 10, 2026 at 11:00 A.M. (IST)
Mode of EGM	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

Particulars	Details
Cut-off date for determining Members eligible to receive the Notice	Friday, November 06, 2026
Cut-off Date for E-voting	Thursday, December 03, 2026
Commencement of Remote E-voting	Monday, December 07, 2026 at 9:00 A.M. (IST)
End of Remote E-voting	Wednesday, December 09, 2026 at 5:00 P.M. (IST)
E-voting Agency	Central Depository Services (India) Limited (CDSL)
EVSN	261114002
Scrutinizer	Mr. Jagdish P Mundhara (FCS 2353, CP No. 1443), Proprietor of M/s. Mundhara & Co., Practising Company Secretaries

The remote e-voting facility shall be disabled by CDSL after 5:00 P.M. (IST) on Wednesday, December 09, 2026. Members whose names appear in the Register of Members / Register of Beneficial Owners as on the cut-off date, i.e. Thursday, December 03, 2026, shall be entitled to exercise their voting rights through remote e-voting and e-voting during the EGM.

The Notice convening the EGM is enclosed herewith for your information and records. It is also available on the Company's website at https://kumbhatfinancialserviceslimited.com/newsite/preferential-issue/

Kindly take the above information on record.

Thanking you,

Yours faithfully,

For **Kumbhat Financial Services Limited**

BHARATH SELVA GANESH PETCHIMUTHU

Digitally signed by BHARATH SELVA GANESH PETCHIMUTHU
Date: 2026.11.16 18:39:26 +05'30'

Bharath Selva Ganesh P
Company Secretary & Compliance Officer
Membership No.: A78578

Encl.: As above

KUMBHAT FINANCIAL SERVICES LIMITED
Corporate Identification Number (CIN): L65991TN1993PLC024433
Registered Office: Prakash Building, 1st Floor, 31/14, Deivasigamani Street,
Royapettah, Chennai, Tamil Nadu, 600014
Tel. No.: 044-25388720;
Email id: cs@kumbhatfinancialserviceslimited.com;
Website: www.kumbhatfinancialserviceslimited.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF KUMBHAT FINANCIAL SERVICES LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, DECEMBER 10, 2026 AT 11.00 AM (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

ITEM NO. 1:

Issuance of Equity Shares on Preferential Basis to the Promoter of the Company:

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, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI (ICDR) Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **"SEBI Listing Regulations**"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**"), the Reserve Bank of India Act, 1934 ("**RBI Act**"), the Reserve Bank of India (Non-Banking Financial Companies – Acquisition of Shareholding or Control) Directions, 2025 dated November 28, 2025 ("**RBI Directions**") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued from time to time by the Ministry of Corporate Affairs (**"MCA"**), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India (**"RBI"**), BSE Limited (**"BSE"**), the stock exchange where the shares of the Company are listed ("**Stock Exchange**"), or any other authority/body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to the receipt of prior written approval of the RBI in terms of Paragraph 6 of the RBI Directions and such other approvals, consents, permissions and sanctions as may be necessary, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/ sanctions/permissions and/or consents, if any, and which may be agreed by the Board of Directors of the Company ("the **Board**"), the consent of the Members of the Company be and is hereby accorded to the Board, to create, offer, issue and allot up to **26,11,724** (Twenty Six Lakh Eleven Thousand Seven Hundred and Twenty Four) fully paid up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company for cash at an issue price of **Rs. 17.23/-** (Rupees Seventeen and Paise Twenty Three only) per equity share including a premium of **Rs. 7.23/-** (Rupees Seven and Paise Twenty Three only) per equity share aggregating up to **Rs. 4,50,00,005/-** (Rupees Four Crore Fifty Lakh and Five only) (**"Issue Size"**), to the below mentioned Promoter

KUMBHAT FINANCIAL SERVICES LIMITED
REGISTERED OFFICE:
Prakash Building,
First Floor,
31/14, Deivasigamani Street,
Royapettah,
Chennai – 600 014,
Tamil Nadu, India.
CIN: L65991TN1993PLC024433

("**Proposed Allottee**") by way of a preferential issue on a private placement basis ("**Preferential Issue**"), being the price determined in accordance with Chapter V of SEBI (ICDR) Regulations and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations or other applicable laws and on such terms and conditions as are stipulated in the explanatory statement hereto and as may be determined by the Board in its absolute discretion in accordance with SEBI (ICDR) Regulations and other applicable law:

Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of Equity Shares proposed to be Allotted	Consideration (Amount in ₹)
1.	Sanjay Kumbhat	Promoter	26,11,724	₹ 4,50,00,005
Total			26,11,724	₹ 4,50,00,005

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the **"Relevant Date"** for the purpose of determining the floor price for the preferential issue of Equity Shares be and is hereby fixed as **Monday, November 09, 2026**, being the day preceding Tuesday, November 10, 2026 (which is the date 30 days prior to the date of the Extra-Ordinary General Meeting, i.e. Thursday, December 10, 2026, and a trading holiday on BSE), in terms of Regulation 161 of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a. The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable laws, as amended from time to time;

b. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within period of 15 (Fifteen) days from the date of passing of this Special Resolution or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority (including but not limited to the Stock Exchanges, RBI and/ or SEBI), the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission. Further, since the Preferential Issue attracts an obligation on the Proposed Allottee to make an open offer under the SEBI Takeover Regulations ("**Open Offer**"), the said period of 15 (Fifteen) days shall be reckoned in the manner specified under Regulation 170(3) of the SEBI (ICDR) Regulations, i.e. from the expiry of the period specified under Regulation 20(1) of the SEBI Takeover Regulations or from the date of receipt of all statutory approvals required for the completion of the Open Offer (including the prior approval of the RBI), as the case may be.

c. The Equity Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers)

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from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

d. The pre-preferential allotment shareholding of the Proposed Allottee, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and applicable laws, as amended from time to time;

e. The Equity Shares so offered, issued and allotted will be listed on BSE Limited where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

f. The Equity Shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove;

g. Allotment of Shares shall only be made in dematerialized form;

h. The Allottee shall be required to bring in 100% of the consideration for the relevant Shares on or before the Date of Allotment thereof.

i. Equity Shares shall be subject to lock-in for such period that may be prescribed under the SEBI (ICDR) Regulations.

j. The consideration for allotment of the relevant Shares shall be paid to the Company from the bank account of the Proposed Allottee.

k. The issue and allotment of the Equity Shares is subject to the receipt of prior written approval of the RBI under Paragraph 6 of the RBI Directions, since the Preferential Issue will result in the shareholding of the Proposed Allottee exceeding 26% of the paid-up equity share capital of the Company, and to compliance with the conditions, if any, stipulated by the RBI while granting such approval (including the issue of public notice, if required, in terms of the RBI Directions); and

l. Pending completion of the Open Offer, the Equity Shares allotted to the Proposed Allottee shall be dealt with in accordance with Regulation 22 of the SEBI Takeover Regulations and, where applicable, shall be kept in an escrow account in terms of Regulation 22(2A) thereof, and the Proposed Allottee shall not exercise any voting rights in respect of such Equity Shares until they are released from such escrow account in accordance with the SEBI Takeover Regulations.

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares. The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and be listed on BSE where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is

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hereby accorded to record the name and address of the proposed allottee and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottee inviting to subscribe to the Equity Shares in accordance with the provisions of the Act;

RESOLVED FURTHER THAT the Board or Company Secretary be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares, to issue certificates/clarifications on the issue and allotment of Equity Shares, entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance, listing and trading of Equity Shares), including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies (ROC) and other Regulatory Authorities, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the proposed allottee, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as maybe required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI), Stock Exchanges and/ or such other appropriate authority may impose at the time of their approval.

RESOLVED FURTHER THAT Mr. Sanjay Kumbhat, Managing Director and/or Mr. Bharath Selva Ganesh P, Company Secretary of the Company, be and are hereby severally authorized to carry out all the necessary formalities and deeds including but not limited to intimation to Stock Exchanges, Filing with Ministry of Corporate Affairs as may be required for the aforesaid resolution(s) and to do all acts, deeds and things as may be necessary to give effect to the aforesaid resolution(s)."

For and on behalf of the Board
KUMBHAT FINANCIAL SERVICES LIMITED



SANJAY KUMBHAT
MANAGING DIRECTOR
DIN:03077193

Date: November 13, 2026
Place: Chennai

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') and the Secretarial Standard - 2 on General Meeting ('SS-2'), setting out the material facts concerning each item of Special Business to be transacted at the meeting is annexed to this Notice.

2. Since this EGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through evoting.

3. Corporate members intending to attend/vote at EGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to are requested to send their authorizations/ resolutions/ power of attorney to the Scrutinizer by e-mail on mundhara_co@yahoo.co.in with a copy marked to helpdesk.evoting@cdslindia.com at the Extraordinary General Meeting of the Company.

4. The Ministry of Corporate Affairs ('MCA') has, vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as 'SEBI Circulars'), permitted the holding of the EGM through VC/OAVM. In compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the MCA Circulars and the SEBI Circulars, the EGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the EGM.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.



6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

7. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Since this EGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this notice.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.kumbhatfinancialserviceslimited.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

9. The cut-off date for determining the eligibility of members to exercise remote e-Voting rights and attendance at EGM is December 03, 2026. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on this cutoff date, shall be entitled to avail the facility of remote e-Voting or voting at the meeting through electronic mode. The voting rights of members shall be in proportion to their shares of the paidup equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

10. The Notice of the EGM is being sent to those Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories as on Friday, November 06, 2026. A person who becomes a Member after this date and holds shares as on the cut-off date, i.e. December 03, 2026, may obtain the Notice and the login details for e-voting by sending a request to helpdesk.evoting@cdslindia.com or cs@kumbhatfinancialserviceslimited.com.

11. The remote e-Voting period for all items of businesses contained in this notice of EGM shall commence from December 07, 2026 at 9:00 A.M. (IST) and will end on December 09, 2026 at 5:00 P.M. (IST). The e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

12. SEBI has mandated submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their DPs and Members holding shares in physical form can submit their PAN details to the Company's RTA. SEBI Circular SEBI/HO/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 read together with SEBI Circular(s) SEBI/HO/ MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021, mandates all the listed companies to record the valid PAN, Address with PIN code, Email ID, Mobile Number, Bank Account Details, Specimen Signature and Nomination by holders of physical securities. Members were requested to ensure that above details are updated with the RTA.

13. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from

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April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.

14. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection without any fee by the members during the EGM. Members seeking to inspect such documents can send an email on cs@kumbhatfinancialserviceslimited.com

15. All the documents referred to in the accompanying Notice as well as the other documents are open for inspection at the registered office of the Company on all working days except Saturday, Sunday and holidays between 11:00 A.M. to 1:00 P.M. (IST) up to the date of EGM. Members seeking to inspect such documents can send an email to cs@kumbhatfinancialserviceslimited.com

16. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

17. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination in Form SH- 13 and SH-14, respectively, the same forms can be obtained from the Registrar and Transfer Agent of the Company.

18. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.

19. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of: a) Change in their residential status on return to India for permanent settlement. b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

20. The Board of Directors of the Company has appointed Mr. Jagdish P Mundhara, (FCS 2353, CP No. 1443), Proprietor of Mundhara & Co. (Practicing Company Secretaries) as Scrutinizer to scrutinize the e-voting during the EGM and remote e-voting process in a fair and transparent manner.

21. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes casted at the EGM and thereafter unblock the votes casted through remote e-voting and shall within two working days of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.

22. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at www.kumbhatfinancialserviceslimited.com and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favor of the resolutions.

23. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

KUMBHAT FINANCIAL SERVICES LIMITED
REGISTERED OFFICE: Prakash Building, First Floor, 31/14, Dewasigamani Street, Royapettah, Chennai – 600 014, Tamil Nadu, India.
CIN: L65991TN1993PLC024435

24. Shareholders can send their queries/complaints, if any, on an exclusive designated e-mail id: cs@kumbhatfinancialserviceslimited.com . The shareholders are requested to send their queries, if any, on the business to be transacted at the EGM, to the Company Secretary, not less than 7 days before the date of meeting, so that the requisite information/ explanations can be provided in time.

25. Members may address all the correspondences relating to change of address, share transfer, transmission, nomination etc. to the RTA at the below mentioned addresses:
Cameo Corporate Services Limited,
"Subramanian Building", No. 1, Club House Road, Chennai – 600 002

26. Updation of Permanent Account Number (PAN)/ Bank Account Details of Members:
The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account Details for all security holders. Members holding Shares in physical form are therefore requested to submit their PAN and Bank Account details to Share Transfer Agent of the Company along with self-attested copy of PAN and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of Bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding
shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i. The voting period begins on 07th December 2026 at 9.00 AM. and ends on 09th December,2026, at 5.00 PM.
During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 03.12.2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, under
Regulation 44 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of depositories / depository participants**. Demat account



holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020** on e-Voting the e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www. cdslindia.com and click on Login icon and New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN detail. from a e-Voting link available on www.cdslindia. com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.

Type of Shareholders	Login Method

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Individual Shareholders holding securities in demat mode with **NSDL Depository.**	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https:// eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg. jsp 3. Visit the e-Voting website of NSDL. open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants(DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia. com or contact at toll free no:1800 22 55 33.



Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no: 1800 1020 990 and 1800 22 44 30.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:

1) The shareholders should log on to the e-voting website www.evotingindia.com
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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ix. Click on the EVSN for the relevant Company Name, Kumbhat Financial Services Limited on which you choose to vote.

x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ No" for voting. Select the option YES or No as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; mundhara_co@yahoo.co.in (Scrutinizer) / cs@kumbhatfinancialserviceslimited.com (designated email address of the Company), if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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6. Please note that Participants 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least two days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@kumbhatfinancialserviceslimited.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance two days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@kumbhatfinancialserviceslimited.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self- attested scanned copy of copy of Aadhaar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository .

   If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no.1800 22 55 33.

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no.1800 22 55 33.

CHANGE OF PARTICULARS & UPDATION OF EMAIL ADDRESS:

Members holding shares in dematerialized form are requested to intimate all particulars of mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP).

Members who are holding shares in physical form are requested to intimate such details to Cameo Corporate Services Ltd, through web module https://iwisdom.cameoindia.com/, wherein the shareholders can log in and register the Email ID and mobile number against the folio number in which they hold shares.

NOTICE OF EGM

Notice of the EGM is being sent electronically to the members whose E-mail IDs are registered with the Depository Participant(s) and / or RTA on Monday, November 16th, 2026.
Any member, who has not registered his email id may register his / her ID with RTA may get registered and may also request for a copy Annual Report electronically.

Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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EXPLANATORY STATEMENT

PURSUANT TO THE PROVISIONS OF SECTION 102 OF COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS OF SPECIAL BUSINESS AS SET OUT IN ITEM NO. 1

Item No. 1:

The Board of Directors of the Company ("**Board**") at its Meeting held on Friday, November 13th, 2026, subject to necessary approval(s), including the approval of the Members and the prior written approval of the Reserve Bank of India ("**RBI**") has approved the proposal for raising of funds by way of preferential issue of up to **26,11,724 (Twenty Six Lakh Eleven Thousand Seven Hundred and Twenty Four)** fully paid up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company for cash at an issue price of **Rs. 17.23/- (Rupees Seventeen and Paise Twenty Three only)** per equity share including a premium of **Rs. 7.23/- (Rupees Seven and Paise Twenty Three only)** per equity share aggregating up to **Rs. 4,50,00,005/- (Rupees Four Crore Fifty Lakh and Five only)** for cash to the Promoter of the Company ("**Proposed Allottee**") in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI (ICDR) Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

1. Objects of the Preferential Allotment:

Being RBI registered Non-Banking Financial Company (NBFC), the Company is required to comply with the notifications issued by Reserve Bank of India from time to time. As per the notification issued by the RBI i.e. Notification No. DOR.CRE.060.CGM(MM) 2022 dated 17th March, 2022, issued under Section 45-IA(1)(b) of the Reserve Bank of India Act, 1934, non-banking financial Companies holding a certificate of registration as on October 22, 2021 issued by the Reserve Bank of India and having net owned fund of less than Rs. 10/- crore (Rupees Ten crore Only), shall require to achieve the Net owned Fund of Rs. 10.00/- crore (Rupees Ten Crore Only) by March 31, 2027. The said requirement is also set out in Paragraph 42 of the Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025 dated November 28, 2025, and in terms of Paragraph 43 thereof, an NBFC failing to achieve the prescribed Net Owned Fund within the stipulated period shall not be eligible to hold the certificate of registration as an NBFC.

In this regard, the Company needs to augment their capital base and to raise additional funds to achieve the Net Owned Fund of Rs. 10.00/- crores, which shall be required to be maintained by the company as per notification issued by Reserve Bank of India i.e., Notification No. DOR.CRE.060.CGM(MM) 2022 dated 17th March 2022. The entire proceeds of the Preferential Issue, aggregating up to ₹ 4,50,00,005/- (Rupees Four Crore Fifty Lakh and Five only) will be utilised towards augmenting the capital base and Net Owned Fund of the Company so as to enable the Company to achieve the prescribed Net Owned Fund of ₹ 10 crore before March 31, 2027.

Upon infusion of the proceeds of the Preferential Issue of ₹ 4.50 crore, the Net Owned Fund of the Company is expected to increase which will be above the minimum Net Owned Fund of ₹ 10 crore prescribed by the RBI.

Utilisation of Issue Proceeds: The proceeds of the Preferential Issue are proposed to be utilised as under:

Sr. No.	Particulars	Amount (₹ in lakh)	Tentative timeline for utilisation

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1.	Augmentation of the capital base / Net Owned Fund of the Company to meet the minimum Net Owned Fund requirement of ₹ 10 crore prescribed by the RBI	450.00	Within FY 2026-27, i.e. on or before March 31, 2027
	Total	**450.00**	

Pursuant to this Preferential Issue, the Proposed Allottee who is also the Promoter of the Company has made a public announcement dated November 13, 2026 of a mandatory open offer for acquisition of **up to 20,64,328 Equity Shares**, representing 26% (twenty six per cent) of the emerging voting share capital of the Company, from the public shareholders of the Company, pursuant to and in compliance with the requirements of Regulation 3(1) read with Regulations 13(2)(g), 14 and 15(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations"), as amended (the "Open Offer").

Interim Use of Proceeds: Our management will have flexibility in deploying the proceeds received by the Company from Preferential Issue in accordance with applicable laws. Pending utilisation for the purposes described above, the Company intends to temporarily invest funds in creditworthy instruments, including money market mutual funds and deposits with banks. Such investments would be in accordance with the investment policies as approved by the Board of Directors from time to time and applicable laws.

2. Particulars of the Preferential Issue including date of passing of Board resolution, kind of securities offered, maximum number of securities to be issued and the Issue Price:

The Board of Directors of the Company at its Meeting held on Friday, November 13th, 2026, has passed the resolution, subject to the approval of the Members, the prior written approval of the RBI and such other approvals as may be required, to issue up to **26,11,724 (Twenty Six Lakh Eleven Thousand Seven Hundred and Twenty Four)** fully paid up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company for cash at an issue price of **Rs. 17.23/- (Rupees Seventeen and Paise Twenty Three only)** per equity share including a premium of **Rs. 7.23/- (Rupees Seven and Paise Twenty Three only)** per equity share aggregating up to **Rs. 4,50,00,005/- (Rupees Four Crore Fifty Lakh and Five only)** for cash of the Company by way of a preferential issue on a private placement basis to the Promoter of the Company.

3. Intention of the Promoters, Directors or Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:

Except as follows, none of the other promoters, directors, key managerial personnel or senior management of the issuer intent to subscribe to the Offer:

Sr. No.	Name of the Proposed Allottee	Category	Maximum number of Equity Shares proposed to be issued
1.	Sanjay Kumbhat	Promoter	26,11,724

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4. Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in an ***Annexure 1*** forming part of this Notice.

5. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares are pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. Further, as the Preferential Issue attracts an obligation to make an open offer under the SEBI (SAST) Regulations, in terms of Regulation 170(3) of the SEBI (ICDR) Regulations, the said period of 15 days shall be counted from the expiry of the period specified under Regulation 20(1) of the SEBI (SAST) Regulations or from the date of receipt of all statutory approvals required for the completion of the Open Offer (including the prior approval of the RBI), as the case may be.

6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Not applicable since there is only one allottee and the allottee is a natural person being the promoter of the company.

7. The percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the Preferential issue:

Name of the proposed Allottee	Category	Pre-Issue Shareholding		No. of Equity Shares proposed to be allotted	Post-Issue Shareholding	
		No. of shares	%		No. of shares	%
Sanjay Kumbhat	Promoter	11,89,690	22.33	26,11,724	38,01,414	47.88

There shall be no change in management or control of the Company pursuant to the aforesaid issue of the Equity Shares.

8. Re-computation of the share price:

i. As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of Equity Shares and lock-in extensions, required pursuant to Regulations 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable. However, the Company undertakes to re-compute the price of the equity shares issued on preferential basis in terms of the SEBI (ICDR) Regulations where it is required to do so.

ii. The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottee.

9. Confirmations regarding wilful defaulter or a fraudulent borrower/ fugitives, if any:

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Neither the Company nor its promoters and Directors have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. Further, none of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

10. The current and proposed status of the allottee post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of Proposed Allottee	Current status of Proposed Allottee	Proposed status of the Proposed Allottee
1	Sanjay Kumbhat	Promoter	Promoter

11. Relevant Date:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the floor price for the Preferential Issue of the Equity Shares is **Monday, November 09, 2026**, being the day preceding Tuesday, November 10, 2026 (which is the date 30 days prior to the date of the meeting, i.e. Thursday, December 10, 2026, and a trading holiday on BSE), in terms of Regulation 161 of the SEBI (ICDR) Regulations.

12. Basis or justification on which the price has been arrived at:

The Equity Shares of the Company are infrequently traded on BSE Limited, the stock exchange where the shares of the Company are currently listed, and in terms of the SEBI (ICDR) Regulations where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as applicable to the company. Accordingly, Mr. CA N V SUBBARAO KESAVARAPU, Registered Valuer (Reg No- IBBI/RV/02/2019/12292), was appointed to assess the fair market value of shares of the Company and as per the share valuation report dated November 13, 2026, the fair market value of Equity Shares is arrived at Rs. 17.23/- (Rupees Seventeen and Paise Twenty Three only).

In compliance with Regulation 166A of the SEBI (ICDR) Regulations, the preferential issue to the Proposed Allottee, is more than five per cent of the post issue fully diluted share capital of the Company and as required a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of SEBI (ICDR) Regulations from, Registered Valuer IBBI Reg. No.: IBBI/RV/02/2019/12292; Address: Pratima Arcade, Karnataka Building, Flat 201, KPHB Phase 6, Kukatpally, Hyderabad, Telangana – 500072, India vide valuation report dated November 13, 2026. Accordingly, the fair market value of Equity Shares arrived at Rs. 17.23/- (Rupees Seventeen and Paise Twenty Three only). The valuation report so obtained from the Independent Registered Valuer can also be accessed on the company website on the following link www.kumbhatfinancialserviceslimited.com. As the Preferential Issue will not result in a change in control of the Company, the requirement of obtaining a reasoned recommendation of a committee of independent directors under Regulation 166A of the SEBI (ICDR) Regulations is not applicable.

Accordingly, based on Valuation Report as per Regulation 165 and 166A, the minimum issue price of the Equity Shares to be issued on a preferential basis is Rs. 17.23/- (Rupees Seventeen and Paise Twenty Three only)

Method of determination of price as per Articles of Association of the Company is not applicable as the Article of Association of the Company is silent on the determination of a floor price/minimum price of the share issued on preferential basis.

Hence, based on the above, the Board of Directors of the Company has decided to issue the Equity Shares to be issued on Preferential Basis at **Rs. 17.23/- each.**

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13. **Amount which the Company intends to raise by way of such securities:**

The company intends to raise an amount, not exceeding ₹4,50,00,005 (Rupees Four Crore Fifty Lakh and Five only).

14. **Monitoring Agency:**

In terms of Regulation 162A of the SEBI (ICDR) Regulations, the Company is not required to appoint Monitoring Agency as the size of the Preferential Issue does not exceed ₹ 100 crore.

15. **Principal terms of assets charged as securities**

Not Applicable

16. **Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:**

Not applicable.

17. **Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

Not applicable. During the year, the Company has not allotted any securities on preferential basis.

18. **Lock-in Period:**

The Equity Shares to be allotted on a preferential basis shall be locked-in for a period of 18 (eighteen) months from the date of trading approval in terms of Regulation 167(1) of the SEBI (ICDR) Regulations, provided that not more than 20% of the total capital of the Company shall be locked-in for 18 (eighteen) months and the Equity Shares allotted in excess of 20% shall be locked-in for 6 (six) months from the date of trading approval.

Further, the entire pre-preferential allotment shareholding of the Proposed Allottee shall be locked-in from the Relevant Date up to a period of 90 (Ninety) trading days from the date of trading approval as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

19. **The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the proposed allottee belonging to the Promoter category.

20. **Practicing Company Secretary's Certificate:**

The certificate from Mr. Jagdish P Mundhara (FCS 2353, CP No. 1443), Proprietor of Mundhara & Co. Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at www.kumbhatfinancialserviceslimited.com

21. **Other disclosures:**

a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;



b. Neither the Proposed Allottee nor any other member of the Promoter and Promoter Group has sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the Relevant Date;

c. The Company does not have any outstanding dues to SEBI, Stock Exchanges, RBI or the depositories;

d. The Company shall be making application seeking in-principle approval to the Stock Exchange, where its Equity Shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders approval by way of special resolution;

e. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but has failed to exercise them;

f. All the equity shares held by the Proposed Allottee in the Company are in dematerialized form only;

g. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed and the SEBI (LODR) Regulations, 2015.

h. The Equity Shares to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

i. In terms of Regulation 22 of the SEBI (SAST) Regulations, the Acquirer shall not complete the acquisition of the Equity Shares under the Preferential Issue until the expiry of the offer period, save as permitted thereunder. Where the Equity Shares are allotted prior to the expiry of the offer period, they shall be kept in an escrow account in terms of Regulation 22(2A) of the SEBI (SAST) Regulations and the Acquirer shall not exercise any voting rights in respect of such Equity Shares until they are released in accordance with the SEBI (SAST) Regulations.

j. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

k. The Company has obtained the Permanent Account Number of the Proposed Allottee;

l. The Preferential Issue is subject to the receipt of the prior written approval of the RBI under the RBI Directions; and

Concern or interest of Directors and Key Managerial Personnel: Except Mr. Sanjay Kumbhat, Promoter and Managing Director of the Company, being the Proposed Allottee, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice, except to the extent of their shareholding, if any, in the Company

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot equity shares as specifically described in the resolutions set out at Item Nos. 1 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item Nos. 1 in the accompanying notice for approval by the Members.

KUMBHAT FINANCIAL SERVICES LIMITED
REGISTERED OFFICE:
Prakash Building,
First Floor,
31/14, Deivasigamani Street,
Royapettah,
Chennai – 600 014,
Tamil Nadu, India.
CIN: L65991TN1993PLC024433

Annexure – 1

Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre-Preferential Issue (as on November 13, 2026)		Issue of equity shares	Post-Preferential Issue (as on Nov 13, 2026 on fully diluted capital)	
		No. of shares	% of Share holding		No. of shares	% of Share holding
A.	**Promoters/Promoter Group Holding:**					
1	**Indian**					
a.	Individuals/HUF	13,22,516	24.82	26,11,724	39,34,240	49.55
b.	Bodies Corporate	–	–	–	–	–
	Sub Total (A1)	13,22,516	24.82	26,11,724	39,34,240	49.55
2	Foreign Promoters	–	–	–	–	–
	Sub Total (A2)	–	–	–	–	–
	Total Promoter shareholding A= A1+A2	**13,22,516**	**24.82**	**26,11,724**	**39,34,240**	**49.55**
B.	**Public Holding:**					
1	Public (consolidated)	40,05,484	75.18	–	40,05,484	50.45
2	Body Corporate #	2,24,435	4.21	–	2,24,435	2.83
3	Institutional Investors	–	–	–	–	–
4	Central Govt./Stat Govt./POI	–	–	–	–	–
5	Non-Institutional Investors	–	–	–	–	–
6	Trusts #	200	0.00	–	200	0.00
7	Others (Including HUF, LLP, IEPF & NRI) #	1,12,653	2.11	–	1,12,653	1.42
	Total Public Shareholding B=	40,05,484	75.18	–	**40,05,484**	**50.45**
	Grand Total (A+B)	**53,28,000**	**100.00**	**26,11,724**	**79,39,724**	**100.00**

#Rows 2, 6 and 7 are already included in the consolidated public figure in row 1, so they are not added again.

Note: The post-issue shareholding has been computed assuming allotment of all **26,11,724** *Equity Shares under the Preferential Issue and does not take into account any Equity Shares that may be acquired by the Proposed Allottee in the Open Offer. Assuming full acceptance in the Open Offer, the shareholding of the Promoter and Promoter Group would be 59,98,568 Equity Shares (75.55%) and the public shareholding would be 19,41,156 Equity Shares (24.45%) of the emerging voting share capital. Further the Company does not have any outstanding Convertible Securities and ESOPs.*

For and on behalf of the Board

KUMBHAT FINANCIAL SERVICES LIMITED

KUMBHAT FINANCIAL SERVICES LIMITED
REGISTERED OFFICE:
Prakash Building, First Floor, 31/14, Deivasigamani Street, Royapettah, Chennai – 600 014, Tamil Nadu, India.
CIN: L65991TN1993PLC024433

SANJAY KUMBHAT
Managing Director
DIN: 03077193

Date: November 13, 2026
Place: Chennai