



**Sammaan Capital Limited**  
(Formerly known as Indiabulls Housing Finance Limited)

CIN: L65922DL2005PLC136029

Registered Office: 5<sup>th</sup> Floor, Building No. 27, KG Marg, Connaught Place, New Delhi – 110 001

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## NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **NINETEENTH ANNUAL GENERAL MEETING** of the members of **SAMMAAN CAPITAL LIMITED** will be held on Friday, September 27, 2024 at 10:30 A.M. IST (“**AGM**”) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”), to transact the following business.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sachin Chaudhary (DIN: 02016992), a Whole Time Director & Key Managerial Personnel, designated as Executive Director and Chief Operating Officer, who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare Final Dividend of ₹2 per Fully Paid-up Equity Shares and a pro-rata dividend on the Partly Paid-up Equity Shares of the Company, for the financial year 2023-24.
4. **To appoint M/s. Nangia & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 002391C/N500069) as one of the Joint Statutory Auditors of the Company and to fix their remuneration and in this regard, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), the Companies (Audit and Auditors) Rules, 2014 and Circular No. RBI/2021-22/25-Ref. No. DoS. CO.ARG/SEC.01/ 08.91.001/2021-22 dated April 27, 2021 (“**RBI Guidelines**”) issued by the Reserve Bank of India (RBI) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Nangia & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 002391C/N500069), who being eligible for appointment as Statutory Auditors in terms of Section 141 of the Act and applicable rules and the RBI Guidelines, be and is hereby appointed as one of the Joint Statutory Auditors of the Company (in place of Retiring Joint Statutory Auditors whose tenure expires at the conclusion of the ensuing Annual General Meeting) to hold office from conclusion of

the 19<sup>th</sup> Annual General Meeting till the conclusion of 22<sup>nd</sup> Annual General Meeting of the Company to conduct the audit of accounts of the Company for the financial years ending March 31, 2025, March 31, 2026 and March 31, 2027.

**RESOLVED FURTHER THAT** pursuant to Section 142 of the Act, M/s. Nangia & Co. LLP, Chartered Accountants be paid remuneration of ₹1,80,00,000/- (Rupees One Crore Eighty Lacs only) (exclusive of certification fees, goods and service tax and reimbursement of out of pocket expenses) in connection with the audit of the accounts of the Company for the financial year 2024- 25 and THAT the Board of Directors of the Company be and is hereby authorised to approve upto 10% increase in remuneration, for each subsequent FYs, subject to, fulfilment of the eligibility norms by such Joint Statutory Auditor in each such financial year.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard), be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient for such purpose and with the power to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not limited to determination of roles and responsibilities/scope of work of the joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.”

5. **To appoint M/s. M Verma & Associates, Chartered Accountants (ICAI Firm Registration No. 501433C) as one of the Joint Statutory Auditors of the Company and to fix their remuneration and in this regard, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), the Companies (Audit and Auditors) Rules, 2014 and Circular No. RBI/2021-22/25-Ref. No. DoS. CO.ARG/SEC.01/ 08.91.001/2021-22 dated April 27, 2021 (“**RBI Guidelines**”) issued by the Reserve Bank of India (RBI)

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(including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. M Verma & Associates, Chartered Accountants (ICAI Firm Registration No. 501433C), who being eligible for appointment as Statutory Auditors in terms of Section 141 of the Act and applicable rules and the RBI Guidelines, be and is hereby appointed as one of the Joint Statutory Auditors of the Company (in place of Retiring Joint Statutory Auditors whose tenure expires at the conclusion of the ensuing Annual General Meeting) to hold office from conclusion of the 19<sup>th</sup> Annual General Meeting till the conclusion of 22<sup>nd</sup> Annual General Meeting of the Company to conduct the audit of accounts of the Company for the financial years ending March 31, 2025, March 31, 2026 and March 31, 2027.

**RESOLVED FURTHER THAT** pursuant to Section 142 of the Act, M/s. M Verma & Associates, Chartered Accountants be paid remuneration of ₹60,00,000/- (Rupees Sixty Lacs only) (exclusive of certification fees, goods and service tax and reimbursement of out of pocket expenses) in connection with the audit of the accounts of the Company for the financial year 2024- 25 and THAT the Board of Directors of the Company be and is hereby authorised to approve upto 10% increase in remuneration, for each subsequent FYs, subject to, fulfilment of the eligibility norms by such Joint Statutory Auditor in each such financial year.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard), be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient for such purpose and with the power to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not limited to determination of roles and responsibilities/scope of work of the joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.”

### SPECIAL BUSINESS:

#### Item No 6:

**To consider and if thought fit, to pass the following resolution as a Special Resolution, for renewal of limit to issue debentures on private placement basis by the Board, not in the nature of equity shares, of the Company, upto ₹ 30,000 Crores:**

**“RESOLVED THAT** pursuant to Section 42, Section 71 and other applicable provisions of the Companies Act, 2013 (**‘the Act’**) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the **‘Rules’**) and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**‘Debt Regulations’**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time and the directions issued by Reserve Bank of India (**‘RBI’**) as applicable to the Non-Banking Financial Companies (**‘NBFC’**) from time to time, and such other laws and regulations as may be applicable to the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **‘the Board’** which term shall include Securities Issuance and Investment Committee or any other committee constituted by the Board) to make offer(s), invitation(s) to subscribe and issue redeemable non-convertible debentures, subordinated debentures, bonds, secured or unsecured (NCDs) (issuance of NCDs shall not be in the nature of equity shares) (hereinafter referred to as **‘Debentures’**) at such face value as may be permissible under the Act and RBI directions on private placement basis at par, discount or premium, in one or more tranches during the period of one year from the date of passing of this resolution for a sum not exceeding ₹30,000 Crores (Rupees Thirty Thousand Crores Only) within the overall borrowing limits of the Company approved by the Members, to the qualified institutional buyers, foreign institutional investors/foreign portfolio investors, banks, financial institutions, multilateral financial institutions, regional financial institutions, mutual funds, pension fund, provident fund and gratuity funds, corporates, insurance companies, trusts, High Net-worth Individuals (HNIs) and such other entities/persons eligible to subscribe the Debentures on such terms and conditions including the rate of interest/coupon, tenure, repayment and security cover thereof etc. as may be finalized by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine the terms of the Issue, including the class of investors to whom the Debentures are to be offered and allotted, the numbers of Debentures to be offered and allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of debenture holders, listing, issuing any declaration/ undertaking, etc. required to be included in the Private Placement Offer Letter and any other regulatory requirement for the time being in force and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do

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all such acts, deeds, matters and things and to take all such steps as may be required or considered necessary or incidental thereto for giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), key managerial person(s) and/or officer(s) of the Company, to give effect to the resolution.”

### Item No 7:

**To consider and if thought fit, to pass the following resolution as a Special Resolution, for the approval of Sammaan Capital Limited - Employee Stock Benefit Scheme 2024 and grant of Employee Stock Options to the employees/directors of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), and the rules made thereunder, the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the “**SBEB Regulations**”) including any statutory modification(s) or re-enactment(s) thereof and any other applicable and prevailing statutory Guidelines / Circulars in that behalf, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required from appropriate authorities and subject to such conditions or modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, consents, permissions or sanctions which may be agreed to by the Board of Directors of the Company [hereinafter referred to as the “**Board**” which term shall be deemed to include the Nomination and Remuneration Committee of the Board governed by the Independent Directors of the Company (hereinafter referred to as “**the NR Committee**”) which has been authorized to exercise the powers conferred by this resolution], consent of the members of the Company be and is hereby accorded to the Board for approval of ‘**Sammaan Capital Limited - Employee Stock Benefit Scheme 2024**’ (hereinafter referred to as the “**Scheme**”), and the Board be and is hereby authorized to create, offer, issue, and grant 5,00,00,000 (Five Crores s) employee stock options (“**ESOPs**”), convertible into 5,00,00,000 (Five Crores) fully paid-up equity shares of the Company (“**Shares**”), to or for the benefit of Employees and Directors of the Company (the “**Employees**”), from time to time in one or more tranches, at such price or prices or such formula and on such terms and conditions, as may be determined by the Board.

**RESOLVED FURTHER THAT** the Scheme shall be administered by the NR Committee governed by Independent Directors of the Company who shall have all the necessary powers as defined in the Scheme and no executives including executive directors will be party to such decisions and that the NR Committee be and is hereby designated as Compensation Committee in pursuance

of the SBEB Regulations, for the purpose of administration and implementation of the Scheme.

**RESOLVED FURTHER THAT** the Scheme shall be implemented through direct route, wherein the Company shall allot fresh Shares in terms of the Scheme and will follow cash mechanism.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, sub-division or consolidation or any other change in capital structure, merger and/or demerger or other re-organization, the Board may decide on the fair and reasonable adjustment to be made to the ESOPs granted earlier and/or its exercise price, in compliance with the applicable laws.

**RESOLVED FURTHER THAT** the Company shall confirm to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

**RESOLVED FURTHER THAT** the Shares, to be issued and allotted by the Company under the Plan shall rank pari-passu in all respects with the existing Shares of the Company.

**RESOLVED FURTHER THAT** the grant of ESOPs, under the Scheme, shall be at a price not less than the closing market price of the fully paid up equity shares of the Company available on the recognized stock exchange of India (where the trading volume of Shares is higher) on the working day immediately preceding the date of grant of ESOPs, under the Scheme.

**RESOLVED FURTHER THAT** the ESOPs, granted under the Scheme, shall vest after a minimum period of 1 (one) year from the date of grant, in accordance with SBEB Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company, without requiring any further consent or approval of the members of the Company in this regard, to formulate, evolve, decide upon and bring into effect the Scheme for the purpose of granting ESOP, for the benefit of the Employees, in compliance with the requirements of the Act, the SBEB Regulations and other applicable laws, and determine the detailed terms and conditions of the aforementioned Scheme, including but not limited to the quantum of the ESOPs, to be granted per Employee, the number of ESOPs to be issued in each tranche, the exercise price, the terms or combination of terms subject to which the ESOPs are to be issued, the exercise period, the vesting period, the vesting conditions, instances where such ESOPs shall lapse and adjustments to be made pursuant to lapse of ESOPs, and to grant such number of ESOPs to the Employees, at such time and on such terms and conditions as set out in the Scheme and to make such modifications, changes, variations, alterations or revisions in the Scheme, from time to time, or to suspend, withdraw or revive the Scheme, from time to time, in accordance with the Act, SBEB Regulations, other applicable laws, rules, regulations, amendment(s) thereto and to do all

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other acts, deeds, matters and things as are necessary to give effect to the above authorization and to settle any questions or difficulties that may arise with regard to the creation, offer, issue, grant and allotment of ESOPs.”

### Item No. 8:

**To consider and if thought fit, to pass the following resolution as a Special Resolution, for the approval to extend the benefits of Sammaan Capital Limited - Employee Stock Benefit Scheme 2024 to the employees and directors of the wholly owned subsidiary company(ies), if any, of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), and the rules made thereunder, the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the “**SBEB Regulations**”) including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required from appropriate authorities and subject to such conditions or modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, consents, permissions or sanctions which may be agreed to by the Board of Directors of the Company [hereinafter referred to as the “**Board**” which term shall be deemed to include the Nomination and Remuneration Committee of the Board governed by the Independent Directors of the Company (hereinafter referred to as “**the NR Committee**”) which has been authorized to exercise the powers conferred by this resolution], consent of the members of the Company be and is hereby accorded to the Board to extend the benefits of ‘**Sammaan Capital Limited - Employee Stock Benefit Scheme 2024**’ (hereinafter referred to as the “**Scheme**”), including grant of Employee Stock Options (“**Options**”) and issuance of Equity Shares (“**Shares**”), thereunder to or for the benefit of Employees and Directors of the Wholly Owned Subsidiary Company (ies), in India or outside India which are on the direct payroll of the Company / Wholly Owned Subsidiary Company (ies), and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as

permitted under the applicable laws from time to time) (the “**Employees**”), on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company, without requiring any further consent or approval of the members of the Company in this regard, to formulate, evolve, decide upon and bring into effect the Scheme for the purpose of granting ESOP, for the benefit of the Employees, in compliance with the requirements of the Act, the SBEB Regulations and other applicable laws, and determine the detailed terms and conditions of the aforementioned Scheme, including but not limited to the quantum of the ESOPs to be granted per Employee, the number of ESOPs to be issued in each tranche, the exercise price, the terms or combination of terms subject to which the ESOPs are to be issued, the exercise period, the vesting period, the vesting conditions, instances where such ESOPs shall lapse and adjustments to be made pursuant to lapse of ESOPs and to grant such number of ESOPs to the Employees, at such time and on such terms and conditions as set out in the Scheme and to make such modifications, changes, variations, alterations or revisions in the Scheme, from time to time, or to suspend, withdraw or revive the Scheme, from time to time, in accordance with the Act, SBEB Regulations, other applicable laws, rules, regulations, amendment(s) thereto and to do all other acts, deeds, matters and things as are necessary to give effect to the above authorization and to settle any questions or difficulties that may arise with regard to the creation, offer, issue, grant and allotment of ESOPs.”

By Order of the Board of Directors  
For **Sammaan Capital Limited**  
(Formerly known as Indiabulls Housing Finance Limited)

Sd/-  
**Amit Jain**  
Company Secretary & Compliance Officer  
FCS: 5433

Date: August 29, 2024  
Place: Gurugram

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### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, in respect of the business as set out in the AGM Notice is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
2. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM”/ “Meeting”/ “e-AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. The Company has made arrangements through KFin Technologies Limited (“KFin”), Registrars and Transfer Agents, to provide VC / OAVM facility for conducting the AGM through VC / OAVM. The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. Pursuant to the provisions of Section 105 the Companies Act, a Member entitled to attend and vote at the AGM 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. However, since this AGM is being held pursuant to the applicable MCA Circulars as mentioned hereinabove, 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this AGM Notice.
5. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Corporate Members intending to depute their authorized representatives to attend the Meeting through VC / OAVM are requested to send to the Company a certified true copy of the Board Resolution together with attested specimen signature of the duly authorized signatory (ies) who are authorized to attend and vote at the Meeting on their behalf.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
8. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and all documents referred to in the Notice and Secretarial Auditors certificate, on implementation of ESOP Scheme(s) of the Company in compliance with applicable SEBI regulations and all related approvals, are available for inspection by the Members electronically from the date of circulation of this Notice up to the date of the 19<sup>th</sup> AGM.
9. The Company has appointed Mr. Nishant Mittal, (Membership No. 553860), Proprietor of M/s. N Mittal & Associates, Practicing Chartered Accountant, as the Scrutinizer to scrutinize the e -voting process in a fair and transparent manner.
10. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs for availing this facility.
11. SEBI has mandated submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
12. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not encashed/ claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company. Accordingly, the unclaimed dividend of ₹ 0.58 Crores pertaining to the Financial Year 2015-16 and 2016-17 got transferred to Investor Education and Protection Fund after giving due notice to the members. Also, the Company has transferred 4,648 equity shares pertaining to the Financial Year 2015-16 and 2016-17 in respect of which dividend has not been received or claimed for seven consecutive years to Demat Account of IEPF Authority.
13. The Members, whose unclaimed dividends /shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF – 5 available on [www.iepf.gov.in](http://www.iepf.gov.in) along with

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requisite fees as decided by the Authority from time to time. Members/claimants can file only one consolidated claim in a Financial Year as per IEPF Rules. The Company and IEPF Authority shall deal with the application in the manner provided in IEPF Rules.

14. The details of Dividends declared and paid by the Company and the corresponding tentative due dates for transfer of such un – cashed / un – claimed dividend to IEPF are provided on the website of the Company at [www.sammaancapital.com](http://www.sammaancapital.com). Members who have not encashed / claimed the dividend warrant(s) so far in respect of the those Financial Years are, therefore, requested to make their claims to the RTA of the Company well in advance of the above tentative dates. Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority Rules, 2016 (IEPF Rules), all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF suspense account (in the name of the Company) within 30 (thirty) days of such shares becoming due for transfer to the Fund. It is in the Members interest to claim any un-cashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members account on time. The Company for claiming the dividend for the aforesaid years. The details of the unclaimed dividends are available on the Company's website at [www.sammaancapital.com](http://www.sammaancapital.com) and Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).
15. In accordance with, the General Circular No. 09/2023 dated September 25, 2023 issued by MCA, read with Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, and 10/2022 dated December 28, 2022 owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). As physical copies of the Annual Report 2023 – 24 will not be sent by the modes permitted under Companies Act, 2013, the Annual Report and 19<sup>th</sup> AGM Notice are available on the Company's website at [www.sammaancapital.com](http://www.sammaancapital.com) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com)

and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFin at [evoting.kfintech.com](http://evoting.kfintech.com), for those members whose email ids are not registered with the Company / KFin.

16. Members desiring any information with regard to financial statements are requested to write to the Company at an early date so as to enable the management to keep the information ready.

### 17. DIVIDEND RELATED INFORMATION

- i. The dividend approved by the Members at the AGM will be paid within a period of thirty days from the conclusion of the AGM, to the Members whose names appear on the Company's Register of Members as on the Record Date, and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
- ii. The Company has fixed **Friday, September 20, 2024** as the "**Record Date**" for the purpose of determining the Members eligible to receive dividend for the financial year 2023-24.
- iii. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.
- iv. Members are requested to register / update their complete bank details with their Depository Participant(s), if shares are held in dematerialized mode, by submitting forms and documents as may be required by the Depository Participant(s). Members holding shares in physical mode are requested to follow the process set out in the notice below.

### 18. TAX DEDUCTIBLE AT SOURCE (TDS) / WITHHOLDING TAX

- i. Pursuant to the requirement of the Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The TDS / withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company / KFin / Depository Participant.
- ii. **Resident Shareholders:**

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### a. Tax Deductible at Source for Resident Shareholders

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1	Valid PAN updated in the Company's Register of Members	10%	No document required. If dividend does not exceed ₹5,000/-, no TDS / withholding tax will be deducted. Also, please refer note (v) below.
2	No PAN / Valid PAN not updated in the Company's Register of Members/ PAN is not linked with AADHAR in case of an individual	20%	TDS will be deducted at 20% as provided under Section 206AA of the Income Tax Act, 1961, regardless of dividend amount, if PAN of the shareholder other than individual is not registered with the Company / KFin / Depository Participant.  In case of individual shareholder, if PAN is not registered with the Company / KFin / Depository Participant & cumulative dividend payment to an individual shareholder is more than ₹5,000/-, TDS/ Withholding tax will be deducted at 20% under Section 206AA of the Income Tax Act, 1961.  All the shareholders are requested to update, on or before <b>Sunday, September 15, 2024</b> , their PAN with their Depository Participant (if shares are held in electronic form) and Company / KFin (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records.  Please also refer note (v) below.
3	A shareholder falls in the category of "specified person" as defined in Section 206AB of Income Tax Act, 1961	20%	The PAN of the shareholder registered with the Company / KFin/ Depository Participant will be validated on "Compliance Check functionality for Section 206AB & 206CCA" on Reporting Portal of Income Tax Department & accordingly 20% TDS will be deducted with reference to Section 206AB of Income Tax Act, 1961, if the person is "specified person".  Please also refer note (vii) below.
4	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before <b>Sunday, September 15, 2024</b> .
5	Benefits under Income Tax Rule 37BA	Rates based on applicability of Income Tax Act, 1961 to the beneficial owner	If the registered shareholder e.g. Clearing Member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule Form 37BA(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders.

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- b. No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit following documents as mentioned in column no.4 of the below table with the Company / KFin / Depository Participant on or before Sunday, September 15, 2024.

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1	Submission of form 15G / 15H	NIL	Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions.
2	Shareholders to whom section 194 of the Income Tax Act, 1961 does not apply as per second proviso to section 194 such as LIC, GIC. etc.	NIL	Valid documentary evidence for exemption u/s 194 of Income Tax Act, 1961.
3	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, Corporations established by Central Act & mutual funds	NIL	Valid documentary evidence for coverage u/s 196 of Income Tax Act, 1961.
4	Category I and II Alternate Investment Fund	NIL	SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961.
5	<ul style="list-style-type: none"> <li>• Recognised provident funds</li> <li>• Approved superannuation fund</li> <li>• Approved gratuity fund</li> </ul>	NIL	Valid documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT).
6	National Pension Scheme	NIL	No TDS as per section 197A (1E) of Income Tax Act, 1961. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided.
7	Any resident shareholder exempted from TDS deduction as per the provisions of Income Tax Act, 1961 or by any other law or notification	NIL	Valid documentary evidence substantiating exemption from deduction of TDS.



## Notice (Contd.)

### iii. Non-Resident Shareholders:

The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, on or before **Sunday, September 15, 2024**, the following document(s), as mentioned in column no.4 of the below table, to the Company / KFin. In case all necessary documents are not submitted, then the Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial	<p>FPI registration certificate in case of FIIs /FPIs.</p> <p>To avail beneficial rate of tax treaty following tax documents would be required:</p> <ol style="list-style-type: none"> <li>1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received.</li> <li>2. PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format.</li> <li>3. E-filed Form 10F in case of shareholders having a PAN and manual Form 10F, filled &amp; duly signed in case of shareholders not having a PAN.</li> <li>4. Self-declaration for non-existence of permanent establishment/ fixed base in India.</li> </ol> <p>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company).</p>
2	Indian Branch of a Foreign Bank	NIL	<p>Lower tax deduction certificate u/s 195(3) of Income Tax Act, 1961 obtained from Income Tax Authority.</p> <p>Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India.</p> <p>In case above documents are not made available, then Withholding tax will be at 40% (plus applicable surcharge and cess).</p>
3	Availability of Lower / NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority.
4	Any non-resident shareholder exempted from WHT deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	NIL	Necessary documentary evidence substantiating exemption from WHT deduction.

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Sr. No.	Particulars	Withholding tax rate	Documents required (if any) / Remarks
5	A shareholder falls in the category of "specified person" as defined in Section 206AB of Income Tax Act, 1961	Double the applicable tax rate	The PAN of the shareholder registered with the Company / KFin / Depository Participant will be validated on "Compliance Check functionality for Section 206AB & 206CCA" on Reporting Portal of Income Tax Department & accordingly applicable TDS will be deducted with reference to Section 206AB of Income Tax Act, 1961, if the person is "specified person".  Please also refer note (vii) below.
6	Benefits under Income Tax Rule 37BA	Rates based on the applicability of Income Tax Act, 1961 / DTAA (whichever is beneficial) to the beneficial owner	If the registered shareholder e.g. Clearing Member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule Form 37BA(2) is provided regarding the beneficial owner, the Withholding tax will be deducted at the rates applicable to the beneficial shareholders.  The documents as mentioned against Sr. No 1 to 4 in column 4 will be required in addition to the above declaration.

### Notes:

- (i) The Company will issue soft copy of the TDS certificate to its shareholders through e-mail registered with KFin post filing of TDS return as per statutory timelines specified under Income Tax Act, 1961. Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindia.gov.in/Pages/default.aspx>.
- (ii) The aforesaid documents such as Form 15G / 15H, documents under sections 196, 197A, FPI / FII Registration Certificate, Tax Residency Certificate, Lower Tax certificate, 37BA declaration etc. can be uploaded on the link <https://rkarisma.kfintech.com/dividends/> on or before **Sunday, September 15, 2024**, to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any documents / communication on the tax determination / deduction received after **Sunday, September 15, 2024**, shall not be considered.

NSDL has provided a facility for submission of tax documents for claiming nil/low tax deduction from dividend whereby the Resident Non-Individual Members i.e. Insurance Companies, Mutual Funds and Alternative Investment Funds (AIF) and other domestic financial institutions established in India and Non-Resident Non-Individual Members i.e., Foreign Institutional Investors and Foreign Portfolio Investors may submit the relevant forms / declarations /

documents through their respective custodian who is registered on NSDL platform, on or before **Sunday, September 15, 2024**.

- (iii) Application of TDS / withholding tax rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / KFin provided by the shareholder by the specified date.
- (iv) In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
- (v) No TDS will be deducted in case of resident individual shareholders whose dividend does not exceed ₹ 5,000. However, where the PAN is not updated in Company / KFin / Depository Participant records or in case of an invalid PAN and cumulative dividend payment to individual shareholder is more than ₹ 5,000, the Company will deduct TDS / Withholding tax u/s 194 with reference to Section 206AA of Income Tax Act, 1961.

From July 1, 2023 the PAN of shareholder who have failed to link the PAN with AADHAR, as required, shall become inoperative & TDS will be deducted at the rate of 20% with reference to section 206AA of Income Tax Act.

## Notice (Contd.)

All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / KFin (if shares are held in physical form) against all their folio holdings on or before **Sunday, September 15, 2024**.

(vi) In the event of any income tax demand (including interest, penalty, etc.) on the Company arising due to any declaration, misrepresentation, inaccurate or omission of any information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

(vii) The “specified person” as defined under Section 206AB of Income Tax Act, 1961 means a resident:

- who has not filed the returns of income for AY 23-24/AY 24-25, as may be applicable and;
- the aggregate of TDS and TCS is ₹ 50,000 or more in the said previous year.

Further, a non-resident person having a permanent establishment in India shall also be treated as “specified person” if the above conditions are met.

(viii) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

### 19. OTHER INFORMATION

- (a) As mandated by the Securities and Exchange Board of India (“SEBI”), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.
- (b) SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/181, dated November 17, 2023 and Master Circular for Registrars to an Issue and Share Transfer Agents dated May 17, 2023 (“SEBI Circulars”) mandated furnishing of Permanent Account Number (‘PAN’), KYC details viz. Contact Details (Postal Address, Mobile Number

and E-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters for furnishing the required details.

(c) Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.

- For shares held in electronic form to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in/opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.
- For shares held in physical form by submitting to KFin the forms given below along with requisite supporting documents:

S. No.	Particulars	Form
1	Registration of PAN, postal address, e-mail address, mobile number, Bank Account, Details or changes /updation thereof	ISR – 1
2	Confirmation of Signature of shareholder by the Banker	ISR – 2
3	Registration of Nomination	SH – 13
4	Cancellation or Variation of Nomination	SH – 14
5	Declaration to opt out of Nomination	ISR – 3

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

### 20. PROCEDURE FOR REMOTE E-VOTING

- a. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

## Notice (Contd.)

- b. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- c. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- d. The remote e-Voting period commences from **Tuesday, September 24, 2024 at 10.00 A.M. (IST)** and **ends on Thursday, September 26, 2024 at 5.00 P.M. (IST)**
- e. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, September 20, 2024**.
- f. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- g. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under **“Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”**
- h. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
- Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
- Step 3:** Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

### Details on Step 1 are mentioned below:

- l) **Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <p>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p>

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Type of shareholders	Login Method
	<p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. 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.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login_or">https://web.cdslindia.com/myeasi/home/login_or</a> URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

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

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

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Details on Step 2 are mentioned below:**

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

1. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
  - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8403, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily

change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., "Sammaan Capital Limited- AGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format)

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of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id nishantmittal1995@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."

2. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

### Updation of PAN, e-mail address and other details

(i) Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023 (*now rescinded due to issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated May 17, 2023*) and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181, dated November 17, 2023, All holders of physical securities in listed companies shall mandatory furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

(ii) ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

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

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

<b>Name</b>	<b>KFIN Technologies Limited</b>
<b>Address</b>	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

Or

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

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

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

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

### Details on Step 3 are mentioned below:

III) **Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.**

i. Member will be provided with a facility to attend the AGM through **VC / OAVM** platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. Facility for joining AGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.

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- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id at **homeloan@sammaancapital.com**. Questions /queries received by the Company till **Wednesday, September 25, 2024** shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

### OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFin. On successful login, select 'Speaker Registration' which will opened from **Tuesday, September 24, 2024 to Wednesday, September 25, 2024**. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFin. On successful login, select 'Post Your Question' option which will opened from **Tuesday, September 24, 2024 to Wednesday, September 25, 2024**.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Website) or contact Ms. C Shobha Anand, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, September 20, 2024**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as



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received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on **Friday, August 30, 2024**. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

- I. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- II. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- III. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast

at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman or any other person authorised by him shall declare the result of the voting forthwith.

- IV. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution(s). The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at <https://www.sammaancapital.com/> and Service Provider's website at <https://evoting.kfintech.com> and the communication will be sent to the BSE Limited and National Stock Exchange of India Limited.

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### EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY/ SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, READ WITH REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all material facts relating to the special business mentioned under Resolution No. 6 of this Notice. Explanation to ordinary business mentioned under Resolution Nos. 2 to 5 has been provided on a voluntary basis.

#### Item No. 2:

#### Company's Performance under the Leaderships of the Executive Director Mr. Sachin Chaudhary

Mr. Sachin Chaudhary, 50 years of age, established the retail mortgage lending business at the Company and in his executive capacity has been the business head of retail mortgages since 2005. In a short span of just 19 years, Mr. Sachin Chaudhary has been successful in establishing one of the country's largest retail mortgage franchises. His experience and expertise spans all operating functions of retail mortgages which has been vital in building a retail mortgage business that has clocked impressive book growth with tight control over asset quality while maintaining strong profitability. During the course of his career Mr. Sachin Chaudhary has developed a strong connect with market participants and he is very adept at spotting industry trends across the country's diverse geography. As a Board member, drawing from his deep experience and market knowledge, he contributes to shaping the strategy for the retail mortgage business.

The Company is pursuing a retail-focused tech-enabled asset-light business model. Mr. Sachin Chaudhary is driving the retail business and is at the fore-front of shaping this next leg of the Company's growth.

The shareholders of the Company vide their authorization of July 29, 2021 had approved the appointment of Mr. Sachin Chaudhary, as Whole Time Director and Key Managerial Personnel, designated as Executive Director and Chief Operating Officer (COO) of the Company, on the main terms and conditions inter-alia including as under, which shall remain unchanged and the Board had not recommended for change in terms of appointment including remuneration which is tabulated below:

<b>Period</b>	First appointed as Executive Director on October 21, 2016. He was re-appointed for another term of 5 years w.e.f. October 21, 2021																		
<b>Nature</b>	Director, liable to retire by rotation																		
<b>Designation</b>	Executive Director & Chief Operating Officer																		
<b>Remuneration</b>	Salary payable shall be in the range of ₹ 20,00,000 to ₹ 40,00,000 per month during the duration of his appointment. Mr. Sachin Chaudhary's annual salary increments will be capped at a maximum of 15% p.a. The upper cap of ₹ 40,00,000 per month mentioned above is a mathematical computation of 15% compounding for 5 years, and is only an enabling authority to the Board and/or Nomination and Remuneration Committee to decide on the salary payable to Mr. Sachin Chaudhary. It may be noted that the salary payable to Whole-time Directors is commensurate with the performance of the Company, which is in accordance with the remuneration policy and is reviewed every year by the Nomination and Remuneration Committee.																		
<b>Stock-based Employee Benefits</b>	<p>Eligible for stock options under Employee Stock Option Scheme(s) [Stock options/SARs, in terms of ESOP/ESBS] as may be approved by the Board of Directors or Nomination and Remuneration Committee of Directors, from time to time.</p> <p>A ESOP/ESBS scheme is put to shareholders for approval in this AGM. Once approved the Company's Board constituted Nomination and Remuneration Committee will decide on the performance-linked ESOPs to be granted to Mr. Chaudhary. It is proposed that the ESOPs/ESBS granted Mr. Chaudhary will be capped at a maximum of 7.5% of the options/shares available within a scheme.</p> <p>In the ESOPs granted in the last 10 years, Mr. Chaudhary has been allocated 3.55% of the options granted:</p> <table border="1"> <thead> <tr> <th></th> <th>ESOP Scheme 2013</th> <th>ESOP Scheme 2023</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>Total ESOPs Granted</td> <td>7,72,53,406*</td> <td>2,00,00,000</td> <td>9,72,53,406</td> </tr> <tr> <td>ESOPs Granted to Mr. Sachin Chaudhary</td> <td>34,54,000</td> <td>NIL</td> <td>34,54,000</td> </tr> <tr> <td></td> <td></td> <td>% Granted to Mr. Chaudhary</td> <td>3.55%</td> </tr> </tbody> </table> <p>*including re-grants upon surrender / lapse of ESOPs</p>				ESOP Scheme 2013	ESOP Scheme 2023	Total	Total ESOPs Granted	7,72,53,406*	2,00,00,000	9,72,53,406	ESOPs Granted to Mr. Sachin Chaudhary	34,54,000	NIL	34,54,000			% Granted to Mr. Chaudhary	3.55%
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Total ESOPs Granted	7,72,53,406*	2,00,00,000	9,72,53,406																
ESOPs Granted to Mr. Sachin Chaudhary	34,54,000	NIL	34,54,000																
		% Granted to Mr. Chaudhary	3.55%																

## Notice (Contd.)

<b>Sitting Fees</b>	Nil
<b>Other Benefits &amp; Allowances</b>	<p>Other benefits and allowances include use of car with driver, telephones for the Company's business (expenses whereof would be borne and paid by the Company), house rent allowance or house maintenance allowance, leave travel allowance, contributions to provident fund, superannuation fund, health insurance and all other benefits as are applicable to directors and/or senior employees of the Company including but not limited to gratuity, leave entitlement, encashment of leave, club fees and loan facilities, post – retirement pension and other post – retirement benefit(s), as applicable to the directors and senior employees, as per the schemes of the Company and as approved by the Board of Directors and/or Nomination and Remuneration Committee of Directors, from time to time.</p> <p>The value of these benefits and allowances will be capped at 60% of his salary as defined in the 'Remuneration' section above</p>

The remuneration paid to Mr. Sachin Chaudhary, during the financial year ended March 31, 2024, is mentioned in the Annual Return as on March 31, 2024, which is available on the Company's website <https://www.sammaancapital.com/agm>.

Mr. Sachin Chaudhary was first appointed as Executive Director on October 21, 2016 and was re-appointed for another term of 5 years w.e.f. October 21, 2021 and Currently he does not hold any equity shares, however, he holds 3,00,000 Stock options in the Company. He has attended all the 11 (Eleven) Board meetings held during the Financial Year 2023-24. The total remuneration payable to Mr. Sachin Chaudhary, during his tenure shall be capped within the range as mentioned above. Grant of stock options will be based on quantifiable performance metrics linked to performance criteria and vesting conditions, in proportion to the total available stock options, as may be decided by Nomination and Remuneration Committee, from time to time.

Mr. Sachin Chaudhary has post graduate qualification in Finance from Centre for Management Development and an Executive MBA from Columbia Business School. In the course of his career, he has worked with ICICI Bank and GE Money. At ICICI Bank he was part of the team that launched the home loans product.

Mr. Sachin Chaudhary is not related to any other director on the Board of the Company. He is also a director on the Board of Indiabulls Capital Services Limited and Nilgiri Investmart Services Limited. He is a member of board constituted, Stakeholders Relationship Committee, CSR, Management, Securities Issuance and Investment Committee, IT Strategy Committee, Customer Services Committee, ESG Committee, Credit Committee, Information Security Committee and Chairman of Asset Liability Committee (ALCO), Identification Committee and IT Steering Committee of the Company.

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

Except the proposed appointee, in resolutions set out at Item No. 2 of this Notice, proposing his re-appointment, none

of the Director and Key Managerial Persons (KMPs) of the Company or any relatives of such Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution. Mr. Sachin Chaudhary being interested, will not participate in the voting on this resolution.

### Item No. 3:

Indian economy has emerged very strong and resilient, despite geo-political shocks. The housing sector is witnessing robust secular growth across price segments – many long-standing industry observers and experts are unanimous in their view that this is the start of long up-cycle for the sector. A young population adding to the workforce, growing urbanization, nuclearization of families, a fast-growing economy and concomitant rise in incomes are factors that continue to support housing demand in India.

“Sammaan Capital Limited” [formerly known as Indiabulls Housing Finance Limited] is also emerging from a phase of consolidation over the last few years. Stability in profits, good recovery traction from wholesale loans, and receding risks mean that we continue to be on strong financial footing. The Company is also very well capitalized with capital adequacy in excess of 22% on standalone basis and 33% on consolidated basis as at the end of March 2024. As the Company gets back on the path of growth, the Board is continuing payment of dividends to its shareholders. Accordingly, the Board of Directors in their meeting held on May 24, 2024, recommended final dividend of ₹ 2 per share, subject to the approval of members at the Annual General Meeting.

In the past, we have had a consistent dividend paying track record, and since listing the Company has paid over ₹ 11,900 Crores in dividends to its shareholders. As business has now stabilized and the Company gets back on the path of growth, subject to regulatory limits [RBI circular RBI/2021-22/59DOR. ACC.REC.No.23/21.02.067/2021-22], we aim to resume consistent payment of dividends. After a period of consolidation through the last 6 years, it is the management's focus to now deliver good returns to shareholders both on RoEs and on dividends.

Therefore, the Board recommends passing of the Resolution, as set out at Item No.3 of this Notice as an Ordinary Resolution.

## Notice (Contd.)

None of the Directors and Key Managerial Personnel(s) of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the above resolution, except to the extent of their shareholding in the Company.

### ITEM Nos. 4 and 5:

The current Joint Statutory Auditors of the Company viz. Messrs S. N. Dhawan & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 000050N/N500045) and Messrs Arora & Choudhary Associates, Chartered Accountants (ICAI Firm Registration No. 003870N) who were appointed as Joint Statutory Auditors of the Company at the Extra-Ordinary General Meeting of the Company held on November 15, 2021 and will hold office till the conclusion of 19<sup>th</sup> Annual General Meeting of the Company ('Retiring Joint Statutory Auditors') in line with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding Regional Rural Banks), Primary (Urban) Co-operative Banks and Non-Banking Finance Companies ("NBFCs") (including Housing Finance Companies) issued by Reserve Bank of India ('RBI') on April 27, 2021 ("RBI Guidelines"). As per the RBI Guidelines, the statutory audit of the Company should be conducted under joint audit of a minimum of two audit firms.

Since, the Retiring Joint Statutory Auditors of the Company will be completing their term as Joint Statutory Auditors after conclusion of the ensuing 19<sup>th</sup> Annual General Meeting of the Company, the Audit Committee and the Board of Directors in their respective meetings held on August 29, 2024 recommended to the Members of the Company, pursuant to RBI Guidelines, the passing of the necessary resolutions at the ensuing 19<sup>th</sup> Annual General Meeting of the Company for the appointment of M/s. Nangia & Co LLP, Chartered Accountants (ICAI Firm Registration No. 002391C/N500069) and M/s. M Verma & Associates, Chartered Accountants (ICAI Firm Registration No. 501433C) as new Joint Statutory Auditors of the Company from the conclusion of 19<sup>th</sup> Annual General Meeting of the Company till the conclusion of 22<sup>nd</sup> Annual General Meeting of the Company to conduct the audit of accounts of the Company for a term of three consecutive financial years ending March 31, 2025, March 31, 2026 and March 31, 2027 in place of the Joint Statutory Auditors retiring at the 19<sup>th</sup> Annual General Meeting of the Company.

M/s. Nangia & Co LLP, Chartered Accountants (ICAI Firm Registration No. 002391C/N500069) and M/s. M Verma & Associates, Chartered Accountants (ICAI Firm Registration No. 501433C) have informed the Company that they are eligible to be appointed as Joint Statutory Auditors of the Company as per the RBI Guidelines and confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Act and that they are not disqualified to be appointed as statutory auditor under Section 141 and other relevant

provisions of the Act, the provisions of the Companies (Audit and Auditors) Rules, 2014 and the Chartered Accountants Act, 1949.

The Audit Committee and the Board of Directors recommend to the Members the appointment of M/s. Nangia & Co LLP, Chartered Accountants (ICAI Firm Registration No. 002391C/N500069) and M/s. M Verma & Associates, Chartered Accountants (ICAI Firm Registration No. 501433C), as new Joint Statutory Auditors of the Company as set out in the ordinary resolutions at Item Nos. 4 and 5 of this Notice.

The Brief profile of Joint Statutory Auditors are available on the website of Stock Exchanges at <https://www.bseindia.com/xml-data/corpfiling/AttachHis/3b49bf0e-37e0-4c87-8202-aa2e55da6985.pdf> and [https://nsearchives.nseindia.com/corporate/SAMMAANCAP\\_29082024183959\\_SCL\\_Board\\_Outcome\\_29August2024.pdf](https://nsearchives.nseindia.com/corporate/SAMMAANCAP_29082024183959_SCL_Board_Outcome_29August2024.pdf)

The Audit Committee and the Board of Directors in their respective meetings had recommended for the payment of remuneration of ₹1,80,00,000/- (Rupees One Crore Eighty Lacs only) and ₹60,00,000/- (Rupees Sixty Lacs only) (exclusive of certification fees, goods and service tax and reimbursement of out of pocket expenses) to M/s. Nangia & Co LLP, Chartered Accountants and M/s. M Verma & Associates, Chartered Accountants, respectively, in connection with the audit of the accounts of the Company for the financial year 2024- 25 and upto a maximum 10% p.a. increase in remuneration, for each subsequent FYs, subject to fulfilment of the eligibility norms by such Joint Statutory Auditors in each financial year of their appointment and approval of the Board.

Also, since the Company raises the funds through issue of NCDs on public issue basis, on regular intervals, and Joint Statutory Auditors provide various certificates towards the said issuances, which necessitates the expertise of the Joint Statutory Auditors, for which they charge certification fees, in addition to the statutory audit fee. Also the Company has disclosed the details of non-audit Fees paid to the statutory auditors for FY 23 and FY 24, in Annual Report for FY 24 at page no. 195.

The Board of Directors recommends the resolutions set out at Item No. 4 and Item No. 5 of the AGM Notice to the Members of the Company for their consideration and approval, by way of an Ordinary Resolutions.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

### Item No. 6:

The shareholders of the Company in its 18<sup>th</sup> Annual General Meeting held on September 25, 2023 had authorized the Company to issue Non-Convertible Debentures (NCDs) and Bonds (not in the nature of equity shares), up to a limit of ₹

## Notice (Contd.)

30,000 Crores.

However, In accordance with Section 42 of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ('the Rules'); the SEBI (Issue and Listing of Non- Convertible Securities) 2021; and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as may be amended from time to time; the authorization is valid for one year from the date of approval i.e. up to September 24, 2024. As on March 31, 2024, the outstanding NCDs issued by the Company stood at ₹ 18,676 Crores, on a consolidated basis. Now, approval of Members is being sought upto ₹ 30,000 Crores, for issue of Non-Convertible Debentures (NCDs) and/ or Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), for extending validity of their authorization dated September 25, 2023, till one year post receipt of shareholders' authorization approval in the AGM.

The Board is of the view that a limit of ₹ 30,000 Crores for issue of Non-Convertible Debentures (NCDs) and Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), is adequate for the next one year, commencing from the date of this AGM.

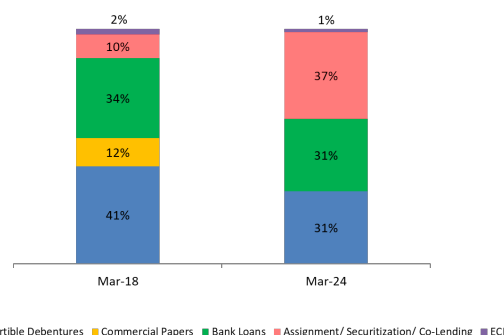
NCDs represent a cost-effective source of funding and a reliable means of diversification. A diversified funding profile affords the Company multiple avenues of borrowing, which from a cost and liquidity perspective are often complementary to one another, enabling the Company to run a cost effective and efficient funding programme. Non-Convertible Debentures provide access to the widest set of investors and thus the deepest pool of funding. NCDs can be raised from domestic debt investors such as mutual funds, insurance companies, pension and provident funds, banks; Domestic retail NCDs can be raised from regular individuals and also High Net worth Individuals [HNIs]. The Company is rated AA/Stable by both of India's premier rating agencies CRISIL, an S&P Global Company, and ICRA, a Moody's Investors Service Company.

The Company's retail disbursements have picked up traction over the last three years. India is witnessing very robust housing off-take and it is the belief of industry watchers that we are at the start of a multi-year growth phase in housing sales and consequently in housing loan credit. Ability to raise incremental NCDs will enable the Company to effectively pursue this home loan growth opportunity.

Through Fiscal Year 2024 and quarter 1 of Fiscal Year 2025, the Company raised ₹ 3,773 Crores through domestic and international bonds, including retail issue of NCDs. Retail NCD issues will now be a regular perpetual source of fund raising for the Company, and will lead to greater 'granularisation' and 'retailisation' of its liability franchise. International NCDs represent another very deep pool of debt capital from foreign institutional investors, pension and provident funds and

international banks.

The funding profile, on a consolidated basis supporting the total loan assets is depicted in the chart below.



In line with the Company's asset-light model, 37% of the funding is now from loan sell downs. The proportion of bonds has reduced from 41% in March 2018 to 31% at the end of March 2024. The Company's funding profile is very well diversified now. With HDFC Ltd. exiting the non-bank space, the Company expect its access to debt (bond) capital market to improve. The Board is of the view that the existing authorized limit is adequate for the Company's borrowing requirement from issue of non- convertible debentures.

The Company's gearing, on a consolidated basis, is very moderate at 1.9x, this compares with 3.8x for the top-5 NBFC peers. The Company's non- convertible debentures and bonds presently total up to ₹ 18,676 Crores as on March 31, 2024, on a consolidated basis. Net of repayments and new issuances, a limit of ₹ 30,000 Crores would be adequate for the Company, especially since its business model is now one of asset-light growth. Even if the Company borrows via NCDs up to the limit of ₹ 30,000 Crores, Company's gearing on consolidated level will rise only to 2.5x, which is still well below the average for the top-5 NBFCs from the present 3.8x times of the net worth of the Company.

Being a non-deposit accepting non-bank lender, the Company relies on wholesale sources of borrowing to undertake its lending business. As a prudent measure, the Company always maintains ample amount of liquidity on its balance sheet to shield the business from any short-to mid-term disruptions in accessing monies from its various borrowing sources. This liquidity is either parked as bank balances or in investments.

None of the issuance of various types of Non-Convertible Debentures for which approval is being sought vide this resolution would be in the nature of equity shares.

Pursuant to and in terms of the provisions of Section 42 of the Companies Act, 2013 read with the Rule 14(2) of the Companies

## Notice (Contd.)

(Prospectus and Allotment of Securities) Rules, 2014, the Board of Directors of the Company, subject to shareholders' approval, by way of a Special Resolution, can raise funds through issue of NCDs and/or Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), pursuant to Section 42, Section 71 and other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the 'Rules') and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ('Debt Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time and the directions issued by Reserve Bank of India ('RBI') as applicable to the Non-Banking Financial Companies ('NBFC') from time to time, and such other laws and regulations as may be applicable to the Company and , beyond September 25, 2024, on a private placement basis, up to one year from the date of shareholders' approval to the resolution, as set out at Item No. 6 of this Notice.

Accordingly, as an enabling authorization, approval of the Members is being sought by way of a Special Resolution as set out at Item No. 6 of this Notice, authorizing the Board to issue NCDs and/or Bonds (issuance of NCDs and/or Bonds shall not be in the nature of equity shares), pursuant to Section 42, Section 71 and other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the 'Rules') and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ('Debt Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time and the directions issued by Reserve Bank of India ('RBI') as applicable to the Non-Banking Financial Companies ('NBFC') from time to time, and such other laws and regulations as may be applicable to the on a private placement basis, during a period of one year from the date of this Annual General Meeting of the Company, up to an aggregate amount not exceeding ₹ 30,000 Crores.

The Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 6 of this Notice, for the approval of the Members of the Company.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of this Notice.

### ITEM Nos. 7 to 8:

#### **From a promoter driven entity, company is now run by professional employees**

Over the last few years, 'Sammaan Capital Limited' has been on a path of continuing institutionalization. In February 2023, the Company was de-promoterized. The Company is today a board-run, professionally managed, and diversely held financial institution. The Company's Board of Directors exercises effective oversight over the running of the Company through board-constituted sub-committees, with the key committees chaired by independent directors.

From being a promoter-driven company, over the challenging period of last 6 years, the Company has been steered by its professional team of employees. The default by IL&FS in 2018 and the ensuing credit freeze for the Indian non-bank sector meant that the Company had to fight battles on three fronts: 1. Monetization of assets, re-finance and funding to mobilize liquidity to service debt in a proactive and timely manner; 2. De-risking the balance sheet, especially from wholesale loans to builders, who were suffering twin challenges of a sluggish housing market and the shutdown of credit flow from non-banks; and 3. building prospective business in an asset-light mode, such that reliance on large ALM-mismatched borrowings is done away with.

The Company has successfully monetized its assets and run down its wholesale loan book and since September 2018, has repaid debt and securitization liabilities of ~₹ 1,72,000 Crores on gross basis, and ~₹ 82,000 Crores on net basis. It is worth highlighting that this is the largest debt repayment by a corporate entity in India, encompassing both financial and non-financial companies. This is reflective of the quality of the portfolio the Company has built and our approach to asset liability management. Further, in February 2024 the Company has raised monies through Rights Issue of ₹ 3,693 Crores, this will strengthen capital levels.

The Company has run down and de-risked its wholesale book. Projects that have been problematic and sticky for a long time have now been solved with the Company roping in partners - both development partners for project execution and partners for funding/re-financing.

The Company has built an asset-light retail business and has disbursed over ~₹ 20,500 Crore with its 10 co-lending partners. This business yields RoAs in excess of 3% and as is the driver of the Company's future business and profit growth.

The Company has thus been successful on all these fronts and has emerged from a phase of consolidation and is now on the path of growth.

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Things have now turned around and the Company is on strong financial footing, and fortuitously this also coincides with the macros turning very positive for the mortgage lending sector. Indian economy has emerged very strong and resilient, despite geo-political shocks. The housing sector is witnessing robust secular growth across price segments – many long-standing industry observers and experts are unanimous in their view that this is the start of long up-cycle for the sector. A young population adding to the workforce, growing urbanization, nuclearization of families, a fast-growing economy and concomitant rise in incomes are factors that continue to support housing demand in India.

The housing sector in India is witnessing unprecedented growth across price segments supported by RBI's stance to keep the repo rate unchanged, favorable macros and demographics, as observed and assented by long-standing industry observants/experts. The key drivers supporting the housing demand includes high domestic savings, increase in per capita GDP, new generation of population added to the workforce, rising urbanization, nuclearization of families, rise in incomes which are now supporting the growth in this segment. For the Company, stability in profits, good recovery traction from wholesale loans, and receding risks mean that we are well poised to make the most of what is certain to be an elongated phase of growth for the Company and the wider housing sector.

Employees are key to the Company's ability to make the most of this growth opportunity.

### **Cost rationalization and higher stock-linked compensation going ahead**

It is vital that as the Company embarks upon a phase of growth, the employees are retained and motivated, while at the same time keeping the cost in check. The key expense components of a non-bank lender are interest expenses, operating expenses and credit costs. Of these three, only operating expenses are in the immediate control of the Company. Through the last six years – a period of repair and transition for the Company – the Company has been successful in rationalizing costs and aligning it with its asset-light business model.

In the past, the Company's main means of employee reward and compensation was through wage increment. The Company is seeking to change this to being largely stock linked. An effective stock options based compensation will ensure that the long-term interests of key employees that drive the Company's business, is closely linked with that of the Company. Stock option schemes are an effective means of aligning the long-term interests of the employees with those of the Company. Stock option schemes provide an opportunity to employees to participate in the growth of a company and create long-term wealth. Historically, the Company has had one of the lowest cost-to-income ratios amongst its NBFC/HFC peers.

Equity-based compensation also serves to attract, retain and motivate key employees. The company also aims to use ESOPs as a way to incentivize Key Management Personnel/ Senior/Executive Management, who through their skills and performance have played a vital role in the success of the Company and are considered indispensable for the future growth of the Company. Further, in order to ensure consistent leadership for the Company to help achieve long-term growth plans, it is the industry practice to grant stock options as long-term incentives to the leadership and motivate them for consistent profitable growth of the Company.

The Company continues to invest in people and technology. As it does so, a meaningful stock benefit scheme will give the Company an effective means to establish a reward system for senior management which is pivotal for ensuring sustained performance and increased profits to the Company and better returns for its members. By offering competitive incentives, such as performance-based Stock Options, the Company endeavors to motivate its senior management to consistently drive profitable growth and make strategic decisions that contribute to the long-term success of the Company. The stock incentives granted to the senior management are in the nature of Long-Term Incentives (LTI) and are an integral part of their overall remuneration as significant wealth of employees will be locked in with the growth of the Company.

The Company's existing stock-based compensation schemes have a wide coverage covering its managerial staff that drive day-to-day business.

### **Extant schemes and implied dilution**

In accordance with the Company's existing employee benefit schemes viz. IHFL ESOS-2013 & ESOS-2023, the existing schemes together constitutes a total outstanding ESOPs of 2,83,65,527 [two crore eighty three lacs sixty five thousand five hundred twenty seven], with an implied dilution of ~3.89% basis the current paid-up capital of the Company, which were approved by the shareholders are administered to the employees as stock-based compensation is now available to be given to employees [The current paid-up capital of the Company is Rs. 146,82,09,541.22 (Rupees One Hundred Forty Six Crores Eighty Two Lacs Nine Thousand Five Hundred Forty One and Paise Twenty Two Only) divided into 72,99,97,213 (Seventy Two Crores Ninety Nine Lacs Ninety Seven Thousand Two Hundred and Thirteen) fully paid-up equity shares having a face value of Rs. 2.00 each bearing ISIN INE148I01020 and 1,22,61,366 (One Crore Twenty Two Lacs Sixty One Thousand Three Hundred Sixty Six) partly paid-up Rights Equity Shares having a face value of Rs. 2.00 each with Re. 0.67 each paid-up bearing ISIN IN9148I01010].

The proposed **Sammaan Capital Limited - Employee Stock Benefit Scheme 2024 "the Scheme"** with ESOPs allotment of 5,00,00,000 [Five Crores] will imply an overall dilution of

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~9.69%, basis the current paid-up capital of the Company, to be granted to the eligible employees, as an incentive for incremental performance based on quantifiable performance metrics linked and vesting conditions are in place. Further, the SCL ESOS-2024 is to be administered by the Nomination and Remuneration Committee of the Company (consisting of only independent directors of the Company with Mr. Dinabandhu Mohapatra, independent director as its Chairman) (hereinafter referred to as “the NR Committee”),

The proposed scheme to grant 5,00,00,000 (Five Crores) options [representing an overall dilution, over the existing stock-based compensation scheme, to 9.69%] will link and tie the Company’s eligible employees/ senior management wealth to the performance based on success of the Company’s key focus metrics.

To re-iterate, this will aid the Company to shift its reward structure more towards stock-linked payment instead of wage increments. Maintaining a tight control on expenses is vital to profitable business in the mortgage lending industry which operates at thin spreads.

The extant and proposed Stock Based Schemes – which altogether imply a dilution of ~9.69 % – are in alignment with the Company’s stock-linked compensation policy, which aims to grant ~10% of the Company’s stocks to employees over the next few crucial years, as the Company gets back into growth mode through its new asset-light business model and scale up its retail incremental disbursements while running down its legacy assets under management [AUM].

As the Company grows through the efforts of the employees and executive management, share price appreciation will represent a substantial source of remuneration to the employees, enabling the Company to moderate annual wage increments thus bringing down cost-to income further and improving cost efficiencies.

To this effect, the Company proposes to create and implement share based employees benefits scheme, in accordance with the SBEB Regulations, namely, ‘Sammaan Capital Limited - Employee Stock Benefit Scheme 2024’ and to create and/or offer and/or grant employee stock options up to an aggregate limit of 5,00,00,000 (Five Crores) stock options, convertible into an equivalent number of fully paid-up equity shares of the Company (“ESOPs”) under the Scheme, from time to time, in the manner as may be decided solely by the NR Committee, under the Scheme.

Important points on pricing, vesting period and terms of grant:

**Pricing:** the grant of ESOPs, under the Scheme, shall be at a price not less than the closing market price of the fully paid up equity shares of the Company available on the recognized stock exchange of India (where the trading volume of Shares is

higher) on the working day immediately preceding the date of grant of ESOPs, under the Scheme.

**1. Dilution:** Along with already approved and extant ESOP schemes [representing ~3.89% dilution], the proposed scheme will result in a total dilution of ~9.69%, basis the current paid-up capital of the Company. Also, with the extant and proposed Stock Based Schemes, the Company will restrict dilution upto 10% only and will not go beyond such limit.

**Vesting Period:** While the first tranche of the ESOPs granted under the proposed scheme will get vested at the end of the first year from the date of grant, subsequent tranches will get vested thereafter at one year intervals with no tranche including the first tranche exceeding 50% of the total ESOPs granted under the proposed scheme. Thus, total ESOPs granted under the scheme will get vested over a period of minimum 2, or more years.

The NR Committee of the Company (*consisting of only independent directors of the Company with Mr. Dinabandhu Mohapatra, independent director as its Chairman and hence no executives including Executive Directors of the Company will be party to NR Committee decisions*) would administer and superintend the Scheme. Approval of the members is being sought for the creation of the Scheme and to administer and implement the Scheme.

Disclosure/main features of the Scheme pursuant to the SBEB Regulations and the Companies Act, 2013 and the rules framed thereunder, are as under:

### 1. Brief description of the scheme:

In order to reward, retain the existing employees and also to attract and retain the best talent by tying in senior management wealth to company in long-term performance based on success of the Company’s key focus metrics, the Company proposes to grant ESOPs to the employees and directors of the Company and its Wholly Owned Subsidiary Company(ies) under ‘**Sammaan Capital Limited - Employee Stock Benefit Scheme 2024**’ in terms of this resolution and in accordance with the provisions of the Companies Act, 2013, the SBEB Regulations and other laws as applicable. The Scheme will be administered directly by the Company through its NR Committee. The Company, shall allot fresh Equity Shares to the holders of the ESOPs upon exercise in terms of the Scheme.

### 2. Total number of stock options to be granted:

The maximum number of ESOPs, that may be granted under the ‘**Sammaan Capital Limited - Employee Stock Benefit Scheme 2024**’ shall not exceed 5,00,00,000 (Five Crores) Employee Stock Options (“Options”) which shall be convertible into an equal number of fully paid-up shares.



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If any Option granted under the Scheme lapses or forfeited or surrendered under any provision of the Scheme, such Option shall be available for further Grant under the Scheme as per the discretion of the Committee.

Further, the maximum number of Options that can be granted and the Shares arising upon exercise of these Options shall stand adjusted in case of Corporate Actions.

### 3. Identification of classes of Employees entitled to participate and be beneficiaries in the Sammaan Capital Limited - Employee Stock Benefit Scheme 2024:

Following class / classes of employees shall be eligible to participate in Sammaan Capital Limited - Employee Stock Benefit Scheme 2024:

- a) an employee as designated by the company, who is exclusively working in India or outside India; or
- b) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- c) an employee as defined in sub-clauses (a) or (b), of a wholly owned subsidiary, in India or outside India.

**However, following class / classes of employees shall not be eligible:**

- a) an employee who is a Promoter or a person belonging to Promoter Group;
- b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director

### 4. Requirements of vesting, period of vesting and maximum period within which the options shall be vested:

The ESOPs granted under the Scheme shall vest in tranches with the first tranche vesting after a minimum period of 1 (one) year from the date of grant, as required under the SBEB Regulations. All subsequent tranches for the vesting of ESOPs shall take place after an interval of 1 (one) year from the previous tranche of ESOPs. Further, no tranche for vesting of ESOPs granted under the Scheme shall exceed 50% (fifty percent) of the total ESOPs granted under the Scheme. As a result, vesting schedule shall spread for a minimum period of 2 years and vesting of all ESOPs, granted under the Scheme, shall not be over before a minimum period of 2 years from the date of the respective grant. Further, the maximum period of vesting shall be 5 years from the date of grant.

Further, the ESOPs granted shall vest in accordance with the terms of the each grant under the Scheme, so long as an Employee continues to be director or employee of the Company or the subsidiary company, if any, as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such ESOPs would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which such grant would vest subject to the minimum vesting period of 1 year.

### 5. Exercise price, or pricing formula:

The grant of ESOPs, under the Scheme, shall be at a price not less than the closing market price of the fully paid up equity shares of the Company available on the recognized stock exchange of India (where the trading volume of Shares is higher) on the working day immediately preceding the date of grant of ESOPs under the Scheme.

### 6. Exercise period and the process of exercise:

The vested ESOPs need to be exercised within a maximum period of 5 years from the date of such vesting. The vested options shall be exercisable by the employees by a written application to the Company expressing his / her desire to exercise such options in such manner and on such format as may be prescribed by the Committee from time to time. The options shall lapse if not exercised within the specified exercise period of 5 years.

### 7. The appraisal process for determining the eligibility of the Employees for the scheme(s):

The appraisal process for determining the eligibility of the Employees will be decided by the Committee, from time to time. The Employees would be granted ESOPs, under the Scheme, based on various parameters such as, and not limited to, performance rating, period of service, rank or designation, merit, future potential contribution, conduct of the employee, and such other parameters as may be decided by the Committee from time to time. For senior management employees additional criteria whilst not limited to may include one or more of the following criteria: retail disbursement growth, run down of developer loans/wholesale loans, and such other parameters as may be decided by the Committee from time to time.

### 8. Performance criteria for vesting of Options:

The Options granted to any employee shall vest as laid out above in point no. 4.

100% of the options granted under 'Sammaan Capital Limited - Employee Stock Benefit Scheme 2024' shall have performance-based vesting as per the following criteria:

- a) Retail loan disbursements; Incremental retail Return on Assets [RoA]; Cost to Income ratio;

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- b) Minimum performance rating of employee;
- c) Such other parameter as may be decided by the NR Committee

The details of the performance parameters will be decided by the NR Committee and will be communicated to grantee through Award Agreement. The NR Committee may add or replace performance parameters at the beginning of each financial year which will be intimated to the grantee. In case of business requirement, the NR Committee may revise the performance targets in any particular year which will be intimated to the grantee.

Further, Stock Options shall vest based on the Company's overall performance of the above parameters calculated for each metrics separately and shall be subject to below performance-vesting relationship:

Performance Variable/ Criteria	Indicative Performance Metrics	Indicative Target	Indicative Weightage	Performance (% of Target)	Vesting (% of Target)
Financial Performance Linked	Retail loan disburseals	Average monthly disburseals: FY 2025 > INR 800 Cr/ month FY 2026 > INR 1,500 Cr/ month FY 2027 > INR 2,000 Cr/ month	40%	80.0%	0.0%
				80.0% - 89.9%	70.0%
				90.0% - 99.9%	80.0%
				100.0% -109.9%	90.0%
	Incremental Retail RoA	3.0%	35%	110.0% +	100.0%
	Cost to Income Ratio	FY 2025 < 27% FY 2026 < 24% FY 2027 < 20%	25%		
Individual Threshold (Gate condition for vesting)	Minimum performance rating of 'Medium' or above *	Nil Vesting if rating is below threshold			

The Committee may update above performance-vesting relationship which will be intimated to the grantee from time to time.

\* The company has a 5 point rating scale on their annual performance appraisal, with rating of 1 being the best. ESOPs will not be awarded if the average rating of the employee for the last two performance cycles is between 3 and 5.

### 9. Maximum number of options, to be issued per Employee and in aggregate under the scheme(s):

The number of ESOPs that may be granted to any specific Employee of the Company or of its subsidiary company under the Scheme, in any financial year and in aggregate under the Scheme shall be decided by the Committee, subject to applicable SBEB Regulations. However, no single employee / director shall be granted ESOPs, during any one year, equal to or exceeding one percent of the issued share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of ESOPs. No employee, including KMPs and directors, will be granted more than 10% of the ESOPs available in the scheme.

### 10. Maximum quantum of benefits to be provided per employee under the scheme(s):

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The maximum quantum of benefits that will be provided to every eligible employee under the Scheme will be the difference between the Market Price of Company's share on the recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

### 11. Whether the scheme(s) is to be implemented and administered directly by the Company or through a Trust:

The Scheme shall be implemented through direct route, wherein the Company shall allot fresh Shares in terms of the Scheme and will follow cash mechanism.

The Scheme shall be administered by the NR Committee who shall have all the necessary powers as defined in the Scheme, subject however to adherence with applicable laws and regulations as prevailing and in force from time to time.

### 12. Whether the scheme(s) involves new issue of shares by the Company or secondary acquisition by the Trust or both:

The Scheme involves fresh allotment by the Company new issue of shares.

### 13. The amount of loan to be provided for implementation of the scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

Not Applicable since the proposed Scheme is to be implemented directly by the Company.

### 14. Maximum percentage of secondary acquisition that can be made by the Trust for the purposes of the scheme(s):

Not Applicable since the proposed Scheme is to be implemented directly by the Company.

### 15. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15 of the SBEB Regulations:

The Company shall confirm to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

### 16. Disclosure and Accounting Policies:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

### 17. The method which the company shall use to value its options:

To calculate the employee compensation cost, the Company shall use the intrinsic value method for valuation of the ESOPs. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the ESOPs and the impact of this difference on profits and on earning per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

### 18. Period of lock in

The shares allotted pursuant to the Scheme shall not be subject to any lock in period.

### 19. Terms & conditions for buyback, if any, of specified securities:

The Committee will determine the procedure for buy-back of Options / Restricted Stock Units (RSUs) granted under the Plan, if to be undertaken at any time by the Company, and the applicable terms and conditions in accordance with the Applicable Laws.

### 20. Applicability of Malus and Clawback

The proposed [Sammaan Capital Limited - Employee Stock Benefit Scheme 2024] is subject to malus/ clawback arrangements in the event of subdued or negative financial performance of the Company and/or the relevant line of business or employee misconduct in any year. The criteria for clawback will be based on parameters similar to those in the 'Performance criteria for vesting of Options' laid out in point 8 above.

The malus arrangement permits the Company to prevent vesting of all or part of the [Employee Stock Options or ESOPs].

Both the malus and clawback criteria will be laid out in the 'Award Agreement' approved by the NR Committee and communicated to the grantee with each grant of Options.

Subsequent vestings and unexercised vestings of a granted [Employee Stock Options] can be cancelled, and exercised but unsold Employee Stock Options can be clawed back within a maximum of a year of exercise in the following situations:

- Employee misconduct including behavioural and financial misconduct based on the conclusions of an appropriate investigating committee
- Gross shortfall against agreed performance goals
- Substantial reduction in responsibility from the time when the [deferred] variable pay was granted
- Exposing the Company to substantial risk without the ratification of appropriate personnel/committees

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- Reputational harm
- Other conditions or events, of similar nature as above, as determined by NR Committee for triggering review by NR Committee for the purpose of application of the Malus or the Claw-back arrangement.

In addition, the above provisions also trigger restrictions to permit employee(s) under the scheme(s) to acquire and vest stock options upon termination of their employment or upon retirement of the participant(s) as determined by NR Committee.

In determining some of the above, the NR Committee may take into consideration macro conditions such as global market headwinds, industry performance, changes in legal/regulatory regime, force majeure events like occurrence of natural disasters, pandemic, other socioeconomic conditions etc.

While undertaking the review for the concerned person for the application of the Malus or the Clawback arrangement based on any trigger events, when determining accountability of the concerned person, the NR Committee shall be guided by the principles of proportionality, culpability or proximity or nexus to the event or misconduct. Prior to taking action the Management and the NR Committee shall ensure due regard to the Principles of Natural Justice.

In terms of provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act, 2013 consent of the members is being sought by way of Special Resolution(s) set out at Item No 7 and 8 of this Notice.

Therefore, the Board recommends passing of the Resolution(s), as set out at Item No 7 and 8 of this Notice as Special Resolution(s). The Executive Directors of the Company have not participated in the relevant discussions during the Board meeting and that they shall not vote on the Resolution(s), as set out at Item No 7 and 8 of this Notice.

None of the Directors and Key Managerial Personnel(s) of the Company and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the above resolution, except to the extent of grant of share-based employees benefit(s) to them, under the Scheme.

By Order of the Board of Directors  
For **Sammaan Capital Limited**  
(Formerly known as Indiabulls Housing Finance Limited)

Sd/-  
**Amit Jain**  
Company Secretary & Compliance Officer  
FCS: 5433

Date: August 29, 2024

Place: Gurugram