

**NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF THE COMPANY (02/2021-22)**

Shorter Notice is hereby given that the Second Extraordinary General Meeting (“EGM”) of the Shareholders of Samunnati Financial Intermediation & Services Private Limited (“Company”) will be held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) on **Monday, April 19, 2021 at 5.30 PM IST** in compliance with all the applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 05, 2020, and other applicable circulars issued by the Ministry of Corporate Affairs (“MCA”), to transact the business set out below. Members participating through the VC / OAVM facility shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.

**SPECIAL BUSINESS:****ITEM NO. 1: AMENDMENT TO THE ARTICLES OF ASSOCIATION**

To consider and if thought fit, to pass with or without modifications, following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), read with the rules, circulars and notifications thereunder, approval of the shareholders is hereby accorded to the proposed amendments to the Articles of Association of the Company, as placed before the shareholders. Therefore, the Articles of Association of the Company hereby stand substituted with the new set of Articles as initialed by the Chairman and placed before the shareholders”.

“**RESOLVED FURTHER THAT** Mr. Anil Kumar S G, Director & CEO (DIN: 01189011) or Mr. N Gurunath, Wholtime Director (DIN: 02799586) or Mr. Ashok Dhamankar - Group Chief Financial Officer (Group CFO) or Mr. Nitin Chaudhary, Head - Strategy or the Company Secretary of the Company, be and are hereby severally authorised to sign manually or digitally, all such forms, documents and papers as may be required to be filed or submitted with the Registrar of Companies in connection with and to do such acts and deeds that may be required for the purpose of effecting the aforesaid resolution and to submit all documents to the concerned authorities with regard to the same and to do and perform (or cause to be done or performed) all such acts, things and deeds as may be necessary in this regard.”

**ITEM No.2 - TO APPROVE THE GRANT OF EMPLOYEE STOCK OPTIONS TO CERTAIN IDENTIFIED EMPLOYEES OF KAMATAN FARM TECH PRIVATE LIMITED**

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

“**RESOLVED THAT**, pursuant to Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the terms and conditions of the Employees Stock Option Plan 2019 of the Company (“**ESOP Plan**”), the members be and hereby approve the grant of employee stock options to certain identified persons who are the employees of Kamatan Farm Tech Private Limited, and hereby authorises the Nomination and Remuneration Committee to grant employee stock options to

such persons as noted below with effect from the date mentioned in their respective grant letters. The exercise event and other terms and conditions shall be as per the respective grant letters read with the ESOP Plan.

S. No.	Employee Name	Exercise Price	No. of Options	Vesting Schedule		
				Y1	Y2	Y3
1	Mr. Pravesh Sharma	12,031.70	5,000	33%	33%	34%
2	Mr. Amol Patil	12,031.70	2,500	33%	33%	34%

“RESOLVED FURTHER THAT, Mr. Anil Kumar S G, Director & CEO (DIN: 01189011) or Ms. Poorna Pushkala, Head - HR & Training be and are hereby severally authorised to issue necessary grant letters to the aforementioned persons and to do necessary acts, as may be required under the ESOP Plan and under the Companies Act, 2013, to give effect to the above resolution.”

By the order of the Board  
 For Samunnati Financial Intermediation & Services Private Limited




**Ashwini Venkataraman**  
 Company Secretary

Place: Chennai  
 Date: April 16, 2021

**NOTE:**

- 1) **A SHAREHOLDER ENTITLED TO ATTEND THE MEETING, IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND INSTEAD OF HIMSELF/HERSELF, AND SUCH A PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY SUBJECT TO PROVISIONS OF THE ARTICLES OF ASSOCIATION.** However, as per the permission granted by MCA and SEBI, the entitlement for appointment of proxy has been dispensed with for the general meetings to be conducted in electronic mode till 30th June, 2021. Accordingly, the Attendance Slip and Proxy Form have not been annexed to this Notice of EGM.
- 2) Corporate members intending to nominate their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the latest Board Resolution authorising their representatives to attend and vote on their behalf at the meeting.
- 3) The explanatory statement as required under Section 102(1) of the Companies Act, 2013, in respect of item No. 1 and item No. 2 is annexed hereto and forms an integral part of the Notice.
- 4) The members may kindly note that since the Extraordinary General Meeting of the Company is scheduled to be held on a virtual platform, the login credentials shall be shared with the members along with the instructions for logging in, to their registered mail ids. In case of any clarifications in this regard members can reach out to us at [secretarial@samunnati.com](mailto:secretarial@samunnati.com).

**Annexure to Notice****EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

The following statement contains all the material facts relating to the Special Business as set out in this Notice:

**ITEM NO.1: AMENDMENT TO THE ARTICLES OF ASSOCIATION**

Further to the in-principle approval of the Board accorded on February 12, 2021 for the proposal to acquire and merge Kamatan Farm Tech Private Limited (“**Kamatan**”), the Company has executed Share Subscription and Purchase Agreements on April 12, 2021 with (i) Elevar M-III, Elevar I-IV AIF, Mr. Pravesh Sharma, Mr. Amol Patil and Kamatan; and (ii) Mr. Pravesh Sharma, Mr. Amol Patil and Kamatan. Pursuant to the aforementioned agreements, the Company has agreed to issue fully paid-up Series D1 Compulsorily Convertible Cumulative Preference Shares (“**Series D1 CCPS**”) in the share capital of the Company to Elevar M-III, Elevar I-IV AIF, Mr. Pravesh Sharma and Mr. Amol Patil in consideration for the transfer of the shares held by them in Kamatan to the Company and subject to the terms and conditions contained therein. Accordingly, the Company and its shareholders have executed the Amendment Agreement to the Amended and Restated Shareholders’ Agreement on April 12, 2021 (“**Amendment Agreement**”) to incorporate the terms of Series D1 CCPS in the Amended and Restated Shareholders Agreement dated May 06, 2019 (“**Series D SHA**”) and to amend certain other provisions thereof.

As per the terms of the Series D SHA read with the Amendment Agreement, the existing Articles of Association of the Company are required to be amended and accordingly the existing Articles of Association of the Company shall stand replaced with a new set of Articles incorporating the relevant terms of the Amendment Agreement.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the shareholders for the proposed alteration of the Articles of Association of the Company, and accordingly, the Board recommends that the Shareholders approve the resolution mentioned in item no. 1 as Special Resolution.

None of the directors of the Company or key managerial personnel or their relatives are concerned or interested, except to the extent of their shareholding, concerned or interested in the resolution.

**ITEM No.2 -****TO APPROVE THE GRANT OF EMPLOYEE STOCK OPTIONS TO CERTAIN IDENTIFIED EMPLOYEES OF KAMATAN FARM TECH PRIVATE LIMITED**

Further to the in-principle approval of the Board accorded on February 12, 2021 for the proposal to acquire and merge Kamatan Farm Tech Private Limited (“**Kamatan**”) and the transaction documents executed thereto, the Company is required to grant employee stock options to the Promoters of Kamatan i.e., Mr. Pravesh Sharma and Mr. Amol Patil (together “**Kamatan Promoters**”).

**SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED**

Regd. Office & Corporate Office: Baid Hi Tech Park, 8th Floor, No 129 B, East Coast Road, Thiruvannamipur,  
Chennai - 600 041 Website: [www.samunnati.com](http://www.samunnati.com) | E-mail ID -info@samunnati.com |  
CIN - U65990TN2014PTC096252 | 044-66762400

Additionally, considering the role and responsibilities proposed to be undertaken by Kamatan Promoters in the operations of Kamatan Farm Tech Private Limited, proposed subsidiary of the Company, the Nomination and Remuneration Committee of the Company through its circular resolution dated April 16, 2021 has recommended for approval of the shareholders, the grant of employee stock options of the Company to the Kamatan Promoters in the manner and in accordance with the Employee Stock Option, 2019 of the Company, the details of which are mentioned in the proposed resolution as set out in Item No. 2 of this Notice.

None of the Directors of the Company (except to the extent of their shareholding) or their relatives or key managerial persons of the Company or their relatives are concerned or interested in the passing of the Resolutions in the items set out above.

Accordingly, the board of directors recommend that the shareholders approve the resolutions mentioned in item no. 1 as special resolutions and resolutions mentioned in item no. 2 as ordinary resolutions.

Documents and papers referred to in the resolution and other related documents shall be available for inspection between 10 a.m. to 4 p.m. on all working days at the registered office of the Company and shall also be available for inspection during the meeting, and shall be sent as an attachment to the email invitation for this general meeting.

**BY THE ORDER OF THE BOARD OF DIRECTORS**  
**For SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED**



**Ashwini Venkataraman**  
**Company Secretary**

**PLACE: CHENNAI**  
**DATE: April 16, 2021**

Enclosure:

- (i) Restated Articles of Association
- (ii) Draft ESOP Grant letters for Mr.Pravesh Sharma and Mr.Amol Patil