

NOTICE OF THE SIXTH ANNUAL GENERAL MEETING OF SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED

NOTICE is hereby given that the Sixth Annual General Meeting (“AGM”) of Samunnati Financial Intermediation & Services Private Limited (the Company) will be held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) on Wednesday, August 12, 2020 AT 11.00 AM, 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 5, 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. In compliance with the relevant circulars, the Notice of the AGM and the standalone and consolidated financial statements for the financial year 2019-20, along with Board’s Report, Auditors’ Report and other documents required to be attached thereto have been circulated to the Members.

ORDINARY BUSINESS: -**ITEM NO. 1****ADOPTION OF AUDITED BALANCE SHEET, PROFIT & LOSS ACCOUNT, REPORTS OF DIRECTORS AND AUDITORS FOR THE FINANCIAL YEAR 2019-20.**

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

“**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of Profit and Loss for the financial year ended 31st March 2020, the Balance Sheet as on that date, the Auditor’s Report and the Director’s Report for the financial year 2019-20 , as circulated to the shareholders and laid before the meeting be and are hereby approved and adopted.”

ITEM NO. 2**TO APPROVE RE-APPOINTMENT OF M/S. WALKER, CHANDIOK & CO LLP AS THE STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF 5 YEARS, SUBJECT TO RATIFICATION AT EVERY ENSUING ANNUAL GENERAL MEETING**

To re-appoint the Statutory Auditors M/S. Walker, Chandiook & Co LLP as the Statutory Auditors of the Company for a second term of 5 (Five) years and to fix their remuneration, subject to ratification at every ensuing Annual General Meeting and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution unanimously, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Walker Chandiook & Co LLP, Chartered Accountants, Chennai, (Reg No.001076N /N500013), be and are hereby re-appointed as Statutory Auditors of the Company for second term of 5 (five) consecutive years, to hold office from the conclusion of this the 6th Annual General Meeting till the conclusion of the 11th Annual General (subject to ratification of appointment by the shareholders at every ensuing Annual General Meeting), at a remuneration not exceeding a sum of INR 22,50,000/- (Indian Rupees Twenty Two Lakhs and Fifty Thousand Only), exclusive of applicable taxes and out of pocket expenses on actual basis.”

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SPECIAL BUSINESS
ITEM NO. 3
APPROVAL FOR BORROWINGS AND ISSUANCE OF DEBT SECURITIES

To consider and if thought fit, to pass with or without modifications the following resolutions as Special Resolution:

“RESOLVED THAT in supersession to all the earlier resolutions passed in this regard and pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and/or other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) (the **“Act”**), and in accordance with the Memorandum of Association and the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be required from any regulatory authority, including from Reserve Bank of India, Securities and Exchange Board of India, or any other regulatory authority, whether in India or abroad and subject to such conditions as may be prescribed by such regulatory authority while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company / any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution may accept, and in accordance with the terms of the listing and other agreements that may be entered into by the Company, the consent of the shareholders be and is hereby accorded to the Company to 1) avail external commercial borrowings for long term fund requirements (subject to necessary hedging); and 2) make offer(s) or invitation(s) to subscribe to a) Commercial Papers, whether secured or unsecured; b) non-convertible debentures ((i) subordinated, (ii) listed or unlisted, (iii) senior secured, (iv) senior unsecured, (v) unsecured, (vi) any others (as may be determined)) and c) other permissible debt instruments (with a), b) and c) collectively referred to as **“Debt Securities”**), in one or more series, and in one or more tranches, denominated in Indian rupees or in any foreign currency , on a private placement basis or through any other mode as applicable, to eligible investors under the applicable laws, regulations, guidelines etc., in such manner, and wherever necessary or required, in consultation with merchant bankers/and or advisors or others, on such terms and conditions (including such coupon rates as may be negotiated) and for such purposes/objectives of the Company as the Board may, in its absolute discretion, decide at the time of borrowing/issue of the Debt Securities, provided that the total amount so raised by the Company, through external commercial borrowings and issuance of such Debt Securities (including the premium thereon, if any, as may be decided by the Board), shall not exceed an aggregate amount of INR 18,000 MN (Indian Rupees Eighteen Thousand Million only)within the sub-limits as below for the financial year 2020-21”.

Instruments	Max Amounts (INR Mn)
Non-convertible debentures ((i) subordinated, (ii) listed or unlisted, (iii) senior secured, (iv) senior unsecured, (v) unsecured, (vi) market linked non-convertible debentures, and (vii) any others (as may be determined))	Not more than INR 8,000 Mn
ECB (Subject to necessary hedging)	Not more than INR 5,000 Mn

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Term Loans - From Banks, NBFCs, Family Offices, Pooled Issuances	Not more than INR 7,000 Mn
Commercial Paper	Not more than INR 2,000 Mn
Cash Credit, Overdraft, Working Capital Demand Loan limits (CC/OD/WCDL Limits)	Not more than INR 2,000 Mn
Overall Total Borrowing Limits	Not more than INR 18,000 MN (Indian Rupees Eighteen Thousand Million Only), with a combination of the sub-limits mentioned above

“**RESOLVED FURTHER THAT** the consent of the shareholders of the Company be and is hereby accorded for the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and/or creating a floating charge in all or any movable or immovable properties of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company from time to time for the payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of INR 18,000 MN (Indian Rupees Eighteen Thousand Million only)”

“**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary be and are hereby severally authorised to file necessary forms with the Registrar of Companies and all such regulatory Authorities and to do all such acts, deeds and things as may be necessary or incidental to give effect to this resolution.”

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



**Mr. Anil Kumar SG
Director & CEO
DIN:01189011**

Place: Chennai
Date: July 21, 2020

Notes:

- 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. As per Section 105 of the Companies Act, 2013 and Rule 19, Sub-Rule (2) of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
- 2) The instrument of Proxy in order to be effective, should be deposited at/mailed to the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- 3) 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.
- 4) The explanatory statement as required under Section 102(1) of the Companies Act, 2013, in respect of item no. 2 is annexed hereto and forms an integral part of the Notice.
- 5) The members may kindly note that since the Annual 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.



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.2

TO APPROVE RE-APPOINTMENT OF M/S WALKER, CHANDIOK & CO LLP AS THE STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF 5 YEARS, SUBJECT TO RATIFICATION AT EVERY ENSUING ANNUAL GENERAL MEETING:

M/s Walker, Chandiook & Co LLP (Reg No.001076N), was appointed as the Statutory Auditors of the Company for a period of 5 years from FY 2014-15 to FY 2019-20 at the Annual General Meeting (AGM) held on September 30, 2015. They were appointed for a period of 5 (Five) consecutive years from the conclusion of the 1st Annual General Meeting (AGM) till the conclusion of the 6th Annual General Meeting.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the first term of appointment of M/s Walker, Chandiook & Co LLP (Reg No.001076N) expires on the conclusion of the ensuing (6th) Annual General Meeting.

The Board of Directors at its meeting held on July 02, 2020, after considering the recommendations of the Audit Committee, had recommended for approval of the members, the re-appointment of M/s Walker, Chandiook & Co LLP, as the Statutory Auditors of the Company.

It is proposed to re-appoint the existing Statutory Auditors M/s Walker, Chandiook & Co LLP (Reg No.001076N) for a second term for a period of 5 (five) consecutive years from the conclusion of the ensuing 6th AGM till the conclusion of the 11th AGM of the Company, subject to ratification by the members at every Annual General Meeting to be held hereafter; and to fix their remuneration. M/s Walker, Chandiook & Co LLP have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the Rules made thereunder. Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for the re-appointment of the Statutory Auditors and fixing their remuneration by means of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, either financially or otherwise, in this resolution except to the extent of their shareholding. Your Directors recommend the Ordinary Resolution set forth in item No. 2 for your approval.

ITEM NO.3

APPROVAL FOR BORROWINGS AND ISSUANCE OF DEBT SECURITIES

The Company in the ordinary course of business raises/proposes to raise long-term borrowings, either by way of term loans from Banks, NBFCs, Family Offices, Pooled Issuances, CC/OD/WCDL Limits, external commercial borrowing(s) or by way of issuance of debt securities, including but not restricted to commercial papers, debentures and such other permissible instruments. It is estimated that the Company will be resorting to an aggregate borrowing not exceeding INR 18,000 MN (Indian

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Rupees Eighteen Thousand Million only) during FY 2020-21, which may be in any one mode (or) in a combination of modes, including through external commercial borrowings (subject to necessary hedging) and/or issue of secured or unsecured redeemable non-convertible debentures (NCDs) on a private placement basis, Commercial Papers, term loans From Banks, NBFCs, Family Offices, Pooled Issuances and CC/OD/WCDL Limits. Approval of the Shareholders is sought by way of a Special Resolution under the applicable provisions of the Act and the rules thereunder for an aggregate borrowing amounting to INR 18,000 MN (Indian Rupees Eighteen Thousand Million only) within the sub-limits as set out in Item No.1 for the financial year 2020-2021.

The Board had initially at its meeting held on February 27, 2020 approved the raising of long term and short-term borrowings through issuance of Debt Securities and such other permissible instruments and recommended the resolution as set out under Item No 3 for the approval of the Shareholders.

With respect to the issue of non-convertible debentures ((i) subordinated, (ii) listed or unlisted, (iii) senior secured, (iv) senior unsecured, (v) unsecured, (vi) market linked non-convertible debentures, and (vii) any others (as may be determined)), the Company is now making the following disclosures, pursuant to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**").

<p>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</p>	<p>Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of non-convertible debentures ((i) subordinated, (ii) listed or unlisted, (iii) senior secured, (iv) senior unsecured, (v) unsecured, (vi) any others (as may be determined)) ("NCDs") exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to the resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 year from the date of the aforementioned resolution. In line with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules"), the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p>
<p>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</p>	<p>Non-convertible debt securities by way of the NCDs.</p> <p>The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the board of directors or any committee authorised by the board of directors for each specific offer/issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective offer/issue of NCDs.</p>

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BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	Not applicable, as the securities proposed to be issued (in multiple series/tranches) are non-convertible debt instruments, which will be offered/issued either at par or at premium or at a discount to face value in accordance with the terms decided in respect thereof.
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of one year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Section 42 of the Companies Act, 2013.
MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES.	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.

None of the directors, Key Managerial Personnel and their relatives is considered as interested in the above resolution except to the extent of their shareholding.



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Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

Name of the member(s):
 Registered Address:
 E-mail ID:
 Folio/ DP ID - Client ID No.:

I / We, being the holder(s) of shares of the above named Company, hereby appoint:

1. NAME : _____
2. ADDRESS : _____
3. E-MAIL ID : _____
4. SIGNATURE: _____ or failing him.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, August 12, 2020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Votes (For/ Against)		
1.	ADOPTION OF AUDITED BALANCE SHEET, PROFIT & LOSS ACCOUNT, REPORTS OF DIRECTORS AND AUDITORS FOR THE FINANCIAL YEAR 2019-20			
2.	TO APPROVE RE-APPOINTMENT OF M/S. WALKER, CHANDIOK & CO LLP AS THE STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF 5 YEARS, SUBJECT TO RATIFICATION AT EVERY ENSUING ANNUAL GENERAL MEETING			
3.	APPROVAL FOR BORROWINGS AND ISSUANCE OF DEBT SECURITIES			

Signed this..... day of 2020.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix Re. 1 Revenue Stamp

NOTE:

1.) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company/send by email on secretarial@samunnati.com , not less than 48 hours before the commencement of the Meeting and such proxy need not be a member of the Company.

2.) Proxy to vote in the manner as indicated in the box above. It is optional to put tick in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against'

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column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

3.) Please complete all details including your membership details in above box before submission. Blank/Incomplete Proxies shall be considered as invalid.

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