

# SANGAM FINSERV LIMITED

(Formerly known as Suchitra Finance & Trading Co. Ltd.)

CIN: L65910RJ1981PLC079945

**REGD. OFF:** B-10, Second Floor S.K. Plaza, Pur Road Bhilwara - 311001 Rajasthan  
**Tel. No.:** 01482-796146; Email id: [Suchitra@sangamgroup.com](mailto:Suchitra@sangamgroup.com); Web: [www.sftc.co.in](http://www.sftc.co.in)

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Ref: SFL/SEC/2024/

Date: 18<sup>th</sup> December, 2024

The Manager, Department of Corporate Services, <b>BSE Ltd.</b> Phiroze Jeejeebhoy Towers 25th Floor, Dalal Street, <u>MUMBAI - 400 001</u> <b>Scrip Code: 538714</b>	The Secretary, <b>The Calcutta Stock Exchange Limited</b> 7, Lyons Range, Kolkata -700001. <b>Scrip Code: 029400</b>
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Ref: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**SUB:** Submission of Notice for Extraordinary General Meeting (EGM)

Dear Sirs/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of Extra Ordinary General Meeting to be held on dated 09<sup>th</sup> January, 2025.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting period begins on Monday, 6<sup>th</sup> January, 2025 at 9:00 A.M. and ends on Wednesday, 8<sup>th</sup> January, 2025 at 5:00 P.M. The cut-off date of eligible shareholders for e-voting is Thursday, 2<sup>nd</sup> January, 2025. The copy of the said EGM Notice is being made available on the website of the Company at [www.sftc.co.in](http://www.sftc.co.in)

Please find the same in order and take the same on your record.

Thanking you.

**Yours faithfully**  
**For Sangam Finserv Limited**

**Vinod Kumar Sodani**  
**Director**  
**DIN: 00403740**

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## NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Sangam Finserv Limited will be held on Thursday, the 9<sup>th</sup> January, 2025 at 11:00 A.M. at Registered Office Address B - 10, Second Floor, Pur Road, S K Plaza, Bhilwara, Rajasthan, 311001 to transact the following businesses:

### Special Business:

#### ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL:

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under read with SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015, including any amendment thereto or re- enactment thereof) the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing 9,50,00,000 (Rupees Nine Crore Fifty Lakhs) divided into 95,00,000 (Ninety Five Lakhs) Equity Shares of Rs. 10/- each to Rs. 47,50,00,000 (Rupees Forty Seven Crore Fifty Lakhs) divided into 4,75,00,000 (Four Crore Seventy Five Lakhs) Equity Shares of Rs. 10/- each by creation of additional 3,80,00,000 (Three Crore Eighty Lakhs) Equity Shares of Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Clause V of the Memorandum of Association of the Company be substituted with the following:

***V. The Share Capital of the Company is Rs. 47,50,00,000 (Rupees Forty Seven Crore Fifty Lakhs) divided into 4,75,00,000 (Four Crore Seventy Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.***

**RESOLVED FURTHER THAT** any of the Director of the company be and are hereby jointly/ severally authorized to give effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard."

#### ITEM NO. 2:

#### ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 including any statutory modification or re-enactment thereof, for the time being in force, the consent of the members be and is hereby accorded for adoption of new set of Articles of Association as per the provisions of Companies

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Act, 2013 in substitution for and to the entire exclusion of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.

## **ITEM NO.3:**

### **REGULARIZATION OF MRS. POORNIMA MAHESHWARI (DIN: 10714860) AS WHOLE TIME DIRECTOR**

To consider and, if though fit, to pass, the following resolution as Ordinary Resolution with or without modification:

**“RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 Act and Regulations 17(1C) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, Mrs. Poornima Maheshwari (DIN: 10714860), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 11, 2024, in terms of Section 161(1) of the Act and Articles of Association of the Company, and in respect of whom notice in writing has been received from a shareholder as per section 160 of the Act, be and is hereby appointed as Whole time Director of the Company to hold office for a term of five years commencing from 11<sup>th</sup> October, 2024 to 10<sup>th</sup> October 2029 (both days inclusive) and who shall be liable to retire by rotation.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

## **ITEM NO. 4 :**

### **TO CONSIDER AND APPROVE FOR EMPLOYEES STOCK OPTION SCHEME-2024:**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 3, Regulation 6 and other applicable provisions, if any, of the SEBI (Share

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Based Employee Benefits and Sweat Equity) Regulations, 2021, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant provisions of Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s) and/ or sanction(s) as may be necessary from the appropriate regulatory authority(ies) /institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the Members of the Company be and is hereby accorded for approval of "Sangam Finserv Limited Employees Stock Option Scheme-2024 ("the Scheme")" and the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches not exceeding 5,00,000 (Five Lakhs) Equity Shares ("Shares") (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of Employees and Directors of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws), exercisable into not more than 5,00,000 (Five Lakhs) Equity Shares ("Shares") of face value of Rs. 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the Scheme shall be administered by the Nomination and Remuneration Committee ("the Committee") of the Company who shall have all the necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations, 2021, for the purpose of administration and implementation of the Scheme.

**RESOLVED FURTHER THAT** the Scheme shall be implemented through trust route, Wherein irrevocable Trust, to be set up by the name of Sangam Finserv Limited Employee Welfare Trust ("Trust") shall acquire the shares of the company by way of fresh allotment by the Company and/or by way of secondary Acquisition from the Open market.

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

**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

**RESOLVED FURTHER THAT** the Board of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations, 2021, and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues,

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questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby also authorized to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution.”

## **ITEM No. 5:**

### **TO CONSIDER AND APPROVE PROPOSAL OF ISSUE OF BONUS SHARES TO THE EQUITY SHAREHOLDERS OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Regulation 293 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI from time to time, Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, the consent of the members be and is hereby accorded for capitalisation of a sum not exceeding Rs. 37,50,00,000/- (Rupees Thirty Seven Crore Fifty Lakh Only) from and out of the free reserve, and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of Rs.10/- (Rupees Ten) each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the Company whose names appear in the Register of Members and in the beneficial records of the depositories (NSDL & CDSL) on the ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 4 (Four) new fully paid-up equity share of Rs 10/- (Rupees Ten) each for every 1 (One) existing fully paid-up equity shares of Rs 10/- (Rupees Ten) each held by Members/Beneficial Owners.

**RESOLVED FURTHER THAT** the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other Foreign Investors and/or distribution of net sale proceeds in respect of

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fractions to such members may be entitled, be subject to the compliance requirements of RBI or any other regulatory authority, if any.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

**RESOLVED FURTHER THAT** the Board shall not issue any certificate or coupon in respect of fractional shares, if any, but the total number of such new equity shares representing such fractions shall be allotted by the Board (which expression shall also include Committee thereof) to the nominee(s) to be selected by the Board, who would hold them as trustee for the members entitled thereto, and sell such equity shares allotted to him at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and expenses in respect thereof be distributed to the members in proportion to their fractional entitlements.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable guidelines, rules and regulations.

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to file the necessary documents/form(s) with the Registrar of Companies or such other Statutory bodies as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

By and on behalf of the Board of Directors of  
**SANGAM FINSERV LIMITED**  
Sd/-  
**VINOD KUMAR SODANI**  
**DIRECTOR**  
**DIN:00403740**

**DATE: 14.12.2024**

**PLACE: BHILWARA**

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the Special business under Item No. 1, 2, 3, 4 & 5 set out above is annexed and details as required under the SEBI (Issue of Capital and Disclosure Requirements) Regulation 2018, ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
2. A member entitled to attend and vote at the Extraordinary General Meeting of the Company is

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entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. The instrument appointing a proxy in order to be a valid must be duly filled in all respects and should be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.

3. A person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person can act as Proxy for a Member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
4. Members/Proxies are requested to bring their attendance slips duly filled in along with their copy of this notice for attending the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Notices, Circulars etc. from the Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Share Transfer Agent of the Company at the address mentioned below quoting their folio number(s):

M/s Niche Technologies Pvt. Ltd. (Registrar & Share Transfer Agent)  
3A, Auckland Place, 7 th Floor, Room No: 7A & amp; 7B, Kolkata – 700 017

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to M/s Niche Technologies Pvt. Ltd.
8. All documents referred to in the accompanying Notice and Explanatory Statement and Draft Memorandum and Articles of Association shall be open for inspection at the Registered Office of the Company on all working days, except Sunday between 11.00 a.m. to 05:00 p.m. up to and including the date of Extraordinary General Meeting of the Company.
9. Members are requested to notify immediately any change in their addresses to the Company to address any future communication at their correct address.
10. Members holding shares in physical form may be aware that trading of the Equity Shares of the

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Company has to be in demat form. In view of this and several other benefits of holding shares in demat mode, you are requested to have your shares dematerialized to avail the benefits of electronic form of trading.

11. In support of the “Green Initiative” announced by the Government of India, electronic copies of this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of e-voting along with Entrance Pass and Proxy Form, will be sent to them in the permitted mode.
12. Pursuant to the MCA General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No. 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated 8th December, 2021; General Circular No. 3/2022 dated 5th May, 2022; General Circular No. 11/2022 dated December 28, 2022; General Circular No. 09/2023 dated September 25, 2023; and SEBI Circular No. SEBI/HO/CFD/CFD-PoD/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 ( collectively referred as “**Circulars**”), which permits the Company to send the Notice of EGM by email to all its shareholders who have registered their email addresses with the Company / Registrar and Share Transfer Agent (“**RTA**”) or Depository / Depository Participants. As permitted under the Circulars, the Company is sending the Notice on EGM in electronic form only. The Notice of EGM are made available on the Company’s website [www.sftc.co.in](http://www.sftc.co.in) and also on the website of the stock exchange where the shares of the Company have been listed, viz., BSE Limited and CSE Limited.
13. A route map, showing directions to reach the EGM venue is annexed hereto.
14. Voting through electronic means.
  - 1) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted vide Companies (Management & Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its members voting by electronic means (remote e-voting i.e. voting electronically from a place other than the venue of the general meeting) to cast their votes electronically in respect of businesses to be transacted at Extraordinary General Meeting. The Company has engaged the services of CDSL e-voting platform, i.e. <http://www.evotingindia.com/> as the agency to provide e-voting facility.
  - 2) The facility for voting through polling paper shall be made available at the Extraordinary General Meeting (EGM) venue. Only those members attending the meeting, who have not



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cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through polling paper.

- 3) The members who have already cast their vote through remote e-voting may attend
- 4) the meeting but shall not be entitled to cast their vote again.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on Monday, 6<sup>th</sup> January, 2025 at 9:00 A.M. and ends on Wednesday, 8<sup>th</sup> January, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 2<sup>nd</sup> January, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 2<sup>nd</sup> January, 2025.

### How do I vote electronically using CDSL e-Voting system?

*The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:*

#### Step 1: Access to CDSL e-Voting system

##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service</li></ol>

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	<p>provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"><li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be</li></ol>

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	redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 2109911
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 022-48867000 and 022-24997000

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

- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

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

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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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## Annexure to the Notice:

### Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

#### SPECIAL BUSINESSES:

##### ITEM No. 1:

#### INCREASE IN AUTHORISED SHARE CAPITAL

The Board of Directors of the company, proposed to increase the Authorized share capital of the Company from 9,50,00,000 (Rupees Nine Crore Fifty Lakhs Only) divided into Ninety Five Lakhs (Ninety Five Lakhs) Equity Shares of Rs. 10/- each to Rs. 47,50,00,000 (Rupees Forty Seven Crore Fifty Lakhs) divided 4,75,00,000 (Four Crore Seventy Lakhs) Equity Shares of Rs. 10/- each for the purposes of Further Issue of Capital.

The change in authorized share capital of the Company requires alteration in clause V of Memorandum of Association of the Company.

The Board of Directors in its Meeting held on 14<sup>th</sup> December, 2024 decided to increase in authorized share capital and to alter capital clause of the Memorandum of Association of the company, which requires approval of members in the General meeting.

Therefore, Board recommended to pass the resolution as mentioned in Item No. 1 of the Notice Convening Extra Ordinary General Meeting as Ordinary Resolution.

None of the Directors including Managing Director or Key Managerial personnel of the Company are concerned or interested in the proposed resolution, directly or indirectly through any of their relatives except to the extent of the shares held by them.

##### ITEM No. 2.

#### ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act. Substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table 'F' of Schedule I of the Act which sets out the model articles of association for a company limited by shares. The Board at its meeting held on 14<sup>th</sup> December, 2024 has approved alteration of the AOA of the Company and the Board now seek Members' approval for the same. Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

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A copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members as Special Resolution.

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

## **ITEM NO.3:**

### **REGULARIZATION OF MRS. POORNIMA MAHESHWARI (DIN: 10714860) AS WHOLE TIME DIRECTOR**

The Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mrs. Poornima Maheshwari should be available to the company for a period of five (5) years with effect from 11<sup>th</sup> October, 2024.

On the recommendation of Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on 11<sup>th</sup> October, 2024 approved the appointment of Mrs. Poornima Maheshwari as the Whole Time Director of the Company for a period of 5 (Five) years commencing from 11<sup>th</sup> October, 2024 to 10<sup>th</sup> October, 2029 subject to the approval of shareholders or any other approvals as may be required in this regard. The main terms & conditions of her appointment are as follows:

1. **Term of Appointment:** Five years commencing from 11<sup>th</sup> October, 2024 to 10<sup>th</sup> October, 2029.
2. **Nature of Duties:** The Whole Time Director shall carry out such duties as described in the Act and Articles of Association of the Company as may be entrusted to her by the Board from time to time and separately communicated to her and such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company.
3. **Remuneration:** Mrs. Poornima Maheshwari shall be entitled to remuneration of Rs. 183,000 per month and in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mrs. Poornima Maheshwari, remuneration and perquisites not exceeding the ceiling laid down in schedule V to the Companies Act, 2013 as may be decided by the Board of Directors.
4. **General Terms:**
  - (i) She shall not enter into material, financial and commercial transactions, where she has personal interest that may have a potential conflict with the interest of Company, without the approval of the Board.
  - (ii) She shall be liable to retire by rotation.
  - (iii) She shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the section 166 of the Act with regard to duties of Directors.
  - (iv) She shall adhere to the Company's Code of Conduct.
  - (v) Her office may be terminated by the Company or by him giving prior notice in writing as per the policy of the Company.
  - (vi) She shall not be entitled for any share based employee benefit.

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The Company has received from Mrs. Poornima Maheshwari, her consent to act as Whole Time Director of the Company along with a declaration to the effect that she is not disqualified from being appointed as Director in terms of section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a Company by the SEBI, MCA or any such other statutory authority. She satisfies all the conditions for being eligible for her appointment as stated under section 196(3) of the Companies Act, 2013 and Part-I of schedule V of the Act except condition (e) of Part-I of schedule V, the company may seek approval from central government, if required for the same.

The above may be treated as a written memorandum setting out her terms of re-appointment under section 190 of the Act. The Board recommends the special resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors/Promoters or Key Managerial Personnel (KMP) or relatives of Directors/Promoters and KMPs, is concerned or interested in the Resolution at Item No. 3 of the Notice. The Board recommends the Resolution for approval of the Members as Ordinary Resolution.

## **DETAILS OF DIRECTORS SEEKING APPOINTMENT**

<b>Name of Director</b>	Mrs. Poornima Maheshwari
<b>Date of Birth</b>	14/10/1989
<b>Date of First Appointment</b>	11/10/2024
<b>Terms &amp; Conditions of Appointment</b>	Appointed as Whole-time Director for a period of 5 year.
<b>Details of Remuneration</b>	Rs. 1,83,000 per month
<b>Qualifications &amp; Expertise</b>	Chartered Accountant
<b>Directorship held in other companies</b>	None
<b>Chairman/Member of the Committees of other companies</b>	None
<b>Names of Listed entities from which a person has resigned in the past 3 years</b>	None
<b>No. of Meetings of the Board attended during the financial year since their respective date of appointment (2024-25)</b>	None
<b>Shareholding of Directors</b>	None
<b>Relationship between Directors</b>	None

### **Item No. 4:**

#### **Approval for Sangam Finserv Limited Employees Stock Option Scheme-2024:**

Equity based remuneration includes alignment of personal goals of the Employees with Organizational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need



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to enhance the Employee engagement, to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the Employees and to create a sense of ownership and participation amongst them, the Board of Directors has in its meeting held on 14<sup>th</sup> December, 2024, approved the Sangam Finserv Limited Employees Stock Option Scheme - 2024 ("Scheme") to or for the benefit of such Employees as defined in the Scheme.

Scheme shall be implemented through trust route, Wherein irrevocable Trust, to be set up by the name of Sangam Finserv Limited Employee Welfare Trust ("Trust") shall acquire the shares of the company by way of fresh allotment by the Company and/or by way of secondary Acquisition from the Open market.

In terms of Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEB & SE) Regulations"] and Section 62 and other applicable provisions, if any, of the Companies Act, 2013, the issue of Equity Shares under an Scheme requires approval of the shareholders by way of a Special Resolution. The Special Resolution set out at Item No. 4 is to seek your approval for the said purpose. The main features and other details of the Scheme as per Regulation 6(2) of the SEBI (SBEB & SE) Regulations, 2021 are as under:

## 1. Brief Description of the Scheme:

This Scheme shall be called the "Sangam Finserv Limited Employees Stock Option Scheme – 2024".

The purpose of the Scheme includes the following:

- i. To attract new talent into the Company to drive its growth plans.
- ii. To motivate the Employees to contribute to the growth and profitability of the Company;
- iii. To retain the Employees and reduce the attrition rate of the Company;
- iv. To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company;
- v. To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come; and
- vi. To provide deferred rewards to Employees.

## 2. The total number of shares to be granted under the Scheme:

The maximum number of Options that may be Granted pursuant to this Scheme shall not exceed 5,00,000 (Five Lakhs) Options in one or more tranches which shall be convertible into equal number of Shares.

Out of the overall pool of 5,00,000 Shares, the Trust will acquire 80% quantity of Shares by the way of Secondary Acquisition and/or 20% by fresh allotment from the Company

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If any Option Granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be available for further Grant under the Scheme unless otherwise determined by the Committee.

Further, the maximum number of Options that can be Granted and the Shares arise upon Exercise of these Options shall stand adjusted in case of Corporate Action.

The Company reserves the right to increase or decrease such number of Options and Shares as it deems fit, in accordance with the Applicable Law.

### 3. Identification of classes of Employees entitled to participate in the Scheme:

- 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.

### 4. Requirement of Vesting and period of Vesting:

Vesting Period shall commence from the Grant Date subject to minimum of 1 (One) year from the Grant Date and a maximum of 7 years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.

Provided further that in the event of death or Permanent Incapacity of a Grantee, the minimum Vesting Period of one year shall not be applicable and in such instances, the Options shall vest in terms of SEBI (SBEB & SE) Regulations, on the date of the death or Permanent Incapacity.

Vesting of Options can vary from Grantee to Grantee as per the discretion of the Committee whose decision shall be final and binding.

The vesting schedule will be clearly defined in their Grant Letter of respective Grantees subject to minimum and maximum Vesting Period as specified.

However, the suggestive vesting schedule is as follow:

Time Period	% Of Options to be vested
At the end of 1st year from the grant date	10% of the Options Granted
At the end of 2nd year from the grant date	10% of the Options Granted
At the end of 3rd year from the grant date	15% of the Options Granted
At the end of 4th year from the grant date	20% of the Options Granted
At the end of 5th year from the grant date	20% of the Options Granted
At the end of 6th year from the grant date	25% of the Options Granted

The Vesting would be subject to the continued employment of the Grantee and may further be linked with the certain performance and other criteria's, as determined by the Committee and mentioned in the Grant Letter.

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The Committee shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum gap of 1 (One) Year between the Grant and first Vesting.

Further any fraction entitlement, to which the Grantee would become entitled to upon Vesting of Options (other than the last tranche of vesting), then the Options to be actually vested be rounded off to the nearest lower integer. Accordingly, in the last vesting, the number of the Options to be vested shall include the Options which were not earlier vested due to fraction adjustment.

The Vesting of Options shall be communicated to the eligible Grantees in writing through vesting letter.

The Grantees not required to pay any amount at the time of Vesting of Options.

## 5. **Maximum period within which the Shares shall be vested:**

Maximum period within which the Shares shall be vested is 7 (Seven) years from the Date of Grant

## 6. **Exercise Price or Pricing Formula:**

Under this Scheme, the Exercise Price of the Shares will be decided by the Committee and will either be:

- I. In case the Shares acquired by the Trust are from Secondary Acquisition then the Exercise Price will be decided on the basis of the average purchase price of the Shares of the Trust or the Market Price.
- II. In case the Shares acquired by the Trust are from fresh allotment then the Exercise Price will be based upon the Market Price.

The Committee has the power to provide a suitable discount, as deems fit, on such price as arrived above. However, in any case, the exercise price shall not go below the par value of Share of the Company.

## 7. **Exercise period and process of Exercise:**

After Vesting, Options can be Exercised either wholly or partly, within a maximum period of 3 (Three) years from the date of respective Vesting, after submitting the Exercise application along with payment of the Exercise Price, applicable taxes and other charges, if any.

The mode and manner of the Exercise shall be communicated to the Grantees individually.

Upon valid Exercise, the Trust will transfer Shares to the Grantees. Upon such transfer, the Grantee shall become a member of the Company

## 8. **Appraisal process for determining the eligibility of the Employees to the Scheme:**

The Committee may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the Grant of Options under the Scheme, the number of Options to be Granted and the terms and conditions thereof.

- Longevity of Service: It will be determined on the basis of tenure of employment of an Employee in the Company / Group Company(ies) / Subsidiary Company(ies) / Associate Company(ies).

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Tel. No.: 01482-796146; Email id: [Suchitra@sangamgroup.com](mailto:Suchitra@sangamgroup.com); Web: [www.sftc.co.in](http://www.sftc.co.in)

- **Performance of Employee:** Employee's performance during the financial year in the Company / Group Company(ies) / Subsidiary Company(ies) / Associate Company(ies) on the basis of decided parameters.
- **Performance of Company:** Performance of the Company as per the standards to be set by the Committee/ Board of Directors from time to time.
- Any other criteria as decided by the Committee in consultation with Board of Directors from time to time.

## 9. The Maximum number of Shares to be granted per Employee and in aggregate:

The maximum number of options that may be granted pursuant to this Scheme shall not exceed 5,00,000 (Five Lakhs) in one or more tranches shall be convertible into equal number of Shares.

Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of Grant. The Committee may decide to Grant such number of Options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the shareholders in a general meeting.

## 10. The Maximum quantum of benefits to be provided per Employee under the scheme:

The maximum quantum of benefits that will be provided to every eligible employee under the Scheme will be the difference between the market value 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. Implementation & Administration:

The Scheme shall be implemented through Trust Route wherein the Trust may acquire the Shares from the following sources:

- I. Secondary Acquisition from the market and / or
- II. Fresh allotment from the Company.

Provided that if prevailing circumstances so warrant, the Company may change the mode of implementation of the Scheme subject to the condition that a fresh approval of the Shareholders by a special resolution is obtained prior to implementing such a change and that such a change is not prejudicial to the interests of the Grantees.

Provided further that the primary route for acquisition of Shares shall be secondary acquisition from the market. However, if the Committee deems fit the said acquisition can also be done by fresh allotment from the Company

## 12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:

Out of the overall pool of 5,00,000 Shares, the Trust will acquire 80% quantity of Shares by the way of Secondary Acquisition and/or 20% by fresh allotment from the Company

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

The amount of interest free loan to be provided for implementation of the Scheme by the Company to the Trust shall not exceed the maximum limit prescribed under Applicable Law, from time to time, presently not exceeding 5% of the paid-up capital and free reserves as provided in Companies Act, 2013. The tenure of such loan shall be the point where the objects of the Trust are accomplished or the repayment of loan is made, whichever is earlier. The utilization of such loan shall be for the objects of the Trust as mentioned in the trust deed including the implementation of the Scheme wherein it will purchase the Shares of the Company either through secondary acquisition and/or fresh allotment from the Company. The Trust shall repay the loan to the Company by utilising the proceeds realised from Exercise of Options by the Grantees and the accruals of the Trust during the tenure of the Scheme or termination of the Scheme.

Provided that the above limit of 5% shall be taken on consolidated basis for all Employee Benefit Scheme(s) as may be undertaken by the Company from time to time.

### **1. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:**

The Trust shall acquire the Shares subject to the limits as prescribed under SEBI (SBEB & SE) Regulations, from time to time,

The Trust shall be required to hold the Shares acquired through Secondary Acquisition for a minimum period of six months, except under the circumstances as defined in SEBI (SBEB & SE) Regulations, before the same can be transferred to the Grantees upon Exercise of Options under the Scheme.

### **2. Disclosure and accounting policies:**

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.

### **3. The method which the Company shall use to value its Options:**

The Company shall make all the necessary disclosures required under the provisions of the SEBI (SBEB & SE) Regulations, 2021 and other Applicable Laws. The Company shall comply with the requirements of Ind AS-102 and shall use Fair value method and the fair value of Shares would be calculated as per the prescribed method under the applicable regulations.

### **4. Statement with regard to Disclosure in Director's Report:**

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then 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, shall be disclosed in the

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Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

## 5. Period of lock-in:

The Shares allotted to the Grantees pursuant to Exercise of Options will not be subject to any lock-in period and can be freely sold by the Grantee.

## 6. Terms & conditions for buy-back, if any, of specified securities: Not Applicable

In terms of Section 62 of the Companies Act, 2013 and Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval of the Shareholders is sought by way of Special Resolution for the approval of the Sangam Finserv Limited Employees Stock Option Scheme–2024 ("Scheme").

The Board of Directors of the Company recommend the Special resolutions as set out at item No.4 for approval by members.

None of the Directors and Key Managerial Personnel of the Company and any relatives of such Director and Key Managerial Personnel are in anyway concerned or interested in the resolution.

Sangam Finserv Limited Employees Stock Option Scheme–2024 ("Scheme") and other documents referred to in the aforesaid resolutions are available for inspection electronically in the website of the Company

## ITEM NO. 5:

### TO CONSIDER AND APPROVE PROPOSAL OF ISSUE OF BONUS SHARES TO THE EQUITY SHAREHOLDERS OF THE COMPANY

Over the years, the Company has performed significantly well both in terms of profit and business. In order to share the growth of the company with the existing shareholders, the Company proposes to issue shares by way of Bonus issue. The Board of Directors at their meeting held on 14<sup>th</sup> December, 2024 have recommended the issuance of bonus shares in the proportion of 4:1 i.e. 4 (Four) new equity share of Rs. 10/- each to be issued for every 1 (One) existing equity share of Rs. 10/- each fully paid up held by the shareholders as on Record Date to be hereafter fixed by the Board / Committee of the Board, by capitalization of a sum of 37,50,00,000/- (Rupees Thirty Seven Crore Fifty Lakh Only) from the Free Reserves. The same is proposed to be applied in full by issuing at par 37290200 (Three Crore Seventy Two Lakhs Ninety Thousand Two Hundred) new equity shares of Rs. 10/- each as bonus shares. Consequently, the paid-up equity share capital of the Company would increase from Rs. 9,32,25,500/- (Rupees Nine Crore Thirty two Lakhs Twenty Five Thousand Five Hundre Only) to Rs. 46,61,27,500/- (Rupees Forty Six Crore Sixty One Lakhs Twenty Seven Thousand Five Hundred) consisting of 46612750 equity shares of Rs. 10/- each. The proposed issue of bonus shares will be made pursuant with the provisions of Section 63 of the Companies Act 2013 & Regulation 293 of the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), and subject to such approvals, if required, from the statutory authorities. As per the Articles of Association of the Company, it is necessary to obtain the approval of the members for

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issue of bonus shares by capitalization of reserves. Further, it is proposed to authorize the Board of Directors/ Committee of the Board of the Company to complete all the regulatory formalities as prescribed by SEBI, RBI, MCA and Stock Exchanges on which the Company's shares are listed and/ or any other regulatory or statutory authority in connection with the issue of bonus shares. The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 5 as a Special Resolution.

The Directors and KMPs of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

By and on behalf of the Board of Directors of

**SANGAM FINSERV LIMITED**

Sd/-

**VINOD KUMAR SODANI**

**DIRECTOR**

**DIN:00403740**

**DATE: 14.12.2024**

**PLACE: BHILWARA**

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## Form No. MGT-11 (PROXY FORM)

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014) Name of the member (s): ..... E-mail Id:..... Registered address: ..... Folio/Client Id:..... DP ID: .....

I/we, being the member (s) having..... Shares of the above named company, hereby appoint: 1) Name.....R/o..... having e-mail id..... (Signature)or failing him 2) Name.....R/o..... having e-mail id..... (Signature)or failing him 3) Name.....R/o..... having e-mail id..... (Signature) as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Thursday, 9<sup>th</sup> January, 2025 at B - 10, Second Floor, Pur Road, S K Plaza, Bhilwara, Rajasthan, 311001 at 11.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	Type of Resolution	Mark(v)
	<b>Special Business</b>		
1.	Increase in Authorised Share Capital	Ordinary	
2.	Adoption of New Set of Articles of Association of the Company	Special	
3.	Regularization of Mrs. Poornima Maheshwari (Din: 10714860) as Whole-time Director	Ordinary	
4.	To Consider and Approve for Employees Stock Option Scheme-2024	Special	
5.	To consider and approve proposal of issue of bonus shares to the equity shareholders of the company	Special	



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## Attendance Slip

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extra Ordinary General Meeting of the Company at B - 10, Second Floor, Pur Road, S K Plaza, Bhilwara, Rajasthan, 311001 at 11:00 A.M. on Tuesday, the Thursday, 9<sup>th</sup> January, 2025.

.....  
Full name of the Shareholder Signature (in block capitals)

FolioNo...../DP IDNo.\* .....&

Client ID No.\* .....

\* Applicable for members holding shares in electronic form.

.....  
Full name of Proxy (in block capitals)

.....  
Signature

NOTE: Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

# SANGAM FINSERV LIMITED

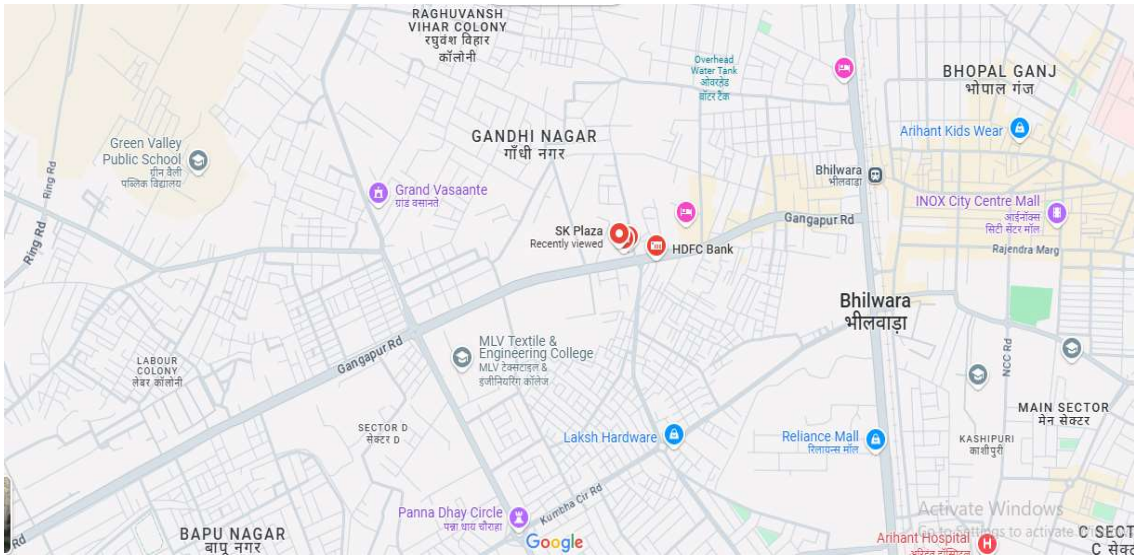
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## Venue of Meeting:



## SANGAM FINSERV LIMITED

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