

Date: February 05, 2026

To,
BSE Limited,
The General Manager,
Department of Listing Operations,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Trading Symbol: **SAVFI**

Scrip Code: **511577**

Dear Sir/Madam,

Subject: Notice convening the Extra-Ordinary General Meeting (EGM)

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the Extra-Ordinary General Meeting (EGM) of the Company.

The schedule of EGM of the Company is as under:

| Event | Date | Time (IST) |
|--|-----------------------------|------------|
| Cut-off date to determine eligible members for voting on EGM Resolution(s) | Friday February 20, 2026 | NA |
| Remote e-Voting commencement | Tuesday, February 24, 2026 | 9.00 A.M. |
| End of E-voting | Thursday, February 26, 2026 | 5.00 P.M. |
| Extra-Ordinary General Meeting | Friday, February 27, 2026 | 11.00 A.M. |

Kindly take the same on record.

Thanking you.

Yours faithfully,

**For Mantra Capital Limited
(Formerly Savani Financials Limited)**

Puspraj Ramshila Pandey

Digitally signed by Puspraj
Ramshila Pandey
Date: 2026.02.05 11:03:51 +05'30'

Puspraj R Pandey
Company Secretary and Compliance Officer
ICSI Membership No: A38542

Place: Mumbai

Encl: a/a

Mantra Capital Limited

(Formerly Savani Financials Limited)

CIN: L67120MH1983PLC031614 GSTN: 27AABCS5316H1ZG

REGISTERED OFFICE: 602, Samarth Vaibhav CHS Ltd., Off Link Road,
Lokhandwala Complex, Andheri (West), Mumbai - 400053

www.mantracapital.in
ask.mantra@mantracapital.in
022-69454100

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF MANTRA CAPITAL LIMITED (FORMERLY KNOWN AS SAVANI FINANCIALS LIMITED) WILL BE HELD ON FRIDAY, FEBRUARY 27, 2026, AT 11:00 A.M. THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO VIDEO MEANS ("OAVM") TO TRANACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:**ITEM 01:****TO APPROVE RESCINDING OF SHAREHOLDERS' RESOLUTION PERTAINING TO INCREASE IN AUTHORISED CAPITAL PASSED AT THE AGM HELD ON SEPTEMBER 25, 2025**

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

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory re-enactment, amendment or modification thereof from time to time, if any), the consent of the Members be and is hereby accorded to rescind and withdraw the resolution passed at the 41st Annual General Meeting held on September 25, 2025, relating to increase in the Authorised Share Capital of the Company to Rs. 100,00,00,000/- (Rupees One Hundred Crore only) and the corresponding amendment to Clause V of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel (KMP) of the Company be and is hereby authorised to take all necessary steps for giving effect to this resolution, including making necessary filings with stock exchanges, the Registrar of Companies, and any other regulatory authorities, and to do all such acts, deeds and things as may be deemed necessary in this connection."

ITEM 02:**TO CONSIDER AND APPROVE THE INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a) read with Sections 13, 64 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, enabling provisions of the Articles of Association of the Company and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing Rs. 38,00,00,000/- (Rupees Thirty-Eight Crore only) divided into 3,55,00,000 (Three Crore Fifty-Five Lakh) Equity Shares of Rs. 10/- each and 25,00,000 (Twenty-Five Lakh) Redeemable Preference Shares of Rs. 10/- each, to Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 4,75,00,000 (Four Crore Seventy-Five Lakh) Equity Shares of Rs. 10/- each and 25,00,000 (Twenty-Five Lakh) Redeemable Preference Shares of Rs. 10/- each, such Equity Shares ranking *pari passu* in all respects with the existing Equity Shares of the Company and such Redeemable Preference Shares ranking *pari passu* in all respects with the existing

Redeemable Preference Shares of the Company, in accordance with the Memorandum of Association and Articles of Association of the Company."

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following clause:

"V. The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 4,75,00,000 (Four Crore Seventy-Five Lakh) Equity Shares of Rs. 10/- each and 25,00,000 (Twenty-Five Lakh) Redeemable Preference Shares of Rs. 10/- each with the power to increase or reduce the capital of the Company in accordance with the provisions of the Companies Act, 2013."

RESOLVED FURTHER THAT Mrs. Deepa Kishor Tracy, Managing Director or any of the Key Managerial Personnel (KMP's) of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution including but not to limited filing of requisite forms, returns and documents as may be required under the Companies Act, 2013 and the rules made thereunder, and to make necessary filings and intimations with the Registrar of Companies and other statutory authorities."

ITEM 03:

TO CONSIDER AND APPROVE PROPOSAL FOR ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS (INCLUDING RELEVANT DATE FOR THE ISSUE), PURSUANT TO SECTION 23(1)(B), SECTION 42 AND SECTION 62(1)(C) OF COMPANIES ACT 2013, CHAPTER V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 & OTHER APPLICABLE PROVISIONS, IF ANY;

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 Section 23(1)(b), Section 42 and Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in compliance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations ("**SEBI ICDR Regulations**"), 2018, and Regulation 28(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable regulations issued by the Securities and Exchange Board of India, Foreign Exchange Management Act, 1999 read with the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and other applicable laws as amended from time to time, and subject to the receipt of such other approvals as may be required, including the in-principle approval of the stock exchange, being BSE Limited ("**BSE**"), the consent of the members be and is hereby accorded to issue, offer and allot up to 48,25,000 (Forty Eight Lakhs Twenty Five Thousand) Equity Shares of the Company, having a face value of Rs. 10/- each, ("**Equity Shares**") at an issue price of Rs.20/- (including Rs.10/- each as security premium) for consideration in cash aggregating to Rs. 9,65,00,000/- (Rupees Nine Crores Sixty Five Lakhs Only), on a preferential basis through private placement, in such manner and on such terms and conditions as may be determined by the Board of Directors of the Company ("**Board**", which term shall include any committee of the Board) and in accordance with applicable law and based on the valuation report obtained in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT the said equity shares shall be offered and allotted to the following identified proposed allottee(s) ("**Proposed Allottees**"), subject to the offer being made to such number of persons as permitted under Section 42 of the Companies Act, 2013 and in compliance with the provisions of the SEBI ICDR Regulations.

| Sr. No. | Name of the Proposed Allotees | Amount | Category | Status | Number of shares to be issue and allotted |
|---------|-------------------------------|-------------|--------------|----------|---|
| 1. | Mrs. Shaila Koppikar | 3,00,00,000 | Non-Promoter | Resident | 15,00,000 |
| 2. | Mr. Jagdish Mundkur | 2,00,00,000 | Non-Promoter | NRI | 10,00,000 |
| 3. | Mr. Arun Heble | 2,00,00,000 | Non-Promoter | NRI | 10,00,000 |
| 4. | Mr. Vikram Samsi | 20,00,000 | Non-Promoter | Resident | 1,00,000 |
| 5. | Mr. G. S. Samsi | 25,00,000 | Non-Promoter | Resident | 1,25,000 |
| 6. | Dr. Krishna Rao | 20,00,000 | Non-Promoter | NRI | 1,00,000 |
| 7. | Mr. Giriraj Chandak | 2,00,00,000 | Non-Promoter | Resident | 10,00,000 |

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allotees through a Private Placement Offer Letter in Form PAS-4 in accordance with Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT the Company be and is hereby authorized to maintain the record of the private placement offer in Form PAS-5, and to file Form PAS-3 (Return of Allotment), Form MGT-14 and such other forms, returns and documents as may be required under the Companies Act, 2013 or other applicable laws and the rules made thereunder, with the Registrar of Companies, BSE Limited, and other statutory or regulatory authorities.

RESOLVED FURTHER THAT the certificate issued pursuant to Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 by Bansal and Company, Practicing Company Secretaries, signed by Mr. Lucky Bansal, Proprietor, holding Membership No. A50039, Certificate of Practice No. 24036 and Peer Review Certificate No. 3750/ 2023, certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, issued as placed before the Members, be and is hereby considered, approved and taken on record.

RESOLVED FURTHER THAT the 'Relevant Date' fixed is Wednesday, January 28, 2026, being the date 30 days prior to the date of this Extraordinary General Meeting, for determining the minimum price of the Equity Shares to be issued on a preferential basis in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Valuation Report dated January 30, 2026, issued by Mr. Anurag Singal, a Registered Valuer (Registration No. IBBI/RV/06/2022/14679), in accordance with the SEBI ICDR Regulations and other applicable laws., as placed before the members of the Company, be and is hereby considered, approved and taken on record.

RESOLVED FURTHER THAT the Equity Shares to be issued to the allotees in the preferential issue shall be listed on the BSE.

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 and regulations:

- (i) The Equity Shares to be issued and allotted in the manner aforesaid shall rank *pari passu* with the existing equity shares of the Company in all respects (including voting powers and the right

to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum of Association, Articles of Association of the Company and applicable laws.

- (ii) The Equity Shares will be locked-in for such period as prescribed under the SEBI ICDR Regulations.
- (iii) The Equity Shares shall be allotted in dematerialized form within 15 days from the date of passing of this special resolution, provided that where the allotment is subject to receipt of any approval from the relevant Governmental authorities or the BSE, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT Mrs. Deepa Kishor Tracy, Managing Director or any of the Key Managerial Personnel (KMP's) of the Company, be and are hereby severally authorised to sign, execute and submit all applications, forms, returns, documents, undertakings, clarifications and correspondence, to represent the Company before the said authorities, and to do all such acts, matters, deeds and things as may be necessary including to provide certified copies of the resolution to all the authorities and for the purpose of giving full effect to the aforesaid resolution."

ITEM 04:

TO CONSIDER AND APPROVE ISSUE OF WARRANTS ON PREFERENTIAL BASIS (INCLUDING RELEVANT DATE FOR THE ISSUE), AS PER SECTIONS 23(1)(B), 42 AND 62(1)(C) OF COMPANIES ACT, 2013, CHAPTER V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS & OTHER APPLICABLE PROVISIONS, IF ANY;

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 Section 23, 62(1)(c), 42 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, enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and in compliance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable regulations issued by the Securities and Exchange Board of India and other applicable laws, as amended from time to time, and subject to the in-principle approval of the stock exchange, being BSE Limited ("**BSE**"), the consent of members be and hereby accorded to issue and offer up to 45,00,000 (Forty-Five Lakhs) warrants of face value Rs. 10/- each ("**Warrants**") at an issue price of Rs.20/- (including Rs.10/- each as security premium), aggregating Rs. 9,00,00,000/- (Rupees Nine Crores Only), on a preferential basis through private placement, in such manner and on such terms and conditions as may be determined by the Board of Directors of the Company ("**Board**", which term shall include any committee of the Board) and in accordance with the SEBI ICDR Regulations and other applicable laws, to the following proposed allottee ("**Proposed Allottee**"):

| Sr. No. | Name of the Proposed Allottees | Amount | Category | Status | Number of warrants to be issued and allotted |
|---------|---|-------------|----------|----------|--|
| 1. | Mrs. Deepa Kishor Tracy (Managing Director) | 9,00,00,000 | Promoter | Resident | 45,00,000 |

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottee through a Private Placement Offer Letter in Form PAS-4 in accordance with Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT the Company be and is hereby authorized to maintain the record of the private placement offer in Form PAS-5, and to file Form PAS-3 (Return of Allotment), Form MGT-14 and such other forms, returns and documents as may be required under the Companies Act, 2013 and the rules made thereunder, with the Registrar of Companies, BSE Limited, and other statutory or regulatory authorities.

RESOLVED FURTHER THAT the certificate issued pursuant to Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 by Bansal and Company, Practicing Company Secretaries, signed by Mr. Lucky Bansal, Proprietor, holding Membership No. A50039, Certificate of Practice No. 24036 and Peer Review Certificate No. 3750/ 2023, certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, issued as placed before the Members, be and is hereby considered, approved and taken on record.

RESOLVED FURTHER THAT the 'Relevant Date' fixed is Wednesday, January 28, 2026, being the date 30 days prior to the date of the Extraordinary General Meeting, for determining the minimum price of the Warrants to be issued on a preferential basis.

RESOLVED FURTHER THAT the Valuation Report dated January 30, 2026 issued by Mr. Anurag Singal, a Registered Valuer (Registration No. IBBI/RV/06/2022/14679), in accordance with the SEBI ICDR Regulations and other applicable laws., as placed before the members of the Company, be and is hereby considered, approved and taken on record.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions, amongst others:

- a. The Warrants will have a face value of Rs. 10 and will be issued at a price of Rs. 20 per Warrant ("**Warrant Price**"), which includes a premium of Rs. 10 per Warrant.
- b. The holder of the Warrants shall pay an amount equivalent to 50% of the Warrant Price, being Rs.10/- per Warrant, in terms of the SEBI ICDR Regulations on or before the allotment of Warrants. The balance Warrant Price per Warrant, being Rs.10/- per Warrant, ("**Balance Warrant Price**") shall be payable at the time of exercise of the Warrants into equity shares of the Company, having a face value of Rs. 10 each, ("**Equity Shares**"), which shall be not later than 18 months from the date of allotment of the Warrants ("**Exercise Period**"). If the Warrants are not exercised within the Exercise Period, then such Warrants shall lapse and the amount paid by the holders of the Warrants shall be forfeited by the Company.
- c. During the Exercise Period, each Warrant will be exchangeable into 1 Equity Share ("**Resultant Equity Shares**") upon payment by the holder of the Warrants of the Balance Warrant Price per Warrant.
- d. During the Exercise Period, the Warrants may be exercised by the holder of the Warrants in one or more tranches by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the payment of the Balance Warrant Price per Warrant being exercised. Upon realisation of the payment of the Balance Warrant Price per Warrant, the Company shall issue and allot the Resultant Equity Shares and perform such actions as required to credit the Resultant Equity Shares to the depository participant account of the holder of the Warrants and enter the name of holder of the Warrants in the records of the Company as the registered owner of such Equity Shares.
- e. The Resultant Equity Shares shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- f. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities Contracts (Regulation) Rules, 1957.

- g. The issue of the Warrants as well as Equity Shares allotted upon exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- h. Until allotment of the Resultant Equity Shares to the holder of the Warrants upon exercise of the Warrants, the holder of the Warrants shall not have any rights or entitlements as are available to a shareholder of the Company in respect of the Warrants.
- i. The Warrants and the Resultant Equity Shares allotted pursuant to exercise of the Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ICDR Regulations and the Resultant Equity Shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- j. The Company shall procure the listing and trading approvals for the Resultant Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI Listing Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT the Warrants will be issued and allotted by the Company to the Proposed Allottee in dematerialised form within 15 days from the date of passing of this special resolution, provided that where the allotment is subject to receipt of any approval from the relevant Governmental authorities or the BSE, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT subject to receipt of the Balance Warrant Price per Warrant and exercise of the Warrants by the holder(s) of the Warrants, the Board be and is hereby authorized to issue and allot the Resultant Equity Shares, which shall rank *pari passu* with the existing equity shares of the Company and shall be listed on the relevant stock exchange(s) and be subject to the provisions of the Memorandum of Association, Articles of Association of the Company, the SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT Mrs. Deepa Kishor Tracy, Managing Director or any of the Key Managerial Personnel (KMP's) of the Company, be and are hereby severally authorized to approve, sign and execute all forms, returns, documents, applications, intimations, clarifications for and on behalf of the Company and submit the same for and on behalf of the Company to represent the Company, before the Registrar of Companies and any other relevant authority or Governmental agencies, as may be required under applicable laws and to do all such acts, matters, deeds and things as may be necessary including to provide certified copies of the resolution to all the authorities and for the purpose of giving full effect to the aforesaid resolution."

For Mantra Capital Limited
(Formerly Savani Financials Limited)

Sd/-

Puspraj Pandey

Company Secretary and Compliance Officer

ICSI Membership No.: A38542

Place: Mumbai

Date: February 05, 2026

Notes:

1. Pursuant to the General Circulars 14/2020 dated April 8, 2020, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/223 dated September 25, 2023, 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 and other circulars issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and 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, Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2023 and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Act and the SEBI (LODR) Regulations, 2015, companies are allowed to hold EGM through VC, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC/ OAVM.
2. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since the EGM is being held in accordance with the Circulars through VC/ OAVM, the facility for the appointment of proxies by the Members will not be available.
3. Participation of Members through VC/ OAVM will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
4. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional / Corporate Members intending for their authorized representatives to attend the meeting are requested to send to the Company, on info@mantracapital.in with a copy marked ivote@bigshareonline.com from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution/ Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. Members can join the EGM through 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 for 1,000 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. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
7. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, January 30, 2026#. Members may note that Notice has been uploaded on the website of the Company at info@mantracapital.in. The Notice can also be accessed from the websites of the Stock Exchange on which the shares of the Company are listed i.e. BSE Limited at www.bseindia.com.

#Due to some technical issue the cut-off date for dispatch of the EGM Notice has been revised to Friday, January 30, 2026, as informed by Bigshare Services Pvt. Ltd. (RTA) of the Company.

8. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
9. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("**Act**") is annexed hereto.
10. Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the Members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.
11. Note on Certificate dated July 21, 2025 issued by Jayantilal Thakkar & Co., Chartered Accountants (Firm Registration No. 104133W), pursuant to Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming compliance with Regulation 45(1) in relation to the change of name of the Company from Savani Financials Limited to Mantra Capital Limited, which was approved by the Members at the Annual General Meeting held on September 25, 2025, but was inadvertently not attached to the AGM Notice at the time of circulation, annexed as **Annexure-I**.

Bigshare i-Vote E-Voting System

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Tuesday, 24.02.2026 at 09:00 AM and ends on Thursday, 26.02.2026 at 5.00 AM. 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 February 20, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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 09.12.2020, under Regulation 44 of 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.

- iv. In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on 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.

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

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>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 URL for users to login to Easi/Easiest is https://web.cDSLindia.com/myeasitoken/home/login or visit CDSL website www.cDSLindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cDSLindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cDSLindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p> |
| Individual Shareholders holding securities in demat mode with NSDL | <p>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 BIGSHARE and you will be re-directed to i-Vote website for casting</p> |

| | |
|---|--|
| | <p>your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 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 hold 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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting 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 | <p>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.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot 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.com or call at 022- 48867000. |

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account** should enter **16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account** should enter **8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form** should enter **Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his/her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.

- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

1. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.

- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

| Login type | Helpdesk details |
|--|---|
| Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338 |

2. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/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 in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM 01:

TO APPROVE RESCINDING OF SHAREHOLDERS' RESOLUTION PERTAINING TO INCREASE IN AUTHORISED CAPITAL PASSED AT THE AGM HELD ON SEPTEMBER 25, 2025

At the 41st Annual General Meeting of the Company held on September 25, 2025, the Members had approved the increase in the Authorised Share Capital of the Company and the consequent alteration of Clause V of the Memorandum of Association.

However, upon a detailed review of the Company's current operational plans, funding strategy and overall capital structure, the Board of Directors, at its meeting held on December 30, 2025, re-evaluated the requirement of the enhanced authorised capital. After due consideration of the Company's present business requirements and the existing as well as projected capital structure, the Board formed the view that the increase approved earlier is not immediately required.

Accordingly, the Board decided to recommend to the Members the rescinding and withdrawal of the resolution passed at the aforesaid Annual General Meeting with respect to the increase in Authorised Share Capital and the corresponding amendment to the Memorandum of Association. This will restore the Authorised Share Capital of the Company to its position prior to the approval granted at the AGM.

The proposed rescinding does not affect the issued, subscribed or paid-up share capital of the Company and is being undertaken purely as a matter of prudent capital planning.

Accordingly, the resolution set out at Item No. 1 of the Notice is proposed for seeking the approval of the Members to rescind the earlier resolution relating to the increase in the Authorised Share Capital of the Company and the consequential amendment to the Memorandum of Association of the Company.

None of the Directors, 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. 01 of this Notice, except to the extent of their shareholding in the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 01 of the Notice for approval of the Members.

ITEM 02:

TO CONSIDER AND APPROVE THE INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

The present Authorized Share Capital of the Company is Rs. 38,00,00,000/- (Rupees Thirty-Eight Crore only) divided into 3,55,00,000 Equity Shares of Rs. 10/- each and 25,00,000 Redeemable Preference Shares of Rs. 10/- each.

In order to support the Company's future business plans, capital raising requirements, and to provide flexibility for issuance of further securities including equity shares, the Board of Directors is of the view that the existing Authorised Share Capital may not be adequate. Accordingly, it is proposed to increase the Authorised Share Capital of the Company.



The Board of Directors, at its meeting held on January 30, 2026, approved, subject to the approval of the Members, the proposal to increase the Authorised Share Capital of the Company from Rs. 38,00,00,000/- to Rs. 50,00,00,000/- (Rupees Fifty Crore only) by creation of additional 1,20,00,000 Equity Shares of Rs. 10/- each, ranking pari passu in all respects with the existing Equity Shares of the Company.

Consequent to the increase in Authorised Share Capital, Clause V of the Memorandum of Association of the Company is required to be altered to reflect the revised capital structure.

Pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013, any increase in Authorised Share Capital and alteration of the Capital Clause of the Memorandum of Association require approval of the Members by way of an Ordinary Resolution.

A copy of the existing Memorandum of Association and the proposed amended Clause V will be available for inspection by the Members at the Registered Office of the Company during business hours up to the date of the meeting.

None of the Directors, 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. 02 of the Notice, except to the extent of their shareholding in the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 02 of the Notice for approval of the Members.

ITEM 03:

TO CONSIDER AND APPROVE PROPOSAL FOR ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS (INCLUDING RELEVANT DATE FOR THE ISSUE), PURSUANT TO SECTION 23(1)(B), SECTION 42 AND SECTION 62(1)(C) OF COMPANIES ACT 2013, CHAPTER V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 & OTHER APPLICABLE PROVISIONS, IF ANY;

In order to meet funding requirements for deployment in the business operations of the Company, including growth of its asset book through lending activities, it is proposed to offer and issue for subscription, further equity shares through private placement on a preferential basis.

In accordance with Section 23, 42, 62 and other applicable provisions of the Companies Act, 2013 read with the Rules made there under as amended from time to time and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), prior approval of the Shareholders by way of a Special Resolution is required to offer and issue for subscription further equity shares through private placement on a preferential basis.

The approval of the members is accordingly being sought by way of a Special Resolution to offer and issue of up to 48,25,000 (Forty Eight Lakhs Twenty Five Thousand) equity shares of Rs. 10/- each at an issue price of Rs. 20/- each including a premium of Rs. 10/- per share) aggregating to Rs. 9,65,00,000/- (Nine Crores Sixty Five Lakhs Only), through private placement on a preferential basis.

The Board of Directors on January 30, 2026, subject to approval of the shareholders of the company, has approved the following proposal for issue of Equity Shares of the Company on preferential basis.

| Sr. No. | Name of the Proposed Allottees | Amount | Residential Status | Category | Maximum number of equity shares to be issued/ allotted |
|---------|--------------------------------|-------------|--------------------|-----------------------|--|
| 1. | Mrs. Shaila Koppikar | 3,00,00,000 | Resident | Non-Promoter / Public | 15,00,000 |
| 2. | Mr. Jagdish Mundkur | 2,00,00,000 | NRI | Non-Promoter / Public | 10,00,000 |
| 3. | Mr. Arun Heble | 2,00,00,000 | NRI | Non-Promoter / Public | 10,00,000 |
| 4. | Mr. Vikram Samsi | 20,00,000 | Resident | Non-Promoter / Public | 1,00,000 |
| 5. | Mr. G. S. Samsi | 25,00,000 | Resident | Non-Promoter / Public | 1,25,000 |
| 6. | Dr. Krishna Rao | 20,00,000 | NRI | Non-Promoter / Public | 1,00,000 |
| 7. | Mr. Giriraj Chandak | 2,00,00,000 | Resident | Non-Promoter / Public | 10,00,000 |

A statement of disclosures as required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the SEBI ICDR Regulations are as under:

| | |
|---|--|
| (i) Particulars of the offer, including the date of passing of board resolution for the proposed preferential issue | The Board of Directors of the Company at its meeting dated January 30, 2026, subject to the approval of the members of the Company and receipt of necessary approvals, approved the issuance and allotment of up to 48,25,000 (Forty |
|---|--|

| | Eight Lakhs Twenty Five Thousand) equity shares of Rs. 10/- each at a price of Rs. 20/- each, which includes a premium of Rs. 10/-, for cash consideration to the proposed allottees mentioned above by way of preferential issue on a private placement basis. | | |
|--|---|-----------|-------------------------|
| (ii) the objectives of the issue and manner in which the funds are proposed to be utilised | The proceeds of the preferential issue shall be utilized for deployment in the business operations of the Company, including growth of its asset book through lending activities. | | |
| (iii) maximum number of specified securities to be issued / the total number of shares or other securities to be issued | 48,25,000 (Forty Eight Lakhs Twenty Five Thousand) equity shares of Rs. 10/- each at a price of Rs. 20/- each, which includes a premium of Rs. 10/- | | |
| (iv) Kind of securities offered | Equity Shares having a face value of Rs. 10/- each | | |
| (v) the price or price band at/within which the allotment is proposed | Rs. 20/- each, which includes a premium of Rs. 10/- | | |
| (vi) basis on which the price has been arrived at along with report of the registered valuer; | Valuation Report dated January 30, 2026 issued by Mr. Anurag Singal, a Registered Valuer (Registration No. IBBI/RV/06/2022/14679), valuing, amongst others, the Equity Shares of the Company | | |
| (vii) Name and address of the valuer who performed the valuation | Mr. Anurag Singal, a Registered Valuer (Registration No. IBBI/RV/06/2022/14679), having his registered office at B 603, No. 577/443, Siddapura, Varthur, Hobli, Whitefield, Bengaluru – 560066 | | |
| (viii) Amount which the company intends to raise by way of such securities | Rs. 9,65,00,000 (Rupees nine crores sixty five lakhs) | | |
| (ix) relevant date with reference to which the price has been arrived at; | The "Relevant Date" for determination of the issue price of the equity shares in accordance with Regulation 161 of the SEBI ICDR Regulations is January 28, 2026, being the date 30 days prior to the date of this Extraordinary General Meeting. | | |
| (x) the class or classes of persons to whom the allotment is proposed to be made | Non-promoter Individuals | | |
| (xi) intention of promoters, directors or key managerial personnel or senior management to subscribe to the offer; | None of the Promoters, Directors and Key Managerial Personnel of the Company intend to participate/subscribe to this preferential issue of equity shares. | | |
| (xii) the proposed time within which the allotment shall be completed; | The allotment of the equity shares shall be completed within 15 days from the date of passing of the Special Resolution or such extended period as may be permitted under the SEBI ICDR Regulations and other applicable laws. | | |
| (xiii) the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them; | | | |
| Sl. No. | Name of the Proposed Allottee | Pre issue | Post issue [#] |

| | | No. of shares held | % of share holding | No. of shares held | % of share holding | |
|---|----------------------|--------------------|--------------------|--------------------|--------------------|--|
| 1 | Mrs. Shaila Koppikar | NIL | NIL | 1500000 | 3.63% | |
| 2 | Mr. Jagdish Mundkur | NIL | NIL | 1000000 | 2.42% | |
| 3 | Mr. Arun Heble | NIL | NIL | 1000000 | 2.42% | |
| 4 | Mr. Vikram Samsi | NIL | NIL | 100000 | 0.24% | |
| 5 | Mr. G. S. Samsi | NIL | NIL | 125000 | 0.30% | |
| 6 | Dr. Krishna Rao | NIL | NIL | 100000 | 0.24% | |
| 7 | Mr. Giriraj Chandak | NIL | NIL | 1000000 | 2.42% | |

#The post issue shareholding percentage has been calculated assuming (i) full subscription to the equity shares proposed to be issued as part of this Special Resolution and (ii) all the Warrants to be issued by the Company as part of Item No. 04 of this Notice have been exercised.

| | |
|--|---|
| (xiv) the change in control, if any, in the company that would occur consequent to the preferential offer; | There will be no change in control of the Company on account of this proposed private placement allotment except minor change in the shareholding pattern as well as voting rights. |
| (xv) the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price; | During the year, the Company has not allotted shares on preferential basis. |
| (xvi) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer. | Not Applicable |
| (xvii) 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 | The proposed allottees being individuals will be the ultimate beneficial owners of the respective shares proposed to be allotted them. |

(xviii) The pre issue and post issue shareholding pattern of the company in the following format-

| Sr. No | Category | Pre Issue | | Post Issue# | |
|--------|---------------------|--------------------|--------------------|--------------------|--------------------|
| | | No. of shares held | % of share holding | No. of shares held | % of share holding |
| A | Promoters' holding: | | | | |
| 1 | Indian: | | | | |
| | Individual | 2,40,00,000 | 75.00 | 2,85,00,000 | 68.97 |

| | | | | | | |
|---|--------------------------|--------------------|--------------|--------------------|--------------|--|
| | Bodies Corporate | 0 | 0 | 0 | 0 | |
| | Sub Total | 2,40,00,000 | 75.00 | 2,85,00,000 | 68.97 | |
| 2 | Foreign Promoters | 0 | 0 | 0 | 0 | |
| | Sub Total (A) | 2,40,00,000 | 75.00 | 2,85,00,000 | 68.97 | |
| B | Non- Promoters' holding: | | 0 | | | |
| 1 | Institutional Investors | 0 | 0 | 0 | 0 | |
| 2 | Non-Institution: | | 0 | | | |
| | Private Corporate Bodies | 5,01,625 | 1.57 | 5,01,625 | 1.21 | |
| | Directors and Relatives | 0 | 0 | 0 | 0 | |
| | Indian Public | 67,57,532 | 21.11 | 67,57,532 | 22.95 | |
| | Others (Including NRIs) | 7,40,843 | 2.32 | 7,40,843 | 6.87 | |
| | Sub Total (B) | 80,00,000 | 25.00 | 1,28,25,000 | 31.03 | |
| | Grand Total | 3,20,00,000 | 100 | 4,13,25,000 | 100 | |

#The post issue number of shares and shareholding percentage have been calculated assuming (i) full subscription to the equity shares proposed to be issued as part of this Special Resolution and (ii) all the Warrants to be issued by the Company as part of Item No. 04 of this Notice have been exercised.

| | |
|--|---|
| (xix) Undertaking to Re-compute the Price | The Company undertakes that it shall re-compute the price of the specified securities in terms of the SEBI ICDR Regulations wherever required. |
| (xx) Undertaking regarding Lock-in in case of Non-payment: | If the amount payable on account of re-computation of price is not paid within the time stipulated, the specified securities shall continue to remain locked-in till such amount is paid by the proposed allottees. |

| | |
|---|---|
| (xxi) Wilful Defaulter / Fraudulent Borrower Disclosure | Neither the Company nor any of its promoters or directors is declared a wilful defaulter or fraudulent borrower by any bank or financial institution. |
| (xxii) Current and Proposed Status of the Allottee | The proposed allottees are not promoters of the Company. Post completion of the preferential issue, the proposed allottees will be classified as non-promoters. |
| (xxiii) Practicing Company Secretary's Certificate | Pursuant to Regulation 163(2) of the SEBI ICDR Regulations, a certificate dated January 30, 2026 issued by Bansal and Company, signed by Mr. Lucky Bansal, Practicing Company Secretary (Membership No. A50039, COP No. 24036) certifying that the preferential issue is being made in accordance with the SEBI ICDR Regulations shall be placed before the Members at the General Meeting and is also available for inspection on the Company's website at; https://mantracapital.in/assets/PCS%20Certificates%20for%20Pref%20Issue_30012026-B6QZc49E.pdf |
| (xxiv) Details of the Valuation Certificate obtained | The issue price of the equity shares to be issued and allotted pursuant to the preferential issue has been arrived at based on the Valuation Report dated January 30, 2026 issued by Mr. Anurag Singal, a Registered Valuer (Registration No. IBBI/RV/06/2022/14679), valuing, amongst others, the Equity Shares issued in accordance with Regulations 165 and 166A of the SEBI ICDR Regulations and other applicable laws. The valuation report is available for inspection on the website of the Company at https://mantracapital.in/assets/MCL_Pref.%20Issue_Valuation%20Report_Final_30012026-DmJhSGzB.pdf |
| (xxv) Lock-in Period | The Equity Shares allotted pursuant to the preferential issue shall be subject to lock-in in accordance with Regulation 167 of the SEBI ICDR Regulations. |

None of the Directors, 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. 03 of the this Notice, except to the extent of their shareholding in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 03 of the Notice for approval of the Members.

ITEM 04:

TO CONSIDER AND APPROVE ISSUE OF WARRANTS ON PREFERENTIAL BASIS (INCLUDING FIXING A RELEVANT DATE FOR THE ISSUE), AS PER SECTIONS 23(1)(B), 42 AND 62(1)(C) OF COMPANIES ACT, 2013, , CHAPTER V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS & OTHER APPLICABLE PROVISIONS, IF ANY;

The Board of Directors of the Company, at its meeting held on January 30, 2026, approved, subject to the approval of the members of the Company and receipt of necessary approvals, the proposal to issue and allot up to 45,00,000 (Forty-Five Lakhs) Warrants ("**Warrants**") for an issue price of Rs. 20/- each exercisable into an equivalent number of equity shares of the Company having a face value of Rs. 10/- each ("**Equity Shares**") on a preferential basis to Ms. Deepa Kishor Tracy, promoter and managing director of the Company, in accordance with the provisions of Sections 23(1)(b), 42 and 62(1)(c) of the

Companies Act, 2013 read with applicable rules made thereunder and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

Each Warrant is exercisable into one fully paid-up equity share of face value Rs. 10/- each.

The disclosures as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Regulations, 2014 and Chapter V of the SEBI ICDR Regulations are provided below:

1. Particulars of the offer, including the date of passing of board resolution for the proposed preferential issue:

The Board of Directors of the Company at its meeting dated January 30, 2026, subject to the approval of the members of the Company and receipt of necessary approvals, approved the issuance and allotment of up to 45,00,000 (Forty Five Lakh) Warrants at a price of Rs. 20/- each, exercisable into an equivalent number of Equity Shares, for cash consideration to Ms. Deepa Kishor Tracy, promoter and managing director of the Company, by way of preferential issue on a private placement basis.

2. Objects of the Preferential Issue and the manner in which the funds are proposed to be utilised:

The proceeds from the preferential issue of Warrants are proposed shall be utilized for deployment in the business operations of the Company, including growth of its asset book through lending activities., in accordance with applicable regulatory guidelines.

3. Maximum Number of Securities to be Issued/the total number of shares or other securities to be issued:

Up to 45,00,000 Warrants, each exercisable into one fully paid-up equity share of face value Rs. 10/- (Rupees Ten only) each.

4. Kind of securities offered:

Warrants exercisable into an equivalent number of Equity Shares of the Company

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

Rs. 9,00,00,000 (*Rupees Nine Crores*)

6. Price or price band at/within which the allotment is proposed

The Warrants will be issued at a price of Rs.20/- each, with Rs.10/- each payable on or before the date of allotment and the balance Rs.10/- payable at the time of exercise of the Warrants into equity shares of the Company, having a face value of Rs.10/-, which shall not be later than 18 months from the date of allotment of the Warrants.

7. Intent of the Promoters / Directors / Key Managerial Personnel / Senior Management:

The Proposed Allottee of the Warrants is a Promoter of the Company. The Company has received an investment commitment letter dated January 28, 2026, from the Proposed Allottee, informing the Company of her intention to invest up to Rs. 9,00,00,000/- (Rupees Nine Crores Only). Apart from the Proposed Allottee, none of the other promoters, members of the promoter group, directors, key managerial personnel or senior management of the Company intend to subscribe to the offer.

8. Class or classes of persons to whom the allotment is proposed to be made

The Warrants are proposed to be allotted to Ms. Deepa Kishor Tracy, promoter and managing director of the Company.

9. Name of the proposed allottee and the percentage of post preferential offer capital that may be held by them:

| Sl. No. | Name of the Proposed Allottee | Pre issue | | Post issue## | |
|---------|-------------------------------|--------------------|--------------------|--------------------|--------------------|
| | | No. of shares held | % of share holding | No. of shares held | % of share holding |
| 1 | Deepa Kishor Tracy | 2,39,84,890 | 74.95 | 2,84,84,890 | 68.93 |

##The post issue number of shares and percentage of shareholding have been calculated assuming (i) full subscription to the equity shares proposed to be issued as part of Item 03 of this Notice and (ii) the Warrants proposed to be issued as part of this Special Resolution have been exercised into Equity Shares.

10. Shareholding Pattern before and after the Preferential Issue:

The pre-issue and post-issue shareholding pattern of the Company is as follows:

| Sr.No | Category | Pre Issue | | Post Issue## | |
|-------|-------------------------|--------------------|--------------------|--------------------|--------------------|
| | | No. of shares held | % of share holding | No. of shares held | % of share holding |
| A | Promoters' holding: | | | | |
| 1 | Indian: | | | | |
| | Individual | 2,40,00,000 | 75.00 | 2,85,00,000 | 68.97 |
| | Bodies Corporate | 0 | 0 | 0 | 0 |
| | Sub Total | 2,40,00,000 | 75.00 | 2,85,00,000 | 68.97 |
| 2 | Foreign Promoters | 0 | 0 | 0 | 0 |
| | Sub Total (A) | 2,40,00,000 | 75.00 | 2,85,00,000 | 68.97 |
| B | Non-Promoters' holding: | | | | |
| 1 | Institutional Investors | 0 | 0 | 0 | 0 |
| 2 | Non-Institution: | | | | |

| | | | | | |
|--|--------------------------|--------------------|--------------|--------------------|--------------|
| | Private Corporate Bodies | 5,01,625 | 1.57 | 5,01,625 | 1.21 |
| | Directors and Relatives | 0 | 0 | 0 | 0 |
| | Indian Public | 67,57,532 | 21.11 | 67,57,532 | 22.95 |
| | Others (Including NRIs) | 7,40,843 | 2.32 | 7,40,843 | 6.87 |
| | Sub Total (B) | 80,00,000 | 25.00 | 1,28,25,000 | 31.03 |
| | Grand Total | 3,20,00,000 | 100 | 4,13,25,000 | 100 |

##The post issue number of shares and percentage of shareholding have been calculated assuming (i) full subscription to the equity shares proposed to be issued as part of Item 03 of this Notice and (ii) the Warrants proposed to be issued as part of this Special Resolution have been exercised into Equity Shares.

11. Proposed Time within which the Preferential Issue shall be Completed:

The allotment of Warrants shall be completed within 15 days from the date of passing of the Special Resolution or such extended period as may be permitted under the SEBI ICDR Regulations and other applicable laws.

12. Pricing of the Preferential Issue / basis on which the price has been arrived at along with the report of the registered valuer:

The issue price of the Warrants and the equity shares to be allotted upon exercise of the Warrants have been determined based on the Valuation Report dated January 30, 2026 issued by Mr. Anurag Singal, a Registered Valuer (Registration No. IBBI/RV/06/2022/14679), valuing the Warrants and the Equity Shares to be allotted upon exercise of the Warrants in accordance with Regulations 165 and 166A of the SEBI ICDR Regulations and other applicable laws. The valuation report is available for inspection on the website of the Company at:

https://mantracapital.in/assets/MCL_Pref.%20Issue_Valuation%20Report_Final_30012026-DmJhSGzB.pdf

13. Name and address of the valuer who performed the valuation

Mr. Anurag Singal, a Registered Valuer (Registration No. IBBI/RV/06/2022/14679), having his registered office at B 603, No. 577/443, Siddapura, Varthur, Hobli, Whitefield, Bengaluru – 560066.

14. Lock-in Period:

The Warrants and the Equity Shares allotted upon exercise of the Warrants shall be subject to lock-in in accordance with Regulation 167 of the SEBI ICDR Regulations.

15. Practicing Company Secretary's Certificate:

Pursuant to Regulation 163(2) of the SEBI ICDR Regulations, a certificate dated January 30, 2026 issued by Mr. Lucky Bansal, Practicing Company Secretary (Membership No. A50039, COP No. 24036) certifying that the preferential issue is being made in accordance with the SEBI ICDR Regulations shall be placed before the Members at the General Meeting and is also available for inspection on the Company's website at:

https://mantracapital.in/assets/PCS%20Certificates%20for%20Preferential%20Issue_30012026-B6QZc49E.pdf.

16.Relevant Date:

The "Relevant Date" for determination of the issue price of the Warrants in accordance with Regulation 161 of the SEBI ICDR Regulations is January 28, 2026, being the date 30 days prior to the date of this Extraordinary General Meeting.

17.Identity of the Ultimate Beneficial Owner of the Proposed Allottee:

The proposed allottee being an individual promoter, Mrs. Deepa Kishor Tracy is the ultimate beneficial owner of the securities proposed to be allotted.

18.Post-Issue Shareholding and Change in Control:

The post-issue shareholding of the Proposed Allottee shall be as reflected in the shareholding pattern table above (Point 8). There shall be no change in control of the Company pursuant to the preferential issue.

19.Undertaking to Re-compute the Price:

The Company undertakes that it shall re-compute the price of the specified securities in terms of the SEBI ICDR Regulations wherever required.

20.Undertaking regarding Lock-in in case of Non-payment:

If the amount payable on account of re-computation of price is not paid within the time stipulated, the specified securities shall continue to remain locked-in till such amount is paid by the Proposed Allottee.

21.Wilful Defaulter / Fraudulent Borrower Disclosure:

Neither the Company nor any of its promoters or directors is declared a wilful defaulter or fraudulent borrower by any bank or financial institution.

22.Current and Proposed Status of the Allottee:

The Proposed Allottee is classified as a Promoter of the Company before the issue and shall continue as Promoter after the preferential issue.

23.Other Material Terms and Conditions:

- a. The Warrants will have a face value of Rs. 10 and will be issued at a price of Rs. 20 per Warrant ("**Warrant Price**"), which includes a premium of Rs. 10 per Warrant.
- b. The holder of the Warrants shall pay an amount equivalent to 50% of the Warrant Price, being Rs. 10/- per Warrant, in terms of the SEBI ICDR Regulations on or before the allotment of Warrants. The balance Warrant Price per Warrant, being Rs. 10/- per Warrant, ("**Balance Warrant Price**") shall be payable at the time of exercise of the Warrants into Equity Shares, which shall be not later than 18 months from the date of allotment of the Warrants ("**Exercise Period**"). If the Warrants are not

exercised within the Exercise Period, then such Warrants shall lapse and the amount paid by the holders of the Warrants shall be forfeited by the Company.

- c. During the Exercise Period, each Warrant will be exchangeable into 1 Equity Share ("Resultant Equity Shares") upon payment by the holder of the Warrants of the Balance Warrant Price per Warrant.
- d. During the Exercise Period, the Warrants may be exercised by the holder of the Warrants in one or more tranches by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the payment of the Balance Warrant Price per Warrant being exercised. Upon realisation of the payment of the Balance Warrant Price per Warrant, the Company shall issue and allot the Resultant Equity Shares and perform such actions as required to credit the Resultant Equity Shares to the depository participant account of the holder of the Warrants and enter the name of holder of the Warrants in the records of the Company as the registered owner of such Equity Shares.
- e. The issue of the Warrants as well as Equity Shares allotted upon exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- f. Until allotment of the Resultant Equity Shares to the holder of the Warrants upon exercise of the Warrants, the holder of the Warrants shall not have any rights or entitlements as are available to a shareholder of the Company in respect of the Warrants.
- g. The Warrants and the Resultant Equity Shares shall be issued in dematerialized form only.
- h. The Resultant Equity Shares issued upon conversion shall rank *pari passu* in all respects with the existing equity shares of the Company.

The Board believes that the proposed preferential issue is in the best interest of the Company and its Members and accordingly recommends the Special Resolution set out in Item No. 04 for approval.

Except **Mrs. Deepa Kishor Tracy**, None of the Directors, 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. 04 of this Notice.

**For Mantra Capital Limited
(Formerly Savani Financials Limited)**

Sd/-

Puspraj Pandey
Company Secretary and Compliance Officer
ICSI Membership No.: A38542

Place: Mumbai
Date: February 05, 2026

ANNEXURE-I

NOTE ON PLACEMENT OF CERTIFICATE UNDER REGULATION 45(3) OF SEBI (LODR) REGULATIONS, 2015.

The Members of the Company had approved the change of name of the Company from Savani Financials Limited to Mantra Capital Limited at the Annual General Meeting held on September 25, 2025, in accordance with the provisions of the Companies Act, 2013 and Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

In terms of Regulation 45(3) of SEBI LODR, a certificate from a Practicing Chartered Accountant confirming compliance with Regulation 45(1) is required to be included in the explanatory statement to the notice seeking shareholders' approval for change of name. The Company had duly obtained the requisite certificate dated July 21, 2025 from Jayantilal Thakkar & Co., Chartered Accountants (Firm Registration No. 104133W), prior to issuance of the AGM Notice.

However, due to an inadvertent oversight, the said certificate was not enclosed with the Notice of the Annual General Meeting, though the same had already been obtained. The Company has since submitted the necessary clarification and undertaking to the Stock Exchange(s) in this regard.

In the interest of transparency and good governance, the aforesaid certificate is enclosed below and shall also be placed before the Members at this General Meeting for their information and record, thereby ensuring full procedural compliance.

CERTIFICATE OF STATUTORY AUDITOR'S DATES 21ST JULY 2025

JAYANTILAL THAKKAR & CO.
 CHARTERED ACCOUNTANTS

**The Board of Directors,
 Savani Financials Limited**
**602, Samarth Vaibhav CHS Ltd., Off Link Road,
 Lokhandwala Complex,
 Andheri (West),
 MUMBAI - 400 053**

111 (A) MAHATMA GANDHI ROAD,
 FORT, MUMBAI - 400 023.
 Telephones : (91-22) 2265 8800
 (91-22) 2265 8900
 E-Mails : jtco23@jtco.co.in
 office@jtco.co.in
 Website : www.jtco.co.in

**Sub: Certificate complying provisions of Regulation 45 of SEBI (LODR) Regulations, 2015
 for change in name of Savani Financials Limited**

In context of the above captioned subject, we, M/s. Jayantilal Thakkar & Co (FRN-104133W), Practicing Chartered Accountants, Mumbai have examined the relevant records of the Company and information and documents provided by the management of the Company. This examination has been conducted for the purpose of issuing a certificate confirming compliance with the conditions specified under Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the proposed change of name of the Company from **Savani Financials Ltd** to **Mantra Capital Limited**.

Based on our examination and according to the information and explanations given to us and pursuant to the requirements of provision of Regulation 45(1) and (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we do hereby confirm that:

a) time period of at least one year has elapsed from the last name change:

The Company has not changed its name since at least one year.

b) at least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name:

**Not applicable as the Company is not changing its main object with change of its name.
 The company's nature of activities remains unchanged.**

c) the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity:

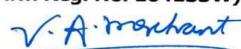
**Not applicable as the Company is not changing its main object with change of its name.
 The company's nature of activities remains unchanged.**

The Company, being a Non-Banking Financial Company (NBFC), is engaged in providing loans, including Secured Business Loans and Secured Green Loans, to its customers. The main object of the Company remains unchanged and will continue to be the same under the proposed change of name.

This Certificate is issued at the request of the Company pursuant to the requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you.

**For Jayantilal Thakkar & Co
 Chartered Accountants
 (Firm Reg. No. 104133W)**



**Viral A. Merchant
 Partner**

Membership No. 116279
 UDIN: 25116279BMJBC8833



Place: Mumbai
 Date: 21st July, 2025