

# Sammaan Asset Management Limited

(Formerly known as Indiabulls Investment Management Limited)

## Portfolio Management Services

### Disclosure Document

#### KEY INFORMATION AND DISCLOSURE DOCUMENT FOR PORTFOLIO MANAGEMENT SERVICES BY SAMMAAN ASSET MANAGEMENT LIMITED (FORMERLY KNOWN AS INDIABULLS INVESTMENT MANAGEMENT LIMITED)

- This document has been filed with the Board along with a certificate in the prescribed format in terms of Regulation 22 of the SEBI (Portfolio Managers) Regulations 2020 and SEBI Circular SEBI/HO/IMD/IMD-RAC-3/P/CIR/2025/125 dated September 9, 2025.
- The purpose of the Document is to provide essential information about the portfolio services in a manner to assist and enable the investors in making informed decisions for engaging a Portfolio Manager.
- The Document is dated **Mar 17, 2026**. Necessary information about the Portfolio Manager required by an investor before investing is disclosed in the Disclosure Document.
- Investors should carefully read the entire document before making a decision and should retain it for future reference.
- Investors may also like to seek further clarifications after the date of this document from the service provider.
- The Principal Officer designated by the Portfolio Manager is Mr. Abhishek Garg

**Abhishek Garg**

*Principal Officer*

Address: 19th floor, Tower-1, One International Finance Center,

Senapati Bapat Road, Prabhadevi (west), Mumbai-400013

Tel No.: +91 84520 47003

Email address: [a.garg@sammaancapital.com](mailto:a.garg@sammaancapital.com)

Dated: **Mar 17, 2026**

**FORM C**

**SECURITIES AND EXCHANGE BOARD OF INDIA (PORTFOLIO MANAGERS) REGULATIONS, 2020**  
(Regulation 22)

**Sammaan Asset Management Limited**

*(Formerly known as Indiabulls Investment Management Limited)*

Regd. Office: 1st Floor, Tower 3A, at DLF Corporate Greens, Sector-74A, Gurugram, Haryana, 122004

Tel: [(0124)3989666], Fax No. [(0214)3081111]

Corporate Office: 19<sup>th</sup> Floor, Tower - 1, One International Finance Centre, Senapati Bapat Marg,  
Prabhadevi West, Mumbai 400 013

Tel: [ (022) 6189 1300], Fax No. [ (022) 6189 1320]

Website: <https://www.sammaanamc.com>

We confirm that:

- i. The Disclosure Document forwarded to the Board is in accordance with the SEBI (Portfolio Managers) Regulations, 2020 and the guidelines and directives issued by the Board from time to time.
- ii. The disclosures made in the Disclosure Document are true, fair and adequate to enable the investors to make a well informed decision regarding entrusting the management of the Portfolio to Sammaan Asset Management Limited (Formerly Indiabulls Investment Management Limited)
- iii. The Disclosure Document has been duly certified by an independent chartered accountant viz. M/s. M.P. Chitale & Associates LLP, Chartered Accountants, 708, Trade World, C- Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.. Contact No. 022 43474301, Registration No. W101131.
- iv. Principal Officer: Abhishek Garg  
**Address:** 19<sup>th</sup> Floor, Tower - 1, One International Centre, Senapati Bapat Marg, Prabhadevi West, Mumbai 400 013  
**Tel:** 91 84520 47003  
**Email ID :** [a.garg@sammaancapital.com](mailto:a.garg@sammaancapital.com)

Signature of the Principal Officer

Sd/-

Abhishek Garg

Date: **March 17, 2026**

Place: Mumbai

Encl: Certificate from the Chartered accountant dated **March 17, 2026**

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## **PART-I STATIC SECTION**

### **1. DISCLAIMER CLAUSE**

This Document has been prepared in accordance with the Securities and Exchange Board of India (Portfolio Managers) Regulations 2020 and filed with the Securities and Exchange Board of India (“SEBI”). This Document has neither been approved nor disapproved by SEBI nor has SEBI certified the accuracy or adequacy of the contents of this Document.

The distribution of this Document in certain jurisdictions may be restricted or totally prohibited and accordingly, persons who come into possession of this Document are required to inform themselves about and to observe any such restrictions.

## 2. DEFINITIONS

In this Disclosure Document, unless the context otherwise requires, the following words and expressions shall have the meaning assigned to them:

- a. **“Account Statement”** shall have the meaning assigned to it in Clause **Error! Reference source not found.**
- b. **“Act”** means the Securities and Exchange Board of India, Act, 1992 (15 of 1992).
- c. **“Accreditation Agency”** means a subsidiary of a recognized stock exchange or a subsidiary of a depository or any other entity as may be specified by SEBI from time to time.
- d. **“Accredited Investor”** means any person who is granted a certificate of accreditation by an accreditation agency who:
  - (i) in case of an individual, HUF, family trust or sole proprietorship has:
    - (a) annual income of at least two crore rupees; or
    - (b) net worth of at least seven crore fifty lakh rupees, out of which not less than three crores seventy-five lakh rupees is in the form of financial assets; or
    - (c) annual income of at least one crore rupees and minimum net worth of five crore rupees, out of which not less than two crore fifty lakh rupees is in the form of financial assets.
  - (ii) in case of a body corporate, has net worth of at least fifty crore rupees;
  - (iii) in case of a trust other than family trust, has net worth of at least fifty crore rupees;
  - (iv) in case of a partnership firm set up under the Indian Partnership Act, 1932, each partner independently meets the eligibility criteria for accreditation:

Provided that the Central Government and the State Governments, developmental agencies set up under the aegis of the Central Government or the State Governments, funds set up by the Central Government or the State Governments, qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Category I foreign portfolio investors, sovereign wealth funds and multilateral agencies and any other entity as may be specified by the Board from time to time, shall deemed to be an accredited investor and may not be required to obtain a certificate of accreditation.

- e. **“Advisory Services”** means advisory portfolio management services provided by the Portfolio Manager in accordance with the provisions of the Regulations, which shall be in the nature of investment advice and shall include the responsibility of advising on the portfolio strategy and investment and divestment of individual Securities on the Client’s Portfolio with the decision making being entirely at the Client’s discretion.
- f. **“Agreement”** or **“Portfolio Management Services Agreement”** or **“PMS Agreement”** means agreement executed between the Portfolio Manager and its Client for providing portfolio management services and shall include all schedules and annexures attached thereto and any amendments made to this agreement by the parties in writing, in terms of Regulation 22 and Schedule IV of the Regulations.
- g. **“AML Laws”** shall have the meaning assigned to it in Clause **Error! Reference source not found.**

- h. **“Applicable Law/s”** means any applicable statute, law, ordinance, regulation, rule, order, bye-law, administrative interpretation, writ, injunction, directive, judgment or decree or other instrument including the Regulations which has a force of law, as is in force from time to time.
- i. **“Assets Under Management”** or **“AUM”** means aggregate net asset value of the Portfolio managed by the Portfolio Manager on behalf of the Clients.
- j. **“Associate”** means (i) a body corporate in which a director or partner of the Portfolio Manager holds either individually or collectively, more than twenty percent of its paid-up equity share capital or partnership interest, as the case may be; or (ii) a body corporate which holds, either individually or collectively, more than twenty percent of the paid-up equity share capital or partnership interest, as the case may be of the Portfolio Manager.
- k. **“Benchmark”** means an index selected by the Portfolio Manager in accordance with the Regulations, in respect of each Investment Approach to enable the Clients to evaluate the relative performance of the Portfolio Manager.
- l. **“Board” / “SEBI”** means the Securities and Exchange Board of India under section 3 of the Securities and Exchange Board of India Act, 1992.
- m. **“Business Day”** means any day, which is not a Saturday, Sunday, or a day on which the banks or stock exchanges in India are authorized or required by Applicable Laws to remain closed or such other events as the Portfolio Manager may specify from time to time.
- n. **“Cash”** includes cheques, demand drafts, pay-slips, etc. and any other form of cash.
- o. **“Client(s)”** or **“Investor(s)”** means any person who enters into an Agreement with the Portfolio Manager for availing the services of portfolio management as provided by the Portfolio Manager.
- p. **“Custodian(s)”** means an entity registered with the SEBI as a custodian under the Applicable Laws and appointed by the Portfolio Manager, from time to time, primarily for custody of Securities of the Client.
- q. **“Depository”** means the depository as defined in the Depositories Act, 1996 (22 of 1996).
- r. **“Depository Account”** means an account of the Client or for the Client with an entity registered as a depository participant under the SEBI (Depositories and Participants) Regulations, 1996.
- s. **“Direct on-boarding”** means an option provided to clients to be on-boarded directly with the Portfolio Manager without intermediation of persons engaged in distribution services.
- t. **“Disclosure Document”** or **“Document”** means the disclosure document for offering portfolio management services prepared in accordance with the Regulations.
- u. **“Discretionary Portfolio Management Services”** mean portfolio management services provided by the Portfolio Manager exercising its sole and absolute discretion to invest in respect of the Client’s account in any type of security as per the Agreement relating to portfolio

management and to ensure that all benefits accrue to the Portfolio, for an agreed fee structure, entirely at the Client's risk.

- v. **"Distributor"** means a person/entity who may refer a Client to avail services of Portfolio Manager in lieu of commission/charges (whether known as channel partners, agents, referral interfaces or by any other name).
- w. **"Eligible Investors"** means a Person who: (i) complies with the Applicable Laws, and (ii) is willing to execute necessary documentation as stipulated by the Portfolio Manager.
- x. **"Fair Market Value"** means the price that the Security would ordinarily fetch on sale in the open market on the particular date.
- y. **"Foreign Portfolio Investors"** or **"FPI"** means a person registered with SEBI as a foreign portfolio investor under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 as amended from time to time.
- z. **"Financial year"** means the year starting from 1st April and ending on 31st March the following year.
- aa. **"Funds"** or **"Capital Contribution"** means the monies managed by the Portfolio Manager on behalf of the Client pursuant to the Agreement and includes the monies mentioned in the account opening form, any further monies placed by the Client with the Portfolio Manager for being managed pursuant to the Agreement, the proceeds of sale or other realization of the portfolio and interest, dividend or other monies arising from the assets, so long as the same is managed by the Portfolio Manager.
- bb. **"Group Company"** shall mean an entity which is a holding, subsidiary, associate, subsidiary of a holding company to which it is also a subsidiary.
- cc. **"HUF"** means the Hindu Undivided Family as defined in Section 2(31) of the Income Tax Act, 1961.
- dd. **"Interested Party"** shall have the meaning assigned to it in Clause 6.4(b)
- ee. **"Investment Approach"** is a broad outlay of the type of Securities and permissible instruments to be invested in by the Portfolio Manager for the Client, taking into account factors specific to Clients and Securities and includes any of the current Investment Approach or such Investment Approach that may be introduced at any time in future by the Portfolio Manager.
- ff. **"IT Act"** means the Income Tax Act, 1961, as amended and restated from time to time along with the rules prescribed thereunder.
- gg. **"Large Value Accredited Investor"** means an Accredited Investor who has entered into an Agreement with the Portfolio Manager for a minimum investment amount of ten crore rupees.
- hh. **"KYC"** shall have the meaning assigned to it in Clause **Error! Reference source not found..**

- ii. **“Non-Discretionary Portfolio Management Services”** means portfolio management services provided by the Portfolio Manager by providing the investment and divestment advice to the Client to help the Client make investment decisions in relation to the investment products / strategy in which the Client proposes to invest.
- jj. **“Non-resident Investors”** or **“NRI(s)”** shall mean non-resident Indian as defined in Section 2 (30) of the Income Tax Act, 1961.
- kk. **“NAV”** shall mean Net Asset Value, which is the price; that the investment would ordinarily fetch on sale in the open market on the relevant date, less any receivables and fees due.
- ll. **“NISM”** means the National Institute of Securities Markets, established by the Board.
- mm. **“Person”** includes an individual, a HUF, a corporation, a partnership (whether limited or unlimited), a limited liability company, a body of individuals, an association, a proprietorship, a trust, an institutional investor and any other entity or organization whether incorporated or not, whether Indian or foreign, including a government or an agency or instrumentality thereof.
- nn. **“Portfolio”** means the total holdings of all investments, securities and funds belonging to the Client.
- oo. **“Portfolio Entity/ies”** means the company/corporate in which Portfolio Manager makes an investment
- pp. **“Portfolio Manager”** means Sammaan Asset Management Limited (Formerly Indiabulls Investment Management Limited), under the Companies Act, 2013, registered with SEBI under the Regulations as a portfolio manager bearing registration No. INP100007709 having its registered office at 1st Floor, Tower 3A, at DLF Corporate Greens, Sector-74A, Gurugram, Haryana, 122004.
- qq. **“Principal Officer”** means an employee of the Portfolio Manager who has been designated as such by the Portfolio Manager and is responsible for:
  - (i) the decisions made by the Portfolio Manager for the management or administration of Portfolio of Securities or the Funds of the Client, as the case may be; and
  - (ii) all other operations of the Portfolio Manager
- rr. **“Promoter”** shall have the meaning assigned to it in Clause 3.2(a).
- ss. **“Regulations”** or **“SEBI Regulations”** means the Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020, as amended/ modified and reinstated from time to time and including the circulars/notifications issued pursuant thereto.
- tt. **“Related Party”** means –
  - i. a director, partner or his relative;
  - ii. a key managerial personnel or his relative;
  - iii. a firm, in which a director, partner, manager or his relative is a partner;
  - iv. a private company in which a director, partner or manager or his relative is a member or

director;

- v. a public company in which a director, partner or manager is a director or holds along with his relatives, more than two per cent. of its paid-up share capital;
- vi. any body corporate whose board of directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director, partner or manager;
- vii. any person on whose advice, directions or instructions a director, partner or manager is accustomed to act;
- viii. Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;
- ix. any body corporate which is— (A) a holding, subsidiary or an associate company of the Portfolio Manager; or (B) a subsidiary of a holding company to which the Portfolio Manager is also a subsidiary; (C) an investing company or the venturer of the Portfolio Manager— The investing company or the venturer of the Portfolio Manager means a body corporate whose investment in the Portfolio Manager would result in the Portfolio Manager becoming an associate of the body corporate;
- x. a related party as defined under the applicable accounting standards;
- xi. such other person as may be specified by the Board:  
Provided that,
  - a. any person or entity forming a part of the promoter or promoter group of the listed entity; or
  - b. any person or any entity, holding equity shares:
    - I. of twenty per cent or more; or
    - II. of ten per cent or more, with effect from April 1, 2023; in the listed entity either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding Financial Year; shall be deemed to be a related party;

uu. **“Securities”** means security as defined in Section 2(h) of the Securities Contract (Regulation) Act, 1956, provided that securities shall not include any securities which the Portfolio Manager is prohibited from investing in or advising on under the Regulations or any other law for the time being in force.

Words and expressions used in this Document and not expressly defined shall be interpreted according to the meaning assigned to it in the Agreement and if also not defined in the Agreement their general meaning and usage. The definitions are not exhaustive. They have been included only for the purpose of clarity and shall in addition be interpreted according to their general meaning and usage and shall also carry meanings assigned to them in regulations governing Discretionary Portfolio Management Services.

### **3. DESCRIPTION**

#### **3.1. History, present business and background of the Portfolio Manager**

Sammaan Asset Management Limited (Formerly Indiabulls Investment Management Limited) (“**Portfolio Manager**”, “**the Company**”) was incorporated on March 3, 2010 and is subsisting under Companies Act, 1956 with CIN - U65100HR2010PLC095390. The Portfolio Manager obtained a certificate from SEBI dated December 22, 2022 to act as a Portfolio Manager under the Regulations bearing registration No. INP100007709 and is valid till cancellation. The new certificate of registration was granted on January 8, 2025 upon the name change of the Company to Sammaan Asset Management Limited.

The Portfolio Manager’s team has entrepreneurial roots, a global perspective, and operates in a collaborative culture. The Portfolio Manager’s team members have built a strong and cohesive culture that combines the expertise in investment management, efficient internal operations, and a shared commitment to corporate governance and delivering returns.

The Portfolio Manager’s core strengths are its domain knowledge, well experienced and competent team in-house research capabilities and infrastructure to assist in providing Discretionary Portfolio Management Services to its Clients.

The Portfolio Manager has a strong presence across major cities in India and is manned by a very experienced team of qualified and seasoned professionals with in depth knowledge of equity, debt and real estate sector.

The Portfolio management business managed by Indiabulls Asset Management Co Ltd stands transferred to Indiabulls Investment Management Ltd (now known as Sammaan Asset Management Limited) with effect from April 1, 2023 based on Scheme of Arrangement as approved by NCLT, Chandigarh bench on September 13, 2022. Further, the referred transfer of business is approved by SEBI vide letter dated March 8, 2023.

#### **3.2. Promoters and directors of the Portfolio Manager and their background in brief**

##### **(a) *Brief Background of the Promoters***

Portfolio Manager is promoted by Sammaan Capital Ltd (earlier known as Indiabulls Housing Finance Limited). The name of erstwhile company ‘Indiabulls Housing Finance Ltd’ stands changed to Sammaan Capital Ltd (SMCL) as approved by the Registrar of Companies (RoC) vide issuance of new certificate of incorporation dated May 21, 2024. Portfolio Manager is a group company of Sammaan Capital Ltd (earlier known as Indiabulls Housing Finance Ltd.). SMCL is an NBFC-ICC (Non-Banking Financial Company – Investment and Credit Company) and engaged in the business of mortgage finance (home loans and loan against property) and corporate mortgage loans (lease rental discounting and residential construction finance).

##### **(b) *Particulars of Directors in the Portfolio Manager***

The board of directors of the Portfolio Manager consists of eminent persons from the field of finance, investments and corporate law.

S.NO	NAME / DESIGNATION	AGE	QUALIFICATION	WORK EXPERIENCE
1	MR. AMBAR MAHESHWARI (WHOLE TIME DIRECTOR & CEO)	52 YEARS	<ul style="list-style-type: none"> <li>• B.Com, University of Mumbai</li> <li>• Chartered Accountant</li> </ul>	<p>Mr. Ambar brings with him substantial deal-making and structuring experience in the Real Estate sector. Prior to joining Indiabulls Group, Ambar was associated with JLL as Managing Director, where he successfully ran five businesses including Corporate Finance, Education, Healthcare and Social Housing, Special Development Initiatives and Infrastructure. He had worked with DTZ for over five years profitably leading the Investment Advisory business for India which included Capital Raising, Valuations and Strategic Consulting Services. Additionally, the firm's presence in West India for other service lines that included Commercial Leasing, Project Management and Research were set-up under Ambar's leadership. With an overall experience of over 20 years in India and Australia, Ambar has been focusing on the Real Estate sector for the last 10 years. His non real estate stints as an investment banker included IL&amp;FS where he set up the Fee Based Investment Banking business for India, Ambit Corporate Finance and KPMG.</p>

2	MR. SHYAM LAL BANSAL (INDEPENDENT DIRECTOR)	71 YEARS	M.Com.; Certified Associate Indian Institute of Bankers.	Mr. Bansal has more than 36 years of experience in Banking Industry spread across Union Bank, United Bank of India and Orientale Bank of Commerce. During his banking carrier with Union Bank of India, he headed various branches/regions and promoted to the position of General Manager, where besides as Bank's Field General Manager of its Eastern Zone he headed its Retail Banking Division. In April 2010 he took over as Executive Director of United Bank of India. And later on since March 2012; he took over as Chairman and Managing Director of Oriental Bank of Commerce.
3	MR. AJAI KUMAR (INDEPENDENT DIRECTOR)	72 YEARS	M.Sc. (Physics), Bachelor of Laws, CAIIB	Mr. Ajai Kumar has more than forty years of experience in Public Sector Banking Industry holding eminent leadership positions in India and overseas (New York, USA). During this period, he has under taken several path breaking initiatives for bank's growth through varied strategies as CMD, Corporation Bank, Executive Director, UCO Bank and General Manager, Technology and Retail Banking at Bank of Baroda. This included setting up of unique retail asset finance concept of Retail Loan Factory, compliance of US regulations and reporting to Federal Reserve bank, FDIC and NY State Banking Department, implementation of the banking industry's most ambitious Technology Enabled Business Transformation Program, etc.

3.3. **Top 10 Group companies / firms of the Portfolio Manager on turnover basis as on March 31, 2025 (last audited balance sheet)**

Sr. No	Name of Company	Main Activity/Services being offered
1.	Sammaan Capital Ltd (earlier known as Indiabulls Housing Finance Limited) (Holding Company)	Registered as an NBFC-ICC (Non-Banking Financial Company – Investment and Credit Company) and engaged in the business of mortgage & corporate mortgage loans
2.	Sammaan Finserve Limited (formerly Indiabulls Commercial Credit Limited)	Non-banking financial activities without accepting public deposits.
3.	Sammaan Collection Agency Limited (Formerly Indiabulls Collection Agency Limited)	Debt collection and acting as recovery agents in inclusion to handling customer support services.
4.	Sammaan Investmart Services Limited (Formerly Nilgiri Investmart Services Limited)	Consultancy relating to financial services and securities, etc.
5.	Indiabulls Capital Services Limited	Providing all types and all kinds of advisory and consultancy services including financial consultancy services.
6.	Sammaan Sales Limited (Formerly Indiabulls Sales Limited)	Acting as commission agent, consultant and advisor in trading and financial services and providing related auxiliary services.
7.	Sammaan Advisory Services Limited (Formerly Indiabulls Advisory Services Limited)	Providing financial consultancy and all allied and auxiliary services.
8.	Sammaan Insurance Advisors Limited (Formerly Indiabulls Insurance Advisors Limited)	In the business of life and general insurance and providing business process outsourcing in relation.
9.	Honos Asset Holding Limited (formerly Indiabulls Asset Holding Company Limited)	Settlor of Trust(s) and to carry out all allied activities in this regard.

3.4. **Details of the services being offered: Discretionary / Non-Discretionary / Advisory**

The Portfolio Manager proposes to currently offer discretionary, non-discretionary and advisory services. These services are offered to each Client under a specific agreement entered into between the Portfolio Manager and the Client.

**Discretionary Portfolio Management Services**

Under these services, all an Investor has to do is to give the Portfolio Manager his Portfolio in any form i.e. in securities or cash or a combination of both. The minimum size of the Portfolio under the Discretionary Portfolio Management Services should be Rs. 50 lakhs as per the current Regulations. However, the Portfolio Manager reserves the right to prescribe a higher threshold product-wise or in any other manner at its sole discretion.

Subject to the terms under which such services are being provided, the Portfolio Manager may

have absolute discretion as to the investments, management and /or divestment of the portfolio of securities or the funds of the Client. Subject to the agreement, (i) the choice as well as the timings of the investment, management or divestment decisions rest solely with the Portfolio Manager or (ii) the choice and timing of investment rests with the Client, while the management and divestment decisions rest solely with the Portfolio Manager. An agreement outlining the details of services including the objectives, rights and responsibilities, fees and expenses, etc. shall be entered into with each Client separately. Under the Discretionary Portfolio Management Services offered to the Clients, the Portfolio Manager may, from time to time, launch products that are structured towards meeting specific needs of Clients. These products would be managed in accordance with the product specifications provided by the Portfolio Manager to the Client.

The Portfolio Manager, may at times and at its own discretion, take into consideration, the views of the Client pertaining to the investment / disinvestment decisions of the Portfolio or the Client may give informal guidance to customize the Portfolio. However, subject to the agreement, the decisions pertaining to investment / divestment may rest solely with the Portfolio Manager.

The Securities invested / disinvested by the Portfolio Manager for Clients may differ from Client to Client. The Portfolio Manager's decision in deployment of the Client's monies is absolute and final and cannot be called in question or be open to review at any time during the currency of the Agreement or any time thereafter except on the ground of malafide, fraud, conflict of interest or gross negligence. This right of the Portfolio Manager shall be exercised strictly in accordance with the relevant Acts, Rules, and Regulations, guidelines and notifications in force from time to time.

Notes:

- Investment under Discretionary Portfolio Management Services will be only as per the applicable SEBI Regulations.
- The un-invested amounts forming part of the Client's assets may at the discretion of the Portfolio Manager be held in cash or deployed in liquid mutual fund schemes and other short term avenues for investment as permitted by SEBI from time to time.

### **Non-Discretionary Portfolio Management Services**

Under these services, the Portfolio Manager will provide the investment and divestment advice to the Client to help the Client make investment decision in relation to the investment products / strategy in which the Client proposes to invest. The recommendations will be in the form of portfolio discussions, proposals and research reports such that the recommendations will provide the rationale for investment decisions (buy or sell or otherwise) of a particular stock, bond or mutual fund or any other security. Moreover, the Portfolio Manager's investment professionals will help the Client to reconstruct his/her portfolio as per the client's investment objectives. The minimum size of the Portfolio under the Non-Discretionary Portfolio Management Services should be Rs. 50 lakhs as per the current Regulations. However, the Portfolio Manager reserves the right to prescribe a higher threshold product-wise or in any other manner at its sole discretion.

Subject to the terms under which such services are being provided, the Portfolio Manager will not have any discretion as to the investments, management and /or divestment of the portfolio of securities or the funds of the Client. The choice as well as the timings of the investment, management or divestment decisions rest solely with the Client. The Portfolio Manager shall solely act on the instructions given by the Client, although the Portfolio Manager may handle

funds/securities on behalf of the Client.

An agreement outlining the details of services including the objectives, rights and responsibilities, fees and expenses, etc. shall be entered into with each Client separately. Under the Non-Discretionary Portfolio Management Services offered to the Clients, the Portfolio Manager may, from time to time, launch products that are structured towards meeting specific needs of Clients. These products would be managed in accordance with the product specifications provided by the Portfolio Manager to the Client.

### **Advisory Services**

The Portfolio Manager will provide advisory portfolio management services, in accordance with the provisions of the Regulations, which shall be in the nature of investment advice and shall include the responsibility of advising on the portfolio strategy and investment and divestment of individual Securities on the Client's Portfolio, for an agreed fee structure, with the decision making being entirely at the Client's discretion.

Sammaan Asset Management Limited(Formerly known as Indiabulls Investment Management Limited) will provide Discretionary and Non-Discretionary Portfolio Management and Advisory services to the following Client category:

<b>Client Category</b>	<b>Nature of Services</b>
Resident Individual, Non-Resident Indian, Resident Corporate, HUFs, Trust societies, association of persons, limited liability partnership and such other persons as may be deemed by the Portfolio Manager to be eligible to avail of the services of the Portfolio Manager	Discretionary/ Non-Discretionary/Advisory
Foreign Portfolio Investors	Discretionary/ Non-Discretionary/Advisory

### **Services offered to Accredited Investors and Large Value Accredited Investors:**

The below regulatory concessions are available to Accredited Investor and Large Value Accredited Investor under SEBI (Portfolio Managers) Regulations, 2020:

<b>Particulars</b>	<b>Applicability</b>
Contents of agreement specified under Schedule IV of SEBI (Portfolio Managers) Regulations, 2020 shall not apply to the agreement between the Portfolio Manager and Large Value Accredited Investor	Large Value Accredited Investor
The requirement of minimum investment amount per Client shall not apply	Accredited Investor
The Portfolio Manager may offer discretionary or non-discretionary or advisory services for investment up to hundred percent of the assets under management in unlisted securities subject to the terms agreed between the Client and the Portfolio Manager	Large Value Accredited Investor

The quantum and manner of exit load applicable to the Client of the Portfolio Manager shall be governed through bilaterally negotiated contractual terms	Large Value Accredited Investor
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The detailed framework for Accredited Investors and Large Value Accredited Investors is available on the website of the Portfolio Manager at <https://www.sammaanamc.com/disclosure-document/>

**4. PENALTIES, PENDING LITIGATIONS OR PROCEEDINGS, FINDINGS OF INSPECTION OR INVESTIGATIONS FOR WHICH ACTION MAY HAVE BEEN TAKEN OR INITIATED BY ANY REGULATORY AUTHORITY.**

(a) All cases of penalties imposed by SEBI or the directions issued by SEBI under the SEBI Act or Rules and Regulations made thereunder	<i>None related to Portfolio Management Services</i>
(b) The nature of the penalty / direction	<i>NA</i>
(c) Penalties imposed for any economic offence and/or for violation of any Securities laws	<i>None</i>
(d) Any pending material litigation/ legal proceedings against the Portfolio Manager /key personnel with separate disclosures regarding pending criminal cases, if any	<i>None</i>
(e) Any deficiency in the systems and operations of the Portfolio Manager observed by the Board or any regulatory agency	<i>None related to Portfolio Management Services</i>
(f) Any enquiry / adjudication proceedings initiated by the Board against the Portfolio Manager or its Directors, Principal Officer or employee or any person directly or indirectly connected with the Portfolio Manager or its Directors, Principal Officer or employee, under the Act or Rules or Regulations made there under.	<i>None related to Portfolio Management Services</i>

## 5. SERVICES OFFERED BY THE PORTFOLIO MANAGER

5.1. Direct on-boarding: Investors have the option to avail the portfolio management services directly from the Portfolio Manager or through empaneled Distributor.. Details and features of our direct offering including applicable management fee and requisite charges is also available our website. Clients can be onboard with the Portfolio Manager directly via application available online or by writing to us at [connect.pms@sammaancapital.com](mailto:connect.pms@sammaancapital.com) on investor service desk.

### 5.2. A. Investment Objective

The objective is to deliver steady, well-balanced returns by investing mainly in residential or mixed-use projects in strong, high-demand markets and actively manage investments to capture growth while protecting investor capital.

### B. Type of Investment Securities

The Portfolio Manager may invest in a wide variety of securities and financial instruments, whether publicly traded or privately placed, including, but not limited to common and preference shares, debt securities, mutual fund units, warrants, bonds, cash and other investment grade fixed income instruments, and as permitted under SEBI PMS Regulations from time to time. The Portfolio Manager may, from time to time, hold any un-invested amount of Funds in cash or deploy the amount in liquid mutual fund schemes.

### 5.3. Portfolio Management – Discretionary

The Portfolio Manager is currently providing the above services in relation to the following Investment Approach. This investment approach is closed for any subscription by the prospective investors. The Portfolio Manager is currently in the process of recovery of investments proceeds.

#### ***INVESTMENT APPROACH: INDIABULLS HIGH YIELD STRATEGY – I (Closed for Subscription)***

#### **Strategy Classification: Debt**

#### **Investment Strategy**

“Indiabulls High Yield Strategy-I” is an investment avenue concentrated towards structured debt instruments secured through underlying debentures, shares, warrants, bonds etc. related investment opportunities. The focus is to construct a portfolio by identifying, researching and investing in high yielding debentures issued by companies / entities related with or in the field of Real estate sector.

Investment Theme – The investment theme of the investment approach is to provide structured

high-yield returns from well-located residential or mixed use projects of quality and well reputed developers who need capital to structure or grow. It will predominantly be growth capital.

While the investment approach has a long-term investment strategy and proposes to benefit from the growth of its Portfolio Entities and receive distributions from them, it may also consider selectively divesting certain Investments depending on prevailing conditions and the asset segment in the interest of Investors.

### **Investment objective**

**To achieve** consistent risk-adjusted returns by making investments in Portfolio Entities using structured instruments.

**To actively manage risk & provide** risk adjusted returns to investors by capturing growth opportunities across well-located real estate projects of quality developers.

### **Investment Philosophy**

Investment philosophy would be guided by:

**Investment Focus** – The investment approach would be focusing on identifying opportunities primarily in residential sector with a focus on short to medium project development cycles. The focus of investment shall be to capture growth opportunities across the lifecycle of the Portfolio Entities through primary, secondary and co-investment opportunities.

**Investment Thesis** – The investment approach will seek to invest in real estate projects which have completed the land acquisition process, either have secured or are in the process of securing regulatory/statutory approvals and/or are in various phases of development.

**Investment Structure** – The investments of the investment approach would be structured in the form of relatively high yielding securities (convertible or non-convertible debentures), and other instruments (including but not limited to mezzanine or equity instruments) issued by the Portfolio Entities with a well-defined exit strategy and target high yielding risk adjusted returns to investors

The Portfolio Manager would endeavor to maintain a consistent performance by maintaining an optimal balance between safety and profitability aspects.

### **Description of Types of securities**

Subject to the PM Regulations, the Portfolio Manager shall invest the Cash in Securities including:

- Equity and equity related securities, convertible stock and preference shares of Indian companies;

- Debentures (convertible and non-convertible), bonds and secured premium notes, swaps, options, futures, securitized debt, tax-exempt bonds, pass through certificates and instruments which are quasi-debt instruments;
- Government and trust securities;
- Units and other instruments of mutual funds;
- Treasury bills;
- Commercial papers, certificate of deposit and other similar money market instruments;
- Derivatives;

#### **Basis of selection of such types of securities as part of the investment approach**

The investment in the above securities will be in accordance with the investment strategy outlined above. Until such time the funds are invested in the Portfolio Companies, the Portfolio Manager may, at its discretion invest the funds in short term investments as permitted under the PM Regulations, units of mutual fund, money market instruments and other forms of permissible securities.

The investment approach would be partnering with developers who have a strong reputation, proven execution record, healthy track record of profitability and rapidly scalable business model in Class X and Class Y cities as defined by Government of India under recommendation of Sixth Central Pay Commission.

The above mentioned securities are illustrative and not exhaustive in nature.

#### **Allocation of portfolio across types of securities**

The investments will be primarily in residential or mixed use projects in geographies with proven market depth, high pent up demand and in projects with medium to low execution risks. The investments will cover primarily residential or mixed use projects in Class X and Class Y cities as defined by Government of India under recommendation of Sixth Central Pay Commission.

#### **Investments in group / associate companies**

The Portfolio Manager will not invest portfolio investments in the Securities of any associates/group companies of the Portfolio Manager.

#### **Indicative Tenure or Investment Horizon**

An investment in the Portfolio Company is expected to have tenure between 36 months to 48 months from the date of the investment.

#### **Appropriate Benchmark to compare performance**

CRISIL Aggressive Credit Debt Term Index (Short Name: CRISIL Credit Index)

#### **Basis for choice of benchmark**

CRISIL Aggressive Credit Debt Term Index (CRISIL Credit Index) tracks the performance of a debt portfolio that includes AA+/AA/AA-/A rated Short & Medium Term bonds. Further, this benchmark is representative of the approach's investment objectives & asset allocation and most suited for comparison for performance of the approach out of the three benchmarks notified by APMI.

### **Risk Associated with Investment Approach**

- (a) **Price-Risk or Interest-Rate Risk**: Fixed income securities such as bonds, debentures and money market instruments run price-risk or interest-rate risk. This risk is associated with movements in interest rates, which depend on various factors such as government borrowing, inflation, economic performance etc. The value of investments will appreciate/depreciate if the interest rates fall/rise. Fixed income investments are subject to the risk of interest rate fluctuations, which may accordingly increase or decrease the rate of return thereon. Generally, when interest rates rise, prices of existing fixed income securities fall and when interest rates drop, such prices increase. The extent of fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of interest rates.
- (b) **Credit Risk**: In simple terms this risk means that the issuer of a debenture/ bond or a money market instrument may default on interest payment or even in paying back the principal amount on maturity. Even where no default occurs, the price of a Security may go down because the credit rating of an issuer goes down.
- (c) **Liquidity or Marketability Risk**: This refers to the ease with which a Security can be sold at or near to its valuation yield-to-maturity (YTM). The primary measure of liquidity risk is the spread between the bid price and the offer price quoted by a dealer. Liquidity risk is today characteristic of the Indian fixed income market.
- (d) **Reinvestment Risk**: Investments in fixed income securities may carry reinvestment risk as interest rates prevailing on the interest or maturity due dates may differ from the original coupon of the bond. Consequently, the proceeds may get invested at a lower rate.
- (e) **Rating Risk**: Different types of debt securities in which the Client invests, may carry different levels and types of risk. Accordingly the risk may increase or decrease depending upon its investment pattern, for instance corporate bonds carry a higher amount of risk than Government securities. Further even among corporate bonds, bonds, which are AA rated, are comparatively more risky than bonds, which are AAA rated.
- (f) **Price volatility Risk**: Debt securities may also be subject to price volatility due to factors such as changes in interest rates, general level of market liquidity and market perception of the creditworthiness of the issuer, among others (market risk). The market for these Securities may be less liquid than that for other higher rated or more widely followed Securities.

#### **5.4. Custodian**

Axis Bank has been appointed as a custodian for safekeeping of Client securities.

#### **5.5. Policy for Investment in Associate / Group Companies and for Conflicts**

The Portfolio Manager may utilize the services of the subsidiary or associate company, in case such an entity is in a position to provide requisite services to the Portfolio Manager. The Portfolio Manager will conduct its business with the aforesaid companies on commercial terms and on arms-length basis and at mutually agreed terms and conditions and to the extent permitted under the Regulations after evaluation of the competitiveness of the pricing offered and the services to be provided by them.

There are no investments in the securities of associates or related parties. The Portfolio Manager will be guided and will adhere to PMS Regulations before investing in equity and debt/hybrid securities of its associates/related parties. Such investments will be made only within the limits prescribed under SEBI/HO/IMD/IMD-POD-1/P/CIR/ 2025/104 dated July 16, 2025.

## **6. RISK FACTORS**

### **6.1. General risks associated with portfolio management services**

- (a) Securities investments are subject to market and other risks and the Portfolio Manager provides no guarantee or assurance that the objectives set out in the Document and/or the Agreement shall be accomplished.
- (b) The Portfolio Manager does not assure that the objectives of any of the Investment Approach will be achieved and investors are not being offered any guaranteed returns. The investments may not be suited to all categories of Investors.
- (c) The value of the Portfolio may increase or decrease depending upon various market forces. Consequently, the Portfolio Manager provides no assurance of any guaranteed returns on the Portfolio.
- (d) Past performances of the Portfolio Manager or of the key personnel of the Portfolio Manager do not guarantee its/their future performance.
- (e) The debt investments and other fixed income securities may be subject to interest rate risk, liquidity risk, credit risk, and reinvestment risk. Liquidity in these investments may be affected by trading volumes, settlement periods and transfer procedures.
- (f) Investment decisions made by the Portfolio Manager may not always be profitable.
- (g) Investments made by the Portfolio Manager are subject to risks arising from the investment objective, investment strategy and asset allocation.
- (h) The names of the strategies/options do not in any manner indicate their prospects or returns.
- (i) The performance of the strategies /options may be adversely affected by the performance of individual companies, changes in the market conditions, macro and micro factors and forces such as interest rate risk, credit risk, liquidity risk and reinvestment risk.
- (j) The market prices of the Securities in the Portfolio may be volatile and may not truly reflect its fundamental or intrinsic value due to the lack of sufficient liquidity for those Securities.
- (k) The investments made by the Portfolio Manager are subject to limited liquidity in the market, settlement risk, impending readjustment of portfolio composition, highly volatile stock markets in India.
- (l) With effect from January 16, 2020, the portfolio manager cannot make investment in unlisted securities under discretionary service offerings. Under non-discretionary and advisory services, the Portfolio Manager may make investments or advise to the extent of 25% of client's AUM in unlisted Securities. This may also expose the Portfolio Manager to an illiquidity scenario since the exit from the Portfolio Entity would have to be a strategic exit.
- (m) Acts of State, or sovereign action, acts of nature, acts of war, civil disturbance are extraneous factors which can impact the Portfolio.

- (n) The Client stands the risk of total loss of value of an asset which forms part of the Portfolio or its recovery only through an expensive legal process due to various factors which by way of illustration include default or non-performance of a third party, Portfolio Entity's refusal to register a Security due to legal stay or otherwise, disputes raised by third parties.
- (o) The Client stands a risk of loss due to lack of adequate external systems for transferring, pricing, accounting and safekeeping or record keeping of Securities. Transfer risk may arise due to the process involved in registering the shares, physical and demat, in the Client's name, while price risk may arise on account of availability of share price from stock exchanges during the day and at the close of the day.
- (p) The portfolio management service is subject to risk arising out of non-diversification. Non-diversified portfolios tend to be more volatile than diversified portfolios. Each Portfolio will be exposed to various risks depending on the investment objective, Investment Approach and the asset allocation. The investment objective, Investment Approach and the asset allocation may differ from Client to Client. However, generally, highly concentrated Portfolios with lesser number of stocks will be more volatile than a Portfolio with a larger number of stocks.
- (q) Changes in applicable law may impact the performance of the Portfolio.
- (r) The Portfolio Manager is neither responsible nor liable for any losses resulting from the Services.
- (s) The Clients may not be able to avail of securities transaction tax credit benefit and/or tax deduction at source (TDS) credit and this may result in an increased incidence of tax on the Clients.
- (t) The arrangement of aggregating funds from various clients and investing them in Securities could be construed as an 'Association of Persons' (AOP) in India under the provisions of the Income-tax Act, 1961 and taxed accordingly
- (u) In case of investments in mutual fund units, the Client shall bear the recurring expenses of the Portfolio Management Services in addition to the expenses of the underlying mutual fund schemes. Hence, the Client may receive lower pre-tax returns compared to what it may receive had it invested directly in the underlying mutual fund schemes in the same proportions.
- (v) Prospective clients should review/ study the Disclosure Document carefully and in its entirety and shall not construe the contents hereof or regard the summaries contained herein as advice relating to legal, taxation, or financial / investment matters and are advised to consult their own professional advisor(s) as to the legal, tax, financial or any other requirements or restrictions relating to the subscription, gifting, acquisition, holding, disposal (sale or conversion into money) of Portfolio and to the treatment of income (if any), capitalisation, capital gains, any distribution, and other tax consequences relevant to their Portfolio, acquisition, holding, capitalisation, disposal (sale, transfer or conversion into money) of Portfolio within their jurisdiction of nationality, residence, incorporation, domicile etc. or under the laws of any jurisdiction to which they or any managed funds to be used to purchase/gift portfolio of securities are subject, and also to determine possible legal, tax, financial or other

consequences of subscribing / gifting, purchasing or holding portfolio of securities before making an investment.

- (w) The market for privately placed securities is limited. The disposal of these securities would entail longer than required amount of time. As a result, the portfolio manager may not be able to sell such securities when it desires to do so or to realise what it perceives to be their fair value in the event of a sale.
- (x) The Portfolio Manager is not responsible or liable for any loss resulting from the operations of the Portfolio Services. All Portfolios under portfolio management are subject to change at any time at the discretion of the Portfolio Manager.
- (y) Investment decisions made by the Portfolio Manager may not always be profitable.
- (z) Investments made by the Portfolio Manager are subject to risks arising from the investment objective, investment strategy and asset allocation.
- (aa) The arrangement of pooling of funds from various clients and investing them in Securities could be construed as an 'Association of Persons' (AOP) in India under the provisions of the Income-tax Act, 1961 and taxed accordingly.
- (bb) The Portfolio Manager shall act in fiduciary capacity in relation to the Client's Funds and shall endeavour to mitigate any potential conflict of interest that could arise while dealing in a manner which is not detrimental to the Client.

## 6.2. **Macro-Economic risks / Market cycles**

- (a) Overall economic slowdown, unanticipated corporate performance, environmental or political problems, changes to monetary or fiscal policies, fall in the value of the currency, changes in government policies and regulations with regard to industry and exports may have direct or indirect impact on the investments, and consequently the growth of the Portfolio.
- (b) The investment made during the boom period and looking favourable may become a loss making proposition during the market recession. Hence there will always be a risk associated with the market cycle.

## 6.3. **Management and Operational risks**

- (a) Reliance on the Portfolio Manager: The success of the portfolio / strategies will depend to a large extent upon the ability of the Portfolio Manager to source, select, complete and realize appropriate investments and also reviewing the appropriate investment proposals. The Portfolio Manager shall have considerable latitude in its choice of Portfolio Entities and the structuring of investments.
- (b) Failure to meet drawdown's by Client: Default of the Client in making drawdown may restrict the Portfolio Manager from making the planned investments in the Portfolio Entities. Such defaults may also cause the portfolio / strategies to breach the investment and payment

obligations towards the Portfolio Entity rendering it liable to pay damages, which may result in material adverse effect on the performance of the Portfolio.

- (c) Deployment risk: After accepting the corpus for management, the Portfolio Manager may not get an opportunity to deploy the same or there may be delay in deployment. In such situation the Clients may suffer opportunity loss.
- (d) Identification of Appropriate Investments: The success of the Portfolio Manager as a whole depends on the identification and availability of suitable investment opportunities and terms. The availability and terms of investment opportunities will be subject to market conditions, prevailing regulatory conditions in India where the Portfolio Manager may invest, and other factors outside the control of the Portfolio Manager. Therefore, there can be no assurance that appropriate investments will be available to, or identified or selected by, the Portfolio Manager.

#### 6.4. **Risk arising out of investment in Associate and Related Party transactions**

- (a) The Portfolio Manager and its employees directly involved in investment operations may trade in securities in their personal accounts which may result in conflict with transactions in any of the Client's portfolio. However, to mitigate the conflict between portfolio investments and personal trades of employees, the Portfolio Manager has implemented the personnel securities transaction guidelines. The employees of the Portfolio Manager are required to abide by the said policy as may be applicable to them. The Portfolio Manager has guidelines for managing conflicts of interest in place to achieve and maintain discipline and transparency in all investment activities and to avoid any potential or actual conflict of interests. Further, all transactions of purchase and sale of securities by portfolio manager and its employees who are directly involved in investment operations shall be disclosed if found having conflict of interest with the transactions in any of the client's portfolio.
- (b) Conflict of Interest: As a manager to domestic alternative investment funds including its employees ("**Interested Party**"), the Portfolio Manager will be subject to inherent conflicts of interest relating to the portfolio management activities conducted by it. The Portfolio Manager may participate in projects and entities on same or different terms as Interested Parties. In such cases, there could be potential conflicts between the interest of the Clients and the Interested Party. Such conflict of interest shall be dealt with in accordance of the Conflict of Interest Policy of the Company. The Portfolio Manager may utilize the services of the Group Companies and / or any associate company established or to be established at a later date, in case such a company is in a position to provide requisite services to the Portfolio Manager. The Portfolio Manager will conduct its business with the aforesaid companies (including their employees or relatives) on commercial terms and on arm's length basis and at mutually agreed terms and conditions and to the extent permitted under SEBI Regulations after evaluation of the competitiveness of the pricing offered and the services to be provided by them.

#### 6.5. **Risks related to investment in debt securities**

- (a) Price-Risk or Interest-Rate Risk: Fixed income securities such as bonds, debentures and money market instruments run price-risk or interest-rate risk. This risk is associated with movements in interest rates, which depend on various factors such as government borrowing, inflation, economic performance etc. The value of investments will appreciate/depreciate if the interest rates fall/rise. Fixed income investments are subject to the risk of interest rate fluctuations,

which may accordingly increase or decrease the rate of return thereon. Generally, when interest rates rise, prices of existing fixed income securities fall and when interest rates drop, such prices increase. The extent of fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of interest rates. Changes in interest rates may affect the returns/ asset value of the liquid/debt scheme of mutual fund in which the Portfolio Manager may invest from time to time. Normally the asset of the liquid scheme increases with the fall in the interest rate and vice versa. Interest rate movement in the debt market can be volatile leading to the possibility of movements up or down in the asset value of the units of the liquid/ debt funds.

- (b) Credit Risk: In simple terms this risk means that the issuer of a debenture/ bond or a money market instrument may default on interest payment or even in paying back the principal amount on maturity. Even where no default occurs, the price of a Security may go down because the credit rating of an issuer goes down. Normally, the value of a fixed income security will fluctuate depending upon the changes in the perceived level of credit risk as well as any actual event of default. The greater the credit risk, the greater the yield required for someone to be compensated for the increased risk.
- (c) Liquidity or Marketability Risk: This refers to the ease with which a Security can be sold at or near to its valuation yield-to-maturity (YTM). The primary measure of liquidity risk is the spread between the bid price and the offer price quoted by a dealer. Liquidity risk is today characteristic of the Indian fixed income market.
- (d) Reinvestment Risk: Investments in fixed income securities may carry reinvestment risk as interest rates prevailing on the interest or maturity due dates may differ from the original coupon of the bond. Consequently, the proceeds may get invested at a lower rate.
- (e) Rating risks: Different types of debt securities in which the Client invests, may carry different levels and types of risk. Accordingly the risk may increase or decrease depending upon its investment pattern, for instance corporate bonds carry a higher amount of risk than Government securities. Further even among corporate bonds, bonds, which are AA rated, are comparatively more risky than bonds, which are AAA rated.
- (f) Price volatility risk: Debt securities may also be subject to price volatility due to factors such as changes in interest rates, general level of market liquidity and market perception of the creditworthiness of the issuer, among others (market risk). The market for these Securities may be less liquid than that for other higher rated or more widely followed Securities.

#### 6.6. **Risks related to investment in Equity securities**

Equity and equity related instruments by nature are volatile and prone to price fluctuations on a daily basis due to macro and micro economic factors. In case of investment in equity and equity related securities, trading volumes, settlement periods and transfer procedures may restrict the liquidity of these investments. Different segments of Indian financial markets have different settlement periods and such periods may be extended significantly by unforeseen circumstances. The inability to make intended securities' purchases due to settlement problems could cause to miss certain investment opportunities. Delays or other problems in settlement of transactions could result in temporary periods when the assets are not invested and no return is earned thereon. The inability to sell securities held, due to the absence of a liquid secondary market, would result

at times, in potential losses to the investors, should there be a subsequent decline in the value of securities held in the portfolio.

- (a) Market risk: Any type of risk due to the market conditions and evolution, such as volatility in the capital markets, interest rates, changes in policies of the Government, taxation laws or any other political and economic development, which may negatively affect the prices of the securities.
- (b) Business risk: Risk related to uncertainty of income caused by the nature of a company's business and having an impact on price fluctuations.
- (c) Liquidity risk: This risk pertains to how saleable a security is in the market or the ease at which a security can be sold at or close to its' quoted or published price/value. Securities that are listed on the stock exchange generally carry lower liquidity risk; the ability to sell these investments is limited by the overall trading volume on the stock exchanges.
- (d) Risk may also arise due to an inherent nature/risk in the stock markets such as, volatility, market scams, circular trading, price rigging, liquidity changes, de-listing of Securities or market closure, relatively small number of scrip's accounting for a large proportion of trading volume among others.

#### **6.7. Risks related to investment Mutual Fund**

- (a) This risk arises from investing in units of mutual funds. Risk factors inherent to equities and debt securities are also applicable to investments in mutual fund units. Further, scheme specific risk factors of each such underlying scheme, including performance of their underlying stocks, derivatives instruments, stock lending, off-shore investments etc., will be applicable in the case of investments in mutual fund units. In addition, events like change in fund manager of the scheme, take over, mergers and other changes in status and constitution of mutual funds, foreclosure of schemes or plans, change in government policies could affect performance of the investment in mutual fund units.
- (b) As with any securities investment, the NAV of the units issued under the schemes can go up or down, depending on the factors and forces affecting the capital markets
- (c) Past performance of the sponsors, asset management company (AMC)/fund does not indicate the future performance of the schemes of the fund
- (d) The Portfolio Manager shall not be responsible for liquidity of the scheme's investments which at times, be restricted by trading volumes and settlement periods. The time taken by the scheme for redemption of units may be significant in the event of an inordinately large number of redemption requests or of a restructuring of the schemes
- (e) The Portfolio Manager shall not responsible, if the AMC/ fund does not comply with the provisions of SEBI (Mutual Funds) Regulations, 1996 or any other circular or acts as amended from time to time. The Portfolio Manager shall also not be liable for any changes in the offer document(s)/scheme information document(s) of the scheme(s), which may vary substantially depending on the market risks, general economic and political conditions in India and other countries globally, the monetary and interest policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally.

- (f) The Portfolio Manager shall not be liable for any default, negligence, lapse error or fraud on the part of the AMC/the fund.
- (g) While it would be the endeavor of the Portfolio Manager to invest in the schemes in a manner, which will seek to maximize returns, the performance of the underlying schemes may vary which may lead to the returns of this portfolio being adversely impacted.

#### **6.8. Risk associated with derivatives instruments**

- (a) The use of derivative requires an understanding not only of the underlying instrument but of the derivative itself. Derivative products are leveraged instruments and can provide disproportionate gains as well as disproportionate losses to the investor. Execution of such strategies depends upon the ability of the Portfolio Manager to identify such opportunities. Identification and execution of the strategies to be pursued by the Portfolio Manager involve uncertainty and decision of Portfolio Manager may not always be profitable. No assurance can be given that the Portfolio Manager will be able to identify or execute such strategies.
- (b) Derivative products are specialized instruments that require investment techniques and risk analysis different from those associated with stocks and bonds. Derivatives require the maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a derivative adds to the portfolio and the ability to forecast price of interest rate movements correctly. The risks associated with the use of derivatives are different from or possibly greater than, the risks associated with investing directly in securities and other traditional investments. Other risks include settlement risk, risk of mispricing or improper valuation and the inability of the derivative to correlate perfectly with underlying assets, rates and indices, illiquidity risk whereby the Portfolio Manager may not be able to sell or purchase derivative quickly enough at a fair price.

#### **6.9. Risk arising out of Non-diversification**

The investment according to investment objective of a Portfolio may result in concentration of investments in a specific security / sector/ issuer, which may expose the Portfolio to risk arising out of non-diversification. Further, the portfolio with investment objective to invest in a specific sector / industry would be exposed to risk associated with such sector / industry and its performance will be dependent on performance of such sector / industry. Similarly, the portfolios with investment objective to have larger exposure to certain market capitalization buckets, would be exposed to risk associated with underperformance of those relevant market capitalization buckets. Moreover, from the style orientation perspective, concentrated exposure to value or growth stocks based on the requirement of the mandate/strategy may also result in risk associated with this factor.

## 7. NATURE OF COSTS AND EXPENSES FOR CLIENTS

The following are indicative types of costs and expenses for clients availing the Discretionary Portfolio Management Services.

All costs, expenses and fees relating to each of the services offered by the Portfolio Manager shall be annexed to the Agreement to be entered into between the Portfolio Manager and the Client, and the agreements in respect of each of the services availed at the time of execution of such agreements. The below mentioned fees, charges and expenses shall be directly debited to the Clients' account as and when the same becomes due for payment.

These fees are charged to Client for Discretionary Portfolio Management Services offered by the Portfolio Manager. The fee may be a fixed charge or a percentage of the quantum of funds managed or may be return based or a combination of any of these. The following is an indicative list:

- (a) Annual management fee: Annual Management fees shall be accrued as a percentage of the daily market/fair value (including unrealized appreciation / depreciation) of the portfolio and shall be payable as per the terms of the Agreement.
- (b) Performance fee: The variable fees shall be linked to the Portfolio performance and shall be charged based on the returns above a certain threshold prescribed in terms of the Agreement and based on "High Water Mark Principle".
- (c) Exit fee: In the event of earlier termination prior to terms of Agreement or partial redemption, an exit fee may be charged and recovered from the Client as per the terms of the Agreement.
- (d) Operating Expense: The fixed operational expenses ("**Operating Expenses**") (annual expenses) shall be accrued as a percentage of the daily market/fair value (including unrealized appreciation / depreciation) of the portfolio and shall be payable as per the terms of the Agreement. The recurring annual Operating Expenses of the Fund shall include but not be limited to the following:
  - i. *Custodian / Depository Fees*  
*The charges relating to opening and operation of dematerialised accounts, custody and transfer charges for shares, bonds and units, dematerialisation, rematerialisation and other charges in connection with the operation and management of the depository/custody accounts.*
  - ii. *Registrar and transfer agent fee*  
Charges payable to registrar and transfer agents in connection with effecting transfer of securities and bonds including stamp charges, cost of affidavits, notary charges, postage stamp and courier charges.
  - iii. *Brokerage and transaction costs*  
The brokerage charges and other charges like service charge, stamp duty, transaction costs including bank charges, securities transaction tax, turnover tax, exit and entry loads on the purchase and sale of securities or any other tax levied by statutory authorities on purchase and sale of securities. The investments would be usually done through registered members of the stock exchange. Brokerage would be as per the actual, charged by the broker.

*iv. Certification and professional charges*

Charges payable for outsourced professional services like accounting, valuation, due-diligence, rating, trustee fee, periodic project appraisals, taxation and legal services, notarisations, etc. for certifications, attestations required by bankers or regulatory authorities.

*v. Bank and Depository charges*

For availing the Discretionary Portfolio Management Service, the Clients may have to open bank account and demat account and in this regard the Clients will have to pay charges as per schedule of charges forming part of the account opening forms signed by them.

*vi. Incidental Expenses*

Charges in connection with the courier expenses, stamp duty, service tax, postal, telegraphic, opening and operation of bank accounts, expenses pertaining to storage/retrieval of documents, legal fees, costs incurred for instituting or defending legal suits, audit fees, out of pocket expenses etc.

**Charges are summarized herewith for your kind consideration:**

<b>Type of Charges</b>	<b>Indiabulls High Yield Strategy-I</b>
Setup Fee (One time)	Not applicable since January 16, 2020
Annual Management Fee	2% per annum plus taxes
Performance Fee	Not Applicable
Operating Expense	Upto 0.50% p.a. (at actuals)
Exit Fee	3% if exited within 12 months 2% if exited during 12-24 months 1% if exited during 24-36 months Nil if exited after 36 months

## 8. TAXATION

### 8.1. General

The following information is based on the tax laws in force in India as of the date of this Disclosure Document and reflects the Portfolio Manager's understanding of applicable provisions. The tax implications for each Client may vary significantly based on residential status and individual circumstances. As the information provided is generic in nature, Clients are advised to seek guidance from their own tax advisors or consultants regarding the tax treatment of their income, losses, and expenses related to investments in the portfolio management. . The Client is responsible for meeting advance tax obligations as per applicable laws.

### 8.2. Tax deducted at source

In the case of resident clients, the income arising by way of dividend, interest on securities, income from units of mutual fund, etc. from investments made in India are subject to the provisions of tax deduction at source (TDS). Residents without Permanent Account Number (PAN) are subjected to a higher rate of TDS.

In the case of non-residents, any income received or accrues or arises; or deemed to be received or accrue or arise to him in India is subject to the provisions of tax deduction at source under the IT Act. The authorized dealer is obliged and responsible to make sure that all such relevant compliances are made while making any payment or remittances from India to such non-residents. Also, if any tax is required to be withheld on account of any future legislation, the Portfolio Manager shall be obliged to act in accordance with the regulatory requirements in this regard. Non-residents without PAN or tax residency certificate (TRC) of the country of his residence are currently subjected to a higher rate of TDS.

The Finance Act, 2021 introduced a special provision to levy higher rate for TDS for the residents who are not filing income-tax return in time for previous two years and aggregate of TDS is INR 50,000 or more in each of these two previous years. This provision of higher TDS is not applicable to a non-resident who does not have a permanent establishment in India and to a resident who is not required to furnish the return of income.

### 8.3. Long term capital gains

Where investment under portfolio management services is treated as investment, the gain or loss from transfer of Securities shall be taxed as capital gains under section 45 of the IT Act.

#### Period of Holding

The details of period of holding for different capital assets for the purpose of determining long term or short term capital gains are explained hereunder:

Securities	Position upto 22 July 2024 Period of Holding	Position on or after 23 July 2024 Period of Holding	Characterization
Listed Securities (other than unit) and unit of equity	More than twelve (12) months	More than twelve (12) months	Long-term capital asset

oriented mutual funds, unit of UTI, zero coupon bonds	Twelve (12) months or less	Twelve (12) months or less	Short-term capital asset
Unlisted shares of a company	More than twenty-four (24) months	More than twenty-four (24) months	Long-term capital asset
	Twenty-four (24) or less	Twenty-four (24) or less	Short-term capital asset
Other Securities (other than Specified Mutual Fund or Market Linked Debenture acquired on or after 1 April 2023; or unlisted bond or unlisted debenture)	More than Thirty-six (36) months	More than twenty-four (24) months	Long-term capital asset
	Thirty-six (36) months or less	Twenty-four (24) or less	Short-term capital asset
Specified Mutual Fund or Market Linked Debenture acquired on or after 1 April 2023	Any period	Any period	Short-term capital asset
Unlisted bond or unlisted debenture	More than 36 months		Long-term capital asset
	36 months or less	Any period	Short-term capital asset

- **Definition of Specified Mutual Fund:**

Before 1st April 2025:

*“Specified Mutual Fund” means a Mutual Fund by whatever name called, where not more than thirty-five per cent of its total proceeds is invested in the equity shares of domestic companies.*

On and after 1st April 2025:

*“Specified Mutual Fund” means, —*

*(a) a Mutual Fund by whatever name called, which invests more than sixty-five per cent. of its total proceeds in debt and money market instruments; or*

*(b) a fund which invests sixty-five per cent. or more of its total proceeds in units of a fund referred to in sub-clause (a).*

- **Definition of debt and money market instruments:**

*“debt and money market instruments” shall include any securities, by whatever name called, classified or regulated as debt and money market instruments by the Securities and Exchange Board of India.*

- **Definition of Market Linked Debenture:**

*“Market Linked Debenture” means a security by whatever name called, which has an underlying principal component in the form of a debt security and where the returns are linked to the market returns on other underlying securities or indices, and includes any security classified or regulated as a market linked debenture by SEBI.*

- The STT rates applicable on sale/ purchase of various securities for your ease of reference:

Transactions/Particulars	Payable by	Rates (in %)
Delivery based purchase transaction in equity shares entered into in a recognized stock exchange	Purchaser	0.1
Delivery based purchase transaction in units of equity oriented fund entered into in a recognized stock exchange	Purchaser	Nil
Delivery based sale transaction in equity shares entered in a recognized stock exchange	Seller	0.1
Delivery based sale transaction in units of equity oriented fund entered into in a recognized stock exchange	Seller	0.001
Non-delivery based sale transaction in equity shares or units of equity oriented fund entered in a recognised stock exchange	Seller	0.025
Transaction for sale of futures in securities	Seller	0.02
Transaction for sale of an option in securities	Purchaser	0.1
Transaction for sale of an option in securities, where the option is exercised	Purchaser	0.125 (of the difference between the strike price and settlement price of the option)
Sale of units of an equity oriented fund to the mutual fund	Seller	0.001
Sale of unlisted equity shares by any holder of such shares under an offer for sale to the public included in an IPO and where such shares are subsequently listed on a recognised stock exchange	Seller	0.2

- **For listed equity shares in a domestic company or units of equity oriented fund or business trust**

The Finance Act 2018 changed the method of taxation of long-term capital gains from transfer of listed equity shares and units of equity oriented fund or business trust.

As per section 112A of the IT Act, long term capital gains exceeding INR 1.25 lakh arising on transfer of listed equity shares in a company or units of equity-oriented fund or units of a business trust is taxable 12.5% without giving benefit of indexation and foreign exchange fluctuation benefit. Further, to avail such concessional rate of tax, STT should also have been paid on acquisition of listed equity shares, unless the listed equity shares have been acquired through any of the notified modes not requiring to fulfil the pre-condition of chargeability to STT and transfer of such listed equity shares and on transfer of units of equity oriented fund or units of a business trust. The Central Government has issued notification<sup>1</sup> specifying the nature of transactions on which condition in relation to payment of STT at the time of acquisition should not apply

Long term capital gains arising on transaction undertaken on a recognized stock exchange located in any International Financial Services Centre and consideration is paid or payable in foreign currency, where STT is not chargeable, is also taxed at a rate of 12.5% This benefit is available to all assessees.

The long term capital gains arising from the transfer of such Securities shall be calculated without indexation. In computing long term capital gains, the cost of acquisition (COA) is an item of deduction from the sale consideration of the shares. To provide relief on gains already accrued upto 31 January 2018, a mechanism has been provided to "step up" the COA of Securities. Under this mechanism, COA is substituted with FMV, where sale consideration is higher than the FMV. Where sale value is higher than the COA but not higher than the FMV, the sale value is deemed as the COA.

Specifically in case of long term capital gains arising on sale of shares or units acquired originally as unlisted shares/units upto 31 January 2018, COA is substituted with the "indexed COA" (instead of FMV) where sale consideration is higher than the indexed COA. Where sale value is higher than the COA but not higher than the indexed COA, the sale value is deemed as the COA. This benefit is available only in the case where the shares or units, not listed on a recognised stock exchange as on the 31 January 2018, or which became the property of the assessee in consideration of share which is not listed on such exchange as on the 31 January 2018 by way of transaction not regarded as transfer under section 47 (e.g. amalgamation, demerger), but listed on such exchange subsequent to the date of transfer, where such transfer is in respect of sale of unlisted equity shares under an offer for sale to the public included in an initial public offer.

"Equity oriented fund" has been defined to mean a fund set up under a scheme of a mutual fund specified under clause (23D) of section 10 and, —

- in a case where the fund invests in the units of another fund which is traded on a recognised stock exchange, —
  - i. a minimum of ninety per cent of the total proceeds of such fund is invested in the units of such other fund; and
  - ii. such other fund also invests a minimum of ninety per cent of its total proceeds in the equity shares of domestic companies listed on a recognised stock exchange; and
- in any other case, a minimum of sixty-five per cent of the total proceeds of such fund is invested in the equity shares of domestic companies listed on a recognised stock exchange;
  - i. The CBDT has clarified that 10% withholding tax will be applicable only on dividend income distributed by mutual funds and not on gain arising out of redemption of units.
  - ii. No deduction under Chapter VI-A or rebated under Section 87A will be allowed from the above long term capital gains.

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<sup>1</sup> Notification No. 60/2018/F.No 370142/9/2017-TPL dated 1 October 2018

The CBDT has clarified that 10% withholding tax will be applicable only on dividend income distributed by mutual funds and not on gain arising out of redemption of units.

No deduction under Chapter VI-A or rebated under Section 87A will be allowed from the above long term capital gains.

- **For other capital assets (securities and units) in the hands of resident of India**

Long-term capital gains in respect of capital asset (all securities and units other than listed shares and units of equity oriented mutual funds and business trust) are chargeable to tax at the rate of 12.5% (without indexation benefits) plus applicable surcharge and education cess, as applicable.

- **For capital assets in the hands of Foreign Portfolio Investors (FPIs)**

Long term capital gains, arising on sale of debt Securities, debt oriented units (other than units purchased in foreign currency and capital gains arising from transfer of such units by offshore funds referred to in section 115AB) are taxable at the rate of 10% under Section 115AD of the IT Act. This tax rate has been increased from 10% to 12.5% with effect from 23 July 2024. Such gains would be calculated without considering benefit of (i) indexation for the COA and (ii) determination for capital gain/loss in foreign currency and reconversion of such gain/loss into the Indian currency.

Long term capital gains, arising on sale of listed shares in the company or units of equity oriented funds or units of business trust and subject to conditions relating to payment of STT, are taxable at 12.5%.

- **For other capital asset in the hands of non-resident Indians**

Under section 115E of the IT Act, any income from investment or income from long-term capital gains of an asset other than specified asset as defined in Section 115C (specified assets include shares of Indian company, debentures and deposits in an Indian company which is not a private company and Securities issued by Central Government or such other Securities as notified by Central Government) is chargeable at the rate of 20%. Income by way long-term capital gains of the specified asset is, however, chargeable at the rate of 12.5% plus applicable surcharge and cess (without benefit of indexation and foreign currency fluctuation).

#### 8.4. **Short term capital gains**

Section 111A of the IT Act provides that short-term capital gains arising on sale of listed equity shares of a company or units of equity oriented fund or units of a business trust are chargeable to income tax at a concessional rate of 20% plus applicable surcharge and cess, provided such transactions are entered on a recognized stock exchange and are chargeable to Securities Transaction Tax (STT).. However, the above shall not be applicable to transaction undertaken on a recognized stock exchange located in any International Financial Services Centre and where the consideration for such transaction is paid or payable in foreign currency. Further, Section 48 provides that no deduction shall be allowed in respect of STT paid for the purpose of computing Capital Gains.

Short term capital gains in respect of other capital assets (other than listed equity shares of a company or units of equity oriented fund or units of a business trust) are chargeable to tax as per the relevant slab rates or fixed rate, as the case may be.

The Specified Mutual Funds or Market Linked Debentures acquired on or after 1 April 2023 will be treated as short term capital asset irrespective of period of holding as per Section 50AA of the IT Act. The unlisted bonds and unlisted debentures have been brought within the ambit of Section 50AA of the IT Act with effect from 23 July 2024.

#### 8.5. Profits and gains of business or profession

If the Securities under the portfolio management services are regarded as business/trading asset, then any gain/loss arising from sale of such Securities would be taxed under the head “Profits and Gains of Business or Profession” under section 28 of the IT Act. The gain/ loss is to be computed under the head “Profits and Gains of Business or Profession” after allowing normal business expenses (inclusive of the expenses incurred on transfer) according to the provisions of the IT Act.

The dividend income on shares and income distributed on units of mutual funds may be categorized as ‘Business Income’ or ‘Income from Other Sources’.

The dividends distributed by domestic companies should be taxed directly in the hands of the shareholders at the tax rates applicable to them. Further, the taxpayer can claim a deduction of interest expenditure only under section 57 of the ITA which shall be restricted to 20% of the gross dividend income.

Distributions of income by Mutual Funds to unitholders will be taxed directly in the hands of the unitholders of the mutual fund at the tax rates applicable to them. Further, the taxpayer can claim a deduction of interest expenditure only under section 57 of the ITA which shall be restricted to 20% of the gross income distributions received by the unitholders.

Interest income arising on Securities could be characterized as ‘Income from other sources’ or ‘business income’ depending on facts of the case. Any expenses incurred to earn such interest income should be available as deduction, subject to the provisions of the IT Act.

STT paid on securities held as business assets would be allowable as a deduction under section 36(1)(xv) of the IT Act, subject to the condition that such income from taxable securities transactions is included under the head ‘profits and gains of business or profession’.

Business income is chargeable to tax at the following rates:

Assessee	% of Income Tax
Individuals, HUFs, Association of Persons *	Applicable Slab Rate
Partnership Firms, including Limited Liability Partnerships ('LLPs') & Indian Corporates**	30%
Foreign Companies	35%

\* The slab rates for individuals / HUF / AOP / BOI for the financial year 2025-26 are as follows:

Total Income	Tax rates (excluding surcharge and cess)
Up to INR 2,50,000^	Nil
From INR 2,50,001 to INR 5,00,000	5%
From INR 5,00,001 to INR 10,00,000	20%

<b>INR 10,00,001 and above</b>	<b>30%</b>
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^In case of a resident individual of the age of 60 years or more but less than 80 years, the basic exemption limit is INR 3,00,000. In case of a resident individual of the age of 80 years or more, the basic exemption limit is INR 5,00,000.

The section 115BAC (new tax regime) is applicable to individuals, HUFs, AOP and BOI. The new tax regime under section 115BAC of the Act should be considered as a default tax regime in the income-tax returns going forward. If a taxpayer opts to pay taxes under the new regime, specified deductions and exemptions shall not be available to such taxpayers. The slab rates specified under section 115BAC are as under:

<b>Total Income</b>	<b>Tax rates (excluding surcharge and cess)</b>
Up to INR 4,00,000	Nil
From INR 4,00,001 to INR 8,00,000	5%
From INR 8,00,001 to INR 12,00,000	10%
From INR 12,00,001 to INR 16,00,000	15%
From INR 16,00,001 to INR 20,00,000	20%
From INR 20,00,001 to INR 24,00,000	25%
Above INR 24,00,000	30%

\*\*A tax rate of 25% (plus applicable surcharge and health and education cess) is applicable for the financial year 2025-26 in the case of domestic companies having total turnover or gross receipts not exceeding Rs. 400 crores in the financial year 2024-25. Domestic companies may opt for a lower tax rate of 22% (plus fixed surcharge at the rate of 10% and health and education cess) (as per section 115BAA of the Act), subject to fulfillment of prescribed conditions. Further, new domestic manufacturing companies may opt for a lower tax rate of 15% (plus fixed surcharge at the rate of 10% and health and education cess) (as per section 115BAB of the Act), subject to fulfillment of prescribed conditions.

Unless specifically stated, the income-tax rates specified above and elsewhere in this document are exclusive of the applicable surcharge and health and education cess.

The rates of surcharge applicable for financial year 2025-26 are given below:

Type of Investor	Surcharge* rate as a % of income-tax					
	If income is less than Rs. 50 lakhs	If income exceeds Rs. 50 lakhs but less than Rs. 1 crore	If income exceeds Rs. 1 crore but less than Rs. 2 crores	If income exceeds Rs. 2 crore but less than Rs. 5 crores	If income exceeds Rs. 5 crores but less than Rs. 10 crores	If income exceeds Rs. 10 crores
Individual, HUF, AOP (in respect of dividend income from domestic companies, income arising in the nature of long-term capital gains on transfer of capital assets and income on which tax is payable in accordance with section 111A of the Act)	Nil	10%	15%			
Individual, HUF, AOP (in respect of income other than dividend income from domestic companies, income arising in the nature of long term capital gains on transfer of capital assets and income on	Nil	10%	15%	25%	37% (Refer Note 1)	

which tax is payable in accordance with section 111A of the Act)					
Partnership Firm (including LLP)	Nil	Nil	12%		
Domestic Company (income other than income chargeable to tax under section 115BAA and section 115BAB)	Nil	Nil	7%		12%
Domestic Company (paying taxes under section 115BAA and section 115BAB)	10%				
Foreign Company	Nil	Nil	2%		5%

\* Additionally, health and education cess is leviable @ 4% on the income tax and surcharge as computed above.

Note 1: Under the default tax regime i.e. as per Section 115BAC of the IT Act, maximum surcharge applicable to an individual, HUF, AOP, BOI shall be restricted to 25%. If the assessee opts not to be governed by the default tax regime, then the surcharge rate of 37% shall apply for income exceeding INR 5 crore.

#### 8.6. Losses under the head capital gains/business income

In terms of section 70 read with section 74 of the IT Act, short term capital loss arising during a year can be set-off against short term as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during the subsequent 8 assessment years. A long-term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during the subsequent 8 assessment years.

Business loss is allowed to be carried forward for 8 assessment years and the same can be set off against any business income.

#### 8.7. **General Anti Avoidance Rules (GAAR)**

GAAR may be invoked by the Indian income-tax authorities in case arrangements are found to be impermissible avoidance arrangements. A transaction can be declared as an impermissible avoidance arrangement, if the main purpose of the arrangement is to obtain a tax benefit and which satisfies one of the 4 (four) below mentioned tainted elements:

- The arrangement creates rights or obligations which are ordinarily not created between parties dealing at arm's length;
- It results in directly / indirectly misuse or abuse of the IT Act;
- It lacks commercial substance or is deemed to lack commercial substance in whole or in part; or
- It is entered into, or carried out, by means, or in a manner, which is not normally employed for bona fide purposes.

In such cases, the tax authorities are empowered to reallocate the income from such arrangement, or recharacterize or disregard the arrangement. Some of the illustrative powers are:

- Disregarding or combining or recharacterising any step in, or a part or whole of the arrangement;
- Ignoring the arrangement for the purpose of taxation law;
- Relocating place of residence of a party, or location of a transaction or situation of an asset to a place other than provided in the arrangement;
- Looking through the arrangement by disregarding any corporate structure; or
- Recharacterising equity into debt, capital into revenue, etc.

The GAAR provisions would override the provisions of a treaty in cases where GAAR is invoked. The necessary procedures for application of GAAR and conditions under which it should not apply, have been enumerated in Rules 10U to 10UC of the Income-tax Rules, 1962. The Income-tax Rules, 1962 provide that GAAR should not be invoked unless the tax benefit in the relevant year does not exceed INR 3 crores.

On 27 January 2017, the CBDT has issued clarifications on implementation of GAAR provisions in response to various queries received from the stakeholders and industry associations. Some of the important clarifications issued are as under:

- Where tax avoidance is sufficiently addressed by the Limitation of Benefit Clause (LOB) in a tax treaty, GAAR should not be invoked.
- GAAR should not be invoked merely on the ground that the entity is located in a tax efficient jurisdiction.
- GAAR is with respect to an arrangement or part of the arrangement and limit of INR 3 crores cannot be read in respect of a single taxpayer only.

The provisions of Multilateral Instrument signed by India are applicable with effect from 1 April 2020 to many Indian Tax Treaties. The MLI provisions, among others, have introduced the concepts of Principal Purpose Test, Simplified Limitation on Benefits provisions and other anti-abuse provisions, as applicable, relating to Tax Treaty entitlement, whereby Tax Treaty benefit can be denied by the Indian Revenue authorities with respect to any arrangement or transaction entered into by a taxpayer under certain circumstances.

## 8.8. **FATCA Guidelines**

According to the Inter-Governmental Agreement read with the Foreign Account Tax Compliance Act (FATCA) provisions and the Common Reporting Standards (CRS), foreign financial institutions in India are required to report tax information about US account holders and other account holders to the Indian Government. The Indian Government has enacted rules relating to FATCA and CRS reporting in India. A statement is required to be provided online in Form 61B for every calendar year by 31 May. The reporting financial institution is expected to maintain and report the following information with respect to each reportable account:

- a) the name, address, taxpayer identification number and date and place of birth;
- b) where an entity has one or more controlling persons that are reportable persons:
  - i. the name and address of the entity, TIN assigned to the entity by the country of its residence; and
  - ii. the name, address, date of birth, place of birth of each such controlling person and TIN assigned to such controlling person by the country of his residence.
- c) account number (or functional equivalent in the absence of an account number);
- d) account balance or value (including, in the case of a cash value insurance contract or annuity contract, the cash value or surrender value) at the end of the relevant calendar year; and
- e) the total gross amount paid or credited to the account holder with respect to the account during the relevant calendar year.

The reporting financial institution may, where required, obtain additional information or documentation to comply with FATCA/CRS obligations.

Further, it also provides for specific guidelines for conducting due diligence of reportable accounts, viz. US reportable accounts and other reportable accounts (i.e. under CRS).

## 8.9. **Goods and Services Tax on services provided by the portfolio manager**

Goods and Services Tax (GST) will be applicable on services provided by the Portfolio Manager to its Clients. Accordingly, GST at the rate of 18% would be levied on fees if any, payable towards portfolio management fee.

## 8.10. **Minimum Alternate Tax/Alternate Minimum Tax:**

The income on the transfer of equity shares /units of Mutual Fund by a company would be taken into account in computing the book profits and Minimum Alternate Tax, if any, under section 115JB of the IT Act Vide the Finance Act, 2015, income of a foreign company in respect of capital gains on transactions in securities (as defined under Securities Contract Regulation Act), interest, royalty and fees for technical services (as well as corresponding expenses) are to be excluded while computing income under minimum alternate tax (MAT) provisions, if tax payable thereon is less than 15%.

The taxable income on transfer of equity shares/ mutual fund units would be taken into account in computing the Adjusted Total Income and Alternate Minimum Tax, if any, under section 115JC of the Act.

It has been clarified vide the Finance Act, 2016 that MAT provisions should not be applicable to a foreign company with retrospective effect from financial year 2001-2002, if:

- it is resident of a country with which India has a DTAA, and it does not have a permanent establishment in India, in accordance with the provisions of the relevant DTAA; or
- it is resident of a country with which India does not have a DTAA, and it is not required to seek registration under Indian corporate laws.

#### 8.11. Additional income-tax on buy-back of shares by domestic companies:

As per sub-clause (f) in section 2(22) of the IT Act, wherein the gross proceeds received by a taxpayer on buyback of shares (undertaken in accordance with provisions of the Companies Act, 2013) is proposed to be taxed in the hands of the shareholder as 'deemed dividend'. Further, the tax on such buyback of shares is applicable on gross proceeds irrespective of whether the company has accumulated profits or not in its books of accounts. Further, no deduction for expenses shall be available against such deemed dividend income on account of Buy-back of shares.

Further, where the shareholder receives any consideration under section 2(22)(f) of the IT Act from any company, in respect of any buy-back of shares, then for the purposes of this section, the value of consideration received by the shareholder shall be deemed to be Nil under section 46A of the IT Act. The cost of acquisition of such buyback shares to be treated as capital loss and such loss may be carried forward to future years for set off in accordance with the provisions of the IT Act. The period of holding is to be considered from the date of acquisition/allotment till the disposal of buyback shares.

#### 8.12. Special Provisions relating to Avoidance of Tax:

##### *Dividend stripping*

Under section 94(7) of the IT Act, loss arising on sale of securities or units, which are bought within three months of the record date and (i) sold or transferred such securities within a period of three months after record date, or (ii) such unit within a period of nine months after such record date, shall be ignored for the purpose of computing income chargeable to tax to the extent of exempt income received or receivable on such Securities / Units.

Record date means the date as may be fixed by—

- (i) a company for the purposes of entitlement of the holder of the securities to receive dividend; or
- (ii) a Mutual Fund or the Administrator of the specified undertaking or the specified company as referred to in the Explanation to clause (35) of section 10, for the purposes of entitlement of the holder of the units to receive income, or additional unit without any consideration, as the case may be.

##### *Bonus stripping*

Under section 94(8) of the IT Act, for units purchased within a period of three months prior to the record date of entitlement of bonus and sold within a period of nine months after this date the loss arising on the transfer of the original units (while continuing to hold the additional bonus units) shall be ignored for the purpose of computing the income chargeable to tax.

The amount of loss so ignored shall be deemed to be the cost of purchase / acquisition of the additional units as are held by the Assessee on the date of such sale or transfer.

As per the Act, the above provision is applicable to securities including units of business trusts and AIF.

**8.13. Deduction of tax at source on payment of certain sum for purchase of goods:**

Section 194Q of the IT Act states that a buyer who is responsible for paying any sum to any resident seller for purchase of any goods of the value or aggregate of such value exceeding INR 50 lakhs in any previous year, shall, at the time of credit of such sum to the account of the seller or at the time of payment thereof by any mode, whichever is earlier, deduct an amount equal to 0.1% of such sum exceeding INR 50 lakhs as income-tax.

For the purpose of this clause, the term "buyer" means a person whose total sales, gross receipts or turnover from the business carried on by him exceed INR 10 crore during the financial year immediately preceding the financial year in which the purchase of goods is carried out, not being a person, as the Central Government may, by notification in the Official Gazette, specify for this purpose, subject to such conditions as may be specified therein.

The section further provides that if any sum is credited to any account, whether called "suspense account" or by any other name, in the books of the buyer liable to pay such income, such credit of income shall be deemed to be the credit of such income to the account of the payee (i.e. seller) and the provisions of this section shall apply accordingly

The provisions of this section shall not apply to a transaction on which—

- (a) tax is deductible under any of the provisions of this Act; and
- (b) tax is collectible under the provisions of section 206C

Central Board of Direct Taxes ("CBDT"), in order to clarify on the applicability of the provisions of section 194Q of the ITA on transactions carried through various stock exchanges, issued a circular dated 30 June 2021. Per the said circular, it was clarified that the provisions of section 194Q should not be applicable to transactions in securities traded through recognized stock exchange or cleared and settled by the recognized clearing corporation.

**8.14. Residency of foreign companies.**

A foreign company is to be considered to be resident in India, if its place of effective management ('POEM') is in India at any time during the year.

The term 'place of effective management' has been explained to mean a place where key management and commercial decisions that are necessary for the conduct of the business of an entity as a whole are, in substance made.

The CBDT has, vide Circular No. 8/2017 dated 23 February 2017 clarified that the POEM test shall not apply to a company having turnover or gross receipts of Rs. 50 crores or less in a financial year.

#### 8.15. Gift Tax

Under section 56(2)(x) of the IT Act, receipt of shares and securities without consideration or without adequate consideration, the difference (if exceeding fifty thousand rupees) between the aggregate FMV and such consideration are taxable as income in the hands of any person being recipient of such shares and securities.

Furthermore, the above provision of section 56(2)(x) of the IT Act shall not apply to any shares and securities received by the donee:

- a) From any relative; or
- b) On the occasion of the marriage of the individual; or
- c) Under a will or by way of inheritance; or
- d) In contemplation of the death of the payer or donor, as the case may be; or
- e) From any local authority as defined in the Explanation to clause (20) of section 10 of the Act; or
- f) From any fund or foundation or university or other educational institution or hospital or other medical institution or any trust or institution referred to in clause (23C) of section 10 of the Act; or
- g) From any trust or institution registered under section 12A or section 12AA or section 12AB of the Act;
- h) by any fund or trust or institution or any university or other educational institution or any hospital or other medical institution referred to in sub-clause (iv) or sub-clause (v) or sub-clause (vi) or sub-clause (via) of clause (23C) of section 10; or
- i) transaction not regarded as transfer under clause (i)(iv),(v), (vi), (via), (viaa), (vib), (vic), (vica), (vicb), (vid), (vii),(vii ac),(viiad),(vii ae),(vii af) of section 47.
- j) from an individual by a trust created or established solely for the benefit of relative of the individual.

The term 'relative' shall mean:

- (A) In the case of an Individual -
  - i. The spouse of the individual
  - ii. The brother or sister of the individual

- iii. The brother or sister of the spouse of the individual
  - iv. The brother or sister of either of the parents of the individual
  - v. Any lineal ascendant or descendant of the individual
  - vi. Any lineal ascendant or descendant of the spouse of the individual
- The spouse of the person referred to in clauses (ii) to (vi), and

(B) In the case of a HUF, any member thereof

**8.16. Fair market value deemed to be full value of consideration in certain cases:**

As per section 50CA of the Act, where the consideration for transfer of shares of a company (other than quoted shares) is less than the fair market value of such share determined in the prescribed manner, the fair market value shall be deemed to be the full value of consideration for the purposes of computing income under the head 'Capital gains'. The rules in this regard have been prescribed vide Notification No. 61 /2017 dated July 12, 2017.

**8.17. Advance tax obligations:**

It will be the responsibility of the Client/ the Investor to meet the advance tax obligation installments payable on the due dates specified under the Income-tax law.

*Disclaimer: The tax information provided above is generic in nature and the actual tax implications for each client could vary substantially from what is mentioned above, depending on residential status, the facts and circumstances of each case. The Client would therefore be best advised to consult his or her tax advisor/consultant for appropriate advice on the tax treatment of his/her income or loss and the expenses incurred by him/her as a result of his/her investment in the PMS offered by the Portfolio Manager.*

## 9. ACCOUNTING POLICY / VALUATIONS

Following accounting policies are followed for the portfolio investments of the Client:

### Client Accounting

- 1) The Portfolio Manager shall maintain a separate Portfolio record in the name of the Client in its book for accounting the assets of the Client and any receipt, income in connection therewith as provided under Regulations. Proper books of accounts, records, and documents shall be maintained to explain transactions and disclose the financial position of the Client's Portfolio at any time.
- 2) The books of account of the Client shall be maintained on an historical cost basis.
- 3) Transactions for purchase or sale of investments shall be recognised as of the trade date and not as of the settlement date, so that the effect of all investments traded during a Financial Year are recorded and reflected in the financial statements for that year.
- 4) All expenses will be accounted on due or payment basis, whichever is earlier.
- 5) The cost of investments acquired or purchased shall include brokerage, stamp charges and any charges customarily included in the broker's contract note. In respect of privately placed debt instruments any front-end discount offered shall be reduced from the cost of the investment. Sales are accounted based on proceeds net of brokerage, stamp duty, transaction charges and exit loads in case of units of mutual fund. Securities transaction tax, demat charges and Custodian fees on purchase/ sale transaction would be accounted as expense on receipt of bills. Transaction fees on unsettled trades are accounted for as and when debited by the Custodian.
- 6) Tax deducted at source (TDS) shall be considered as withdrawal of portfolio and debited accordingly.

### Recognition of portfolio investments and accrual of income

- 7) In determining the holding cost of investments and the gains or loss on sale of investments, the "first in first out" (FIFO) method will be followed.
- 8) Unrealized gains/losses are the differences, between the current market value/NAV and the historical cost of the Securities. For derivatives and futures and options, unrealized gains and losses will be calculated by marking to market the open positions.
- 9) Dividend on equity shares and interest on debt instruments shall be accounted on accrual basis. Further, mutual fund dividend shall be accounted on receipt basis.
- 10) Bonus shares/units to which the security/scrip in the portfolio becomes entitled will be recognized only when the original share/scrip on which bonus entitlement accrues are traded on the stock exchange on an ex-bonus basis.
- 11) Similarly, right entitlements will be recognized only when the original shares/security on which the right entitlement accrues is traded on the stock exchange on the ex-right basis.

- 12) In respect of all interest-bearing Securities, income shall be accrued on a day-to-day basis as it is earned.
- 13) Where investment transactions take place outside the stock exchange, for example, acquisitions through private placement or purchases or sales through private treaty, the transactions shall be recorded, in the event of a purchase, as of the date on which the scheme obtains an enforceable obligation to pay the price or, in the event of a sale, when the scheme obtains an enforceable right to collect the proceeds of sale or an enforceable obligation to deliver the instruments sold.

#### **Valuation of portfolio investments**

- 14) Investments in listed equity shall be valued at the last quoted closing price on the stock exchange. When the Securities are traded on more than one recognised stock exchange, the Securities shall be valued at the last quoted closing price on the stock exchange where the security is principally traded. It would be left to the portfolio manager to select the appropriate stock exchange, but the reasons for the selection should be recorded in writing. There should, however, be no objection for all scrips being valued at the prices quoted on the stock exchange where a majority in value of the investments are principally traded. When on a particular valuation day, a security has not been traded on the selected stock exchange, the value at which it is traded on another stock exchange may be used. When a security is not traded on any stock exchange on a particular valuation day, the value at which it was traded on the selected stock exchange or any other stock exchange, as the case may be, on the earliest previous day may be used provided such date is not more than thirty days prior to the valuation date.
- 15) Investments in units of a mutual fund are valued at NAV of the relevant scheme. Provided investments in mutual funds shall be through direct plans only.
- 16) Debt Securities and money market Securities shall be valued as per the prices given by third party valuation agencies or in accordance with guidelines prescribed by Association of Portfolio Managers in India (APMI) from time to time.
- 17) Unlisted equities are valued at prices provided by independent valuer appointed by the Portfolio Manager basis the International Private Equity and Venture Capital Valuation (IPEV) Guidelines on a semi-annual basis.
- 18) In case of any other Securities, the same are valued as per the standard valuation norms applicable to the mutual funds.

The Investor may contact the customer services official of the Portfolio Manager for the purpose of clarifying or elaborating on any of the above policy issues.

The Portfolio Manager may change the valuation policy for any particular type of security consequent to any regulatory changes or change in the market practice followed for valuation of similar Securities. However, such changes would be in conformity with the Regulations.

## 10. INVESTOR SERVICES

### 10.1. Name, address and telephone number of the investor relations officers who shall attend to the investor queries and complaints.

Name : Ms. Joviet Rodrigues  
Address : 19<sup>th</sup> Floor, Tower-1, One International Finance Center, Senapati Bapat Road, Mumbai – 400 013  
Telephone : 022- 61891372  
Email : [connect.pms@sammaancapital.com](mailto:connect.pms@sammaancapital.com)

The official mentioned above will ensure prompt Investor services. The Portfolio Manager will ensure that these officials are vested with the necessary authority, independence and the wherewithal to handle Investor complaints.

### 10.2. Grievance Redressal And Dispute Settlement Mechanism

- a. The Portfolio Manager will endeavour to address all complaints regarding service deficiencies or causes for grievance, for whatever reason, within 21 days from date of complaints was received.
- b. It is mandatory for the Client to directly address any grievances with the Portfolio Manager.
- c. Portfolio Manager has designated [connect.pms@sammaancapital.com](mailto:connect.pms@sammaancapital.com) (Ms. Joviet Rodrigues) as the official point of contact to receive and redress all the queries.
- d. The internal deadline for resolving the complaints will be as follows:
  - (i) Matters relating to the Portfolio Manager's office, i.e., regarding portfolio performance and funds allocation: within 3 working days
  - (ii) Matters regarding to Custodian: within 7 working days
  - (iii) Matters regarding dividend and other corporate actions: will be followed up vigorously with the agencies concerned under intimation to Clients.

While, the Portfolio Manager shall endeavour to follow the internal deadline as mentioned above, it shall take adequate steps for redressal of grievances of the Client not later than twenty-one calendar days from the date of the receipt of the complaint.

- e. Sammaan Asset Management Limited (Formerly known as Indiabulls Investment Management Limited) will ensure that every complaint is attended immediately, and an acknowledgement will be given immediately.
- f. The Register of complaint and Grievance will be made available to the Internal/External Auditors during the time of Audit and to the Regulatory Authorities.
- g. The soft copies / hard copies of the complaints received from the customers are preserved by the Portfolio Manager for future reference, if required.
- h. If Client/s are still not satisfied with the response from the Portfolio Manager, they can lodge their grievances with SEBI at <https://scores.sebi.gov.in/> or may also write to any of the offices of SEBI or contact SEBI Office on Toll Free Helpline at 1800 266 7575 / 1800 22 7575. The complaint shall

be lodged on SCORES 2.0 within one year from the date of cause of action, where,

- The complainant has approached the Portfolio Manager, for redressal of the complaint and,
  - The Portfolio Manager has rejected the complaint or,
  - The complainant has not received any communication from Sammaan Asset Management Limited (Formerly known as Indiabulls Investment Management Limited) or, the complainant is not satisfied with the reply received or the redressal action taken by Sammaan Asset Management Limited (Formerly known as Indiabulls Investment Management Limited).
- i. After exhausting all the aforementioned options for resolution, if the investor(s) is still not satisfied, they can initiate dispute resolution through the Online Dispute Resolution Portal ('ODR Portal') at <https://smartodr.in/login>. The investor(s) can also directly initiate dispute resolution through the ODR Portal if the grievance lodged with the Portfolio Manager is not satisfactorily resolved at any stage of the subsequent escalations mentioned above.
- j. Further, the dispute resolution through the ODR Portal can be initiated when the complaint/dispute is not under consideration:
- in terms of the paragraph and above;
  - not pending before any arbitral process, court, tribunal or consumer forum or are non-arbitrable in terms of Indian law (including when moratorium under the Insolvency and Bankruptcy Code is in operation due to the insolvency process or if liquidation or winding up process has been commenced against the Market Participant).

## 11. DIVERSIFICATION POLICY

The Portfolio Manager's Diversification Policy puts in place the considerations and rules intended to minimize the concentration risk in the client's portfolio by allocating funds in multiple asset types or by specifying caps for individual security based on the investment strategy of the Investment Approach. The Portfolio Manager shall allocate funds dynamically across various sectors.

Further, any investments made by the Portfolio Manager into associates/ related parties of the Portfolio Manager shall be with the prior consent of the Client and in accordance to the SEBI Master Circular SEBI/HO/IMD/IMD-POD-1/P/CIR/ 2025/104 dated July 16, 2025 or as notified by SEBI from time to time.

The Portfolio Manager shall focus through a collection of core holdings and may or may not seek diversification across the various sectors of the equity market. Securities shall be chosen amongst a wide spectrum of market capitalizations, from SME to large capitalization equities. However, from time to time on opportunistically basis, may also choose to invest in money market instruments, units of mutual funds, ETFs or other permissible securities/products in accordance with the Applicable Laws. The Portfolio Manager may also, from time to time, engage in hedging strategies by investing in derivatives and permissible securities/instruments as per Applicable Laws.

The following investment limits shall apply for investment in Associates/Related Parties.

Security	Limit for investment in single associate/related party (as percentage of Client's AUM)	Limit for investment across multiple associates/related parties (as percentage of Client's AUM)
Equity	15%	25%
Debt and hybrid securities	15%	25%
Equity + Debt + Hybrid securities*	30%	

The Portfolio Manager shall invest up to a maximum of 30% of the Client's AUM in the securities of its Associates/Related parties. The Portfolio Manager shall ensure compliance with the following limits:

*\*Hybrid securities includes units of Real Estate Investment Trusts (REITs), units of Infrastructure Investment Trusts (InvITs), convertible debt securities and other securities of like nature.*

*The aforementioned limits shall be applicable only to direct investments by Portfolio Manager in equity and debt/hybrid securities of its Associates/Related parties and not to any investments in the Mutual Funds. With respect to investments in debt and hybrid securities, the Portfolio Manager shall ensure compliance with the following:*

- Under Discretionary Portfolio Management Services, the Portfolio Manager shall not make any investment in unrated and below investment grade securities.
- Under Non-discretionary Portfolio Management Services, the Portfolio Manager shall not make any investment in unrated below investment grade listed securities.

However, Portfolio Manager may invest up to 10% of the assets under management of such clients in unlisted unrated securities of issuers other than associates/related parties of Portfolio Manager.

The said investment in unlisted unrated debt and hybrid securities shall be within the maximum specified limit of 25% for investment in unlisted securities as per the PMS Regulations.

## Part-II DYNAMIC SECTION

### 12. CLIENT REPRESENTATION

#### 12.1. Categories of clients serviced

CATEGORY OF CLIENTS	NO. OF CLIENTS	FUNDS MANAGED (RS. CR)	DISCRETIONARY/ NON- DISCRETIONARY (IF AVAILABLE)
<i>Associates / Group Companies</i>			
As at Mar 31, 2023	Nil	Nil	Nil
As at Mar 31, 2024	Nil	Nil	Nil
As at Mar 31, 2025	Nil	Nil	Nil
As at Feb 28, 2026	Nil	Nil	Nil
<i>Others</i>			
As at Mar 31, 2023*	252^	80.20	Discretionary
As at Mar 31, 2024	252^	19.39	Discretionary
As at Mar 31, 2025	252^	19.39	Discretionary
As at Feb 28, 2026	252^	15.74	Discretionary

\*Business in the books of Indiabulls Asset Management Co Ltd which has been transferred to Indiabulls Investment Management Ltd (now known as Sammaan Asset Management Ltd) with effect from April 1, 2023 based on Scheme of Arrangement as approved by NCLT, Chandigarh bench on September 13, 2022 and subsequent approval by SEBI vide letter dated March 8, 2023

^Investors in Indiabulls High Yield Strategy-I

#### 12.2. Disclosures in respect of transactions with related parties as per the standards specified by the institute of chartered accountants of India.

Please refer to **Annexure I** for disclosures pertaining to related parties.

### 13. FINANCIAL PERFORMANCE OF THE PORTFOLIO MANAGER

The following exhibit states the key financial data pertaining to the Portfolio Manager as per the audited financial statements.

#### i. BALANCE SHEET

Summarized Financial Statement - Balance Sheet

Particulars	As on March 31, 2025 (INR Thousands)	As on March 31, 2024 (INR Thousands)	As on March 31, 2023 (INR Thousands)	As on March 31, 2022 (INR Thousands)
<b>EQUITY AND LIABILITIES</b>				
Shareholders' funds	19,17,857.81	18,18,482.96	17,82,915.76	14,29,723.38
Non- Financial Liabilities	46,942.81	51,646.29	73,539.99	19,866.61
Financial Liabilities	31,448.51	40,186.34	48,722.73	-
<b>ASSETS</b>				
Non- financial Assets	1,30,562.62	1,42,282.24	1,02,673.72	80,731.02
Financial Assets	18,65,686.49	17,68,033.34	18,02,504.76	13,68,858.97

#### ii. PROFIT AND LOSS STATEMENT

Summarized Financial Statement – Profit & Loss A/c.

Particulars	For the Year Ended March 31, 2025 (INR Thousands)	For the Year Ended March 31, 2024 (INR Thousands)	For the Year Ended March 31, 2023 (INR Thousands)	For the Year Ended March 31, 2022 (INR Thousands)
Total Income	2,80,573.27	4,00,592.08	6,41,015.93	2,38,526.22
Total expenses	1,56,850.45	3,48,306.13	1,62,204.60	1,69,300.28
Profit/(Loss) Before Tax	1,23,722.82	52,285.96	4,78,811.33	69,225.94
Provision for Tax Expense /(Credit)	38,005.98	16,989.63	1,20,744.41	17,456.33
Profit/(Loss) after tax	85,716.83	35,296.33	3,58,066.92	51,769.61

**Net-worth of the Company as on March 31, 2025: Rs. 191,78,57,810 /-**

Note:

The audited financial statements shall be made available on request.

#### 14. PERFORMANCE OF THE PORTFOLIO MANAGER

Performance of discretionary portfolio manager for past 3 years calculated using time weighted rate of return (TWRR) method in terms of regulation 22 of the SEBI (Portfolio Managers) Regulations, 2020 is as follows. The performance data is related to Indiabulls Asset Management Co Ltd. The business from Indiabulls Asset Management Ltd stands transferred to Indiabulls Investment Management Ltd (now known as Sammaan Asset Management Limited) with effect from April 1, 2023.

##### **Debt Strategy**

##### **1. Indiabulls High Yield Strategy-I**

Annualized TWRR	Previous Financial Year			
	2025-2026 <sup>#</sup>	2024-2025	2023-2024	2022- 2023
PORTFOLIO PERFORMANCE (%), NET OF ALL FEE AND CHARGES LEVIED BY THE PORTFOLIO MANAGER	1.65%	0.02%	-56.12%	5.68%
BENCHMARK PERFORMANCE (%)[CRISIL CREDIT INDEX]	11.87%	10.50%	11.08%	8.71%

# Annualized TWRR computed as on Feb 2026

##### **Equity Strategy**

	Previous Financial Year			
	2025-2026	2024-2025	2023 - 2024	2022 - 2023
PORTFOLIO PERFORMANCE (%), NET OF ALL FEE AND CHARGES LEVIED BY THE PORTFOLIO MANAGER	NA	NA	NA	NA
BENCHMARK PERFORMANCE (%)[NA]	NA	NA	NA	NA

- Returns are calculated on Time Weighted Rate of Return (TWRR) based on Daily Valuation of all the clients combined together for each investment approach. This may differ from the individual client return as the Investment Approach returns are combined for all the clients in each Investment Approach.
- All cash holdings and investments in liquid funds have been considered for calculation of performance.
- Performance data is net of all fees and all expenses (including taxes)
- Performance data and Investment Approach provided is not verified by SEBI

## 15. AUDIT OBSERVATIONS

FY 2022-23\*

There were no adverse observations related to accounting of investors' portfolio.

\*Indiabulls Asset Management Co Ltd

FY 2023-24

There were no adverse observations related to accounting of investors' portfolio. The audit report has noted that apart from TWRR, the XIRR returns as per SEBI specified format has not been presented in the statement of account.

FY 2024-25

The internal audit report observed the following,

- Excess payment was made to two investors. As a corrective measure, the Portfolio Manager has reimbursed the amount and deposited the money in the pool account. The Portfolio Manager is following up with those investors for the refund of excess amount.
- Both Cash and Mutual Fund investments were shown under 'Others' category. Same has been rectified.
- Based on the audit observations and reconciliation, the necessary rectification has been carried out in respect of 3 investors related to the posting of bank interest and redemption pay-out.

**16. DETAILS OF INVESTMENTS IN THE SECURITIES OF RELATED PARTIES OF THE PORTFOLIO MANAGER**

<b>Sr. No.</b>	<b>Investment Approach, if any</b>	<b>Name of the associate/ related party</b>	<b>Investment amount (cost of investment) as on last clay of the previous calendar quarter (INR in crores)</b>	<b>Value of investment as on last clay of the previous calendar quarter (INR in crores)</b>	<b>Percentage of total AUM as on last clay of the previous calendar quarter</b>
<b>1.</b>	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable

Please note that the Portfolio Manager is not invested in the securities of its associates or related parties. Further, the Portfolio Manager is not intending to invest in any of securities of its associates or related parties.

**For Sammaan Asset Management Limited (Formerly Indiabulls Investment Management Ltd.)**

*Sd/-*  
**Ajai Kumar**  
**Director**

*Sd/-*  
**Ambar Maheshwari**  
**Director**

Date: March 17, 2026  
Place: Mumbai

## 17. ANNEXURE I | RELATED PARTY TRANSACTIONS

### (a) Names of related parties identified in accordance with IND AS -24 "Related Party Disclosures" (with whom there were transactions during the year)

The Company's principal related parties consist of its holding company, Sammaan Capital Limited and its subsidiaries, affiliates and key managerial personnel. The Company's material related party transactions and outstanding balances are with related parties with whom the Company routinely enter into transactions in the ordinary course of business.

Description of relationship	Names of related parties
<b>(i) Where control exists</b>	
Holding Company	Sammaan Capital limited (Formerly Indiabulls Housing Finance Limited )
Fellow Subsidiary Companies (including step down subsidiaries)/ Entities under common control	Sammaan Insurance Advisors Limited (Formerly Indiabulls Insurance Advisors Limited)
	Sammaan Investmart Services Limited (Formerly Nilgiri Investmart Services Limited ) (Subsidiary of Sammaan Insurance Adviosrs Limited)
	Sammaan Advisory Services Limited (Formerly Indiabulls Advisory Services Limited)
	Indiabulls Asset Holding Company Limited
	Sammaan Sales Limited (Formerly Ibulls Sales Limited)
	Sammaan Finserve Limited (Formerly Indiabulls Commercial Credit Limited)
	Indiabulls Capital Services Limited
	Indiabulls Trustee Company Limited (up to May 2, 2023)
	Sammaan Collection Agency Limited (Formerly Indiabulls Collection Agency Limited)
	Indiabulls Asset Management Company Limited (up to May 2, 2023)
	Indiabulls Holdings Limited (Defunct w.e.f. Sept. 21,2023)
Pragati Employee Welfare Trust (Formerly known as Indiabulls Housing Finance Limited - Employees Welfare Trust)	
<b>ii) Other related parties</b>	
Key Management Personnel	Ms Shivangi Mehta ( up to May 4,2023)
	Mr, Bhavya Narwal ( up to April 1, 2023)
	Mr. Ajay Siwach (up to April 1, 2023)
	Mr. Rana Praveen Kumar ( up to April 1,2023)
	Mr. Ajai Kumar-Director ( with effect from April 1,2023)
	Mr. Ambar Maheshwari - Whole time Director and Chief Executive Officer ( with effect from May 4,2023)
	Mr. Parth Arvind Muria -Chief Financial Officer (up to September 23,2024)
	Mr. Shyam Lal Bansal - Director (with effect from April 1, 2023)
	Mr Nikhil Pasricha -Company Secretary (with effect from March 27,2025)
	Mr. Amit Jain -Chief Financial Officer (with effect from February 6, 2025)
	Mr. Yogesh Rawat - Company Secretary ( up to March 26, 2025)

**(b) The nature and volume of transactions carried out with the above related parties in the ordinary course of business are as follows :**

**(i) Significant transactions with related parties:**

**Rs. In Lakhs**

<b>Nature of Transactions</b>	<b>Holding company</b>	<b>Fellow Subsidiary Companies</b>	<b>Key Management Personnel</b>	<b>Total</b>
<b>Finance :</b>				
Unsecured Loan given (Maximum balance outstanding at any time during the year)	12,350.00	-	-	12,350.00
	<i>12,325.00</i>	-	-	<i>12,325.00</i>
Unsecured Loan given received back	-	-	-	-
	<i>12,325.00</i>	-	-	<i>12,325.00</i>
<b>Investments :</b>				
Investment in NCD	15,383.11	-	-	15,383.11
	-	-	-	-
Sale of Bond	-	1,000.00	-	1,000.00
	<i>6,600.00</i>	-	-	<i>6,600.00</i>
<b>Income</b>				
Interest income on NCD	-	271.11	-	271.11
	<i>466.94</i>	-	-	<i>466.94</i>
Interest income on intercorporate deposit	1,214.40	-	-	1,214.40
	<i>371.51</i>	-	-	<i>371.51</i>
<b>Expenses</b>				
Managerial remuneration	-	-	375.19	375.19
	-	-	<i>494.21</i>	<i>494.21</i>
Sitting fees	-	-	13.80	13.80
	-	-	<i>11.60</i>	<i>11.60</i>
Rent	0.60	-	-	0.60
	<i>0.60</i>	-	-	<i>0.60</i>

*Previous year figures stated in italics*

**(ii) Statement of material transactions:**

<b>Particulars</b>	<b>For the year ended March 31, 2025</b>	<b>For the year ended March 31, 2024</b>
<b>Finance</b>		
<b>Unsecured Loan given (Maximum balance outstanding at any time during the year)</b>		
Sammaan Capital Limited	12,350.00	12,325.00
Mr. Ambar Maheshwari		200.00
<b>Unsecured Loan given received back</b>		
Mr. Ambar Maheshwari		200.00
<b>Sale of NCD / Bond</b>		
Sammaan Capital Limited	-	6,600.00

Sammaan Finserve Limited	1,000.00	-
<b>Investments</b>		
<b>Investment in NCD</b>		
Sammaan Capital Limited	15,383.11	-
<b>Income</b>		
<b>Interest income on NCD</b>		
Sammaan Capital Limited	-	466.94
Sammaan Finserve Limited	271.11	-
<b>Interest on intercorporate deposit</b>		
Sammaan Capital Limited	1,214.40	371.51
<b>Expenses</b>		
<b>Rent</b>		
Sammaan Capital Limited	0.60	0.60
<b>Sitting fees</b>		
Shyam Lal Bansal	6.90	5.80
Ajai kumar	6.90	5.80
<b>Managerial remuneration</b>		
Ambar Maheshwari	375.19	494.21

**\*The remuneration of Key Managerial Personnel included in various schedules to the Statement of Profit and Loss is as under:**

Particulars	For the year ended March 31, 2025 *	For the year ended March 31, 2024
Short Term Employee Benefit Expense	374.00	493.15
Post-employment benefits - Gratuity	0.59	0.52
Other long term employee benefits – compensated absences	0.60	0.54
<b>Total</b>	<b>375.19</b>	<b>494.21</b>

\* Remuneration paid for the financial year ended March 31, 2024 in excess of the limits specified under Section 197 and 198 of the Companies Act, 2013 was approved by the members of the fellow subsidiary Company at their extra-ordinary general meeting held on meeting held on May 08, 2024.

**(iii) Balances outstanding at year end:**

Particulars	March 31, 2025	March 31, 2024
<b>Investments</b>		
<b>Loan given</b>		
– Sammaan Capital Limited	-	12,325.00
<b>Investment in NCD of: (at fair value)</b>		
– Sammaan Capital Limited	14,500.00	-
– Sammaan Finserve Limited	1,500.00	2,500.00

In accordance with Ind AS 24, disclosures in respect of transactions with identified related parties are given only for such period during which such relationships existed. Related Party relationships are given above as identified by the Company and relied upon by the Auditors. All Related Party Transactions entered during the year were in ordinary course of the business and are on arm's length basis.