

NOTICE OF THE 3RD EXTRAORDINARY GENERAL MEETING OF THE COMPANY (03/2021-22)

Notice is hereby given that the 3rd 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, March 07, 2022 at 10:00 A.M IST in compliance with all the applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with General Circular No. 20/2021 dated December 08, 2021, General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and other applicable circulars issued by the Ministry of Corporate Affairs (“MCA”), to transact the business set out below. Shareholders 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:****TO APPROVE BORROWINGS LIMITS FOR FY 2022-23 AND ISSUANCE OF DEBT SECURITIES:**

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

“**RESOLVED THAT** in supersession to all the earlier resolutions passed in this regard and pursuant to the provisions of Sections 42, 71, 179 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 of the Shareholders be and is hereby accorded to the Company to 1) avail external commercial borrowings for long term fund requirements; 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) market linked non-convertible debentures, and (vii) 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 25,000 MN (Indian Rupees

SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED

Regd. Office & Corporate Office: Baid Hi Tech Park, 8th Floor, No 129 B, East Coast Road, Thiruvannamiyur, Chennai - 600 041 Website: www.samunnati.com | E-mail ID - secretarial@samunnati.com |

CIN - U65990TN2014PTC096252 | 044-66762400

Twenty Five Thousand Million only) within the sub-limits as defined below for the FY 2022-23.

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 6,000 MN
Term Loans - From Banks, NBFCs, Family Offices, Pooled Issuances	Not more than INR 9,000 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
Securitisation	Not more than INR 3,000 MN
Overall Total Borrowing Limits	Not more than INR 25,000 MN (Indian Rupees Twenty Five Thousand Million Only), with a combination of the sub-limits mentioned above

RESOLVED FURTHER THAT 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 25,000 MN (Indian Rupees Twenty Five Thousand Million only).

RESOLVED FURTHER THAT Mr. Anil Kumar S G, Director & CEO (DIN: 01189011) or Mr. N Gurunath, Wholetime Director (DIN: 02799586) 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.”

ITEM NO. 2:

TO APPROVE THE LIMITS FOR SECURITISATION OF RECEIVABLES AND PORTFOLIO SALE OF THE COMPANY FOR FY 2022-23:

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

"RESOLVED THAT the consent of the shareholder of the Company be and is hereby accorded to securitise the loan receivables standing in the books of the Company, with or without security interest, up to an amount aggregating to INR 3,000 MN (Indian Three Thousand Million Only) by way of an outright portfolio sale by assignment to a special purpose vehicle or any other mode or instruments for

the FY 2022-23.

RESOLVED FURTHER THAT Mr. Anil Kumar S G, Director & CEO (DIN: 01189011) or Mr. N Gurunath, Wholetime Director (DIN: 02799586) or Mr. Ashok Dhamankar - Group Chief Financial Officer is be and are hereby authorised severally to execute the agreements, deeds, power(s) of attorney, letters, documents, etc. (including any amendments, restatements or supplements thereto), in relation to the securitisation of the loan/ loan receivables on such terms and conditions approved from time to time and as agreed with the Trustees/Investors and to take all such steps that are necessary to carry out the intent of this resolution and to perform fully the provisions of such agreements and related documents.

RESOLVED FURTHER THAT Mr. Anil Kumar S G, Director & CEO (DIN: 01189011) or Mr. N Gurunath, Wholetime Director (DIN: 02799586) of the Company or Company Secretary of the Company be and are hereby authorised to issue an extract of this resolution to whomsoever concerned.”

ITEM NO. 3:

TO APPROVE THE ADOPTION OF EMPLOYEE STOCK OPTION PLAN 2022:

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

“**RESOLVED THAT** pursuant to the provisions of Section 62, Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the applicable Rules framed thereunder, including any amendment thereto or re-enactment thereof and including any regulations, guidelines, circulars and notifications issued thereunder; and pursuant to the approval of the Board, the consent of the shareholders be and is hereby accorded for amendment of the ESOP Scheme and adopt ESOP Scheme 2022.”

RESOLVED FURTHER THAT Mr. Anil Kumar S G, Director & CEO (DIN: 01189011) or Mr. N Gurunath, Wholetime Director (DIN: 02799586) or Ms. Poorna Pushkala, Head - HR & Training or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above.”

By the Order of the Board

For Samunnati Financial Intermediation & Services Private Limited

Gurunath N
Wholetime Director
DIN: 02799586

Place: Chennai

Date: February 10, 2022

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 June 30, 2022. 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, item No. 2 and item No. 3 is annexed hereto and forms an integral part of the Notice.
- 4) The Shareholders 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 Shareholders along with the instructions for logging in, to their registered mail ids. In case of any clarifications in this regard Shareholders may please write to secretarial@samunnati.com.

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**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

SPECIAL BUSINESS:

SPECIAL RESOLUTION:

TO APPROVE BORROWINGS LIMITS FOR FY 2022-23 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 25,000 MN (Indian Rupees Twenty Five Thousand Million only) during FY 2022-23, 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 25,000 MN (Indian Rupees Twenty Five Thousand Million only) within the sub-limits as set out in Item No.1 for the FY 2022-23.

The Board had at its meeting held on February 10, 2022 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 1 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, (vii) Domestic or from overseas market (viii) Fund based as well as Non-fund based (ix) 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</p>
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	<p>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>
KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED	<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>
BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	<p>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.</p>
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	<p>Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.</p>
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	<p>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.</p>

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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.
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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, in the resolution.

ITEM NO. 2

SPECIAL RESOLUTION:

TO APPROVE THE LIMITS FOR SECURITISATION OF RECEIVABLES AND PORTFOLIO SALE OF THE COMPANY FOR FY 2022-23

Shareholders of the Company are requested to note that Company may raise funds by way of Securitisation of the loan receivables standing in the books of the Company, by a portfolio sale, or any other instruments or through any other mode. It is proposed by the Company to have a Limit for Securitisation of the loan receivables standing in the books of the Company, by a portfolio sale, or any other instruments or through any other mode up to an amount aggregating to INR 3,000 MN (Indian Rupees Three Thousand Million Only) for FY 2022-23 for operational convenience.

The Board at its meeting held on February 10, 2022 had approved the proposed Limit for Securitisation of Receivables and portfolio sale of the Company and recommends the resolution as set out under Item No. 2 for the approval of the Shareholders.

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.

ITEM NO. 3

SPECIAL RESOLUTION:

TO APPROVE THE ADOPTION OF EMPLOYEE STOCK OPTION PLAN 2022

It is proposed to amend the existing Employee Stock Option Plan 2019 (“ESOP Scheme”) of the Company to broaden the terms and conditions, including those on vesting, exercise, lapse, surrender etc.

The Board at its Meeting held on February 10, 2022 has approved the Employee Stock Option Plan 2022 of the Company and recommends the resolution as set out under Item No. 3 for the approval of the Shareholders.

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.

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

Gurunath N
Wholetime Director
DIN: 02799586

Place: Chennai
Date: February 10, 2022