

SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED
Baid Hi Tech Park, 8th Floor, No 129 B East Coast Road, Thiruvanmiyur,
Chennai- 600 041, Tamil Nadu
CIN: U65990TN2014PTC096252
Website: www.samunnati.com
Email: secretarial@samunnati.com

NOTICE CONVENING MEETING OF THE DEBENTURE HOLDERS

Dear Debenture Holder(s),

Notice is hereby given that the meeting of the Listed Debenture Holders (“Debenture Holders”) issued by Samunnati Financial Intermediation & Services Private Limited (“the Company”) is scheduled to be held on **W e d n e s d a y , M a y 4 , 2022** at 11.30 A.M. through Video Conference (“VC”) or Other Audio-Visual means (“OAVM”) to consider and transact the following business:

SPECIAL BUSINESS

ITEM NO. 1

APPROVAL OF COMPOSITE SCHEME OF ARRANGEMENT BETWEEN SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED AND SAMUNNATI FINANCE PRIVATE LIMITED AND SAMUNNATI AGRO SOLUTIONS PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS & CREDITORS (“Scheme”)

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

“**RESOLVED THAT** pursuant to the applicable laws, provisions of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, (“ILDS Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, and subject to the sanction of the Hon’ble National Company Law Tribunal (“Tribunal”), Chennai and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, the consent of the Debenture Holders be and is hereby granted for the Composite Scheme of Arrangement between Samunnati Financial Intermediation & Services Private Limited and Samunnati Finance Private Limited and Samunnati Agro Solutions Private Limited and their Respective Shareholders & Creditors and the Scheme be and is hereby approved with or without modification alterations or amendments in the Scheme which are deemed necessary and desirable by them and/or desired, directed or imposed by the Hon’ble Tribunal.

RESOLVED FURTHER THAT Catalyst Trusteeship Limited, Debenture Trustee be and is hereby authorized to sign the requisite document, agreements, deeds, and such other documents, as may be necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme;

RESOLVED FURTHER THAT Mr. Anil Kumar S G, Director & CEO (DIN : 01189011) and/or Mr. N Gurunath, Wholetime Director (DIN : 02799586) and/or Mr. Lalit Malik - Group Revenue Head and/or Mr. C S Ramakrishnan, Head - Internal Control & Compliance and/or Ms. Aruna Subbaraman, Head - Corporate Governance and/or the Company Secretary of the Company, be and are hereby jointly and/or severally authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and

effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper;

RESOLVED FURTHER THAT all actions taken by the Board of Directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respect.”

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

Sd/-

S Arun Kumar

Company Secretary

Place: Chennai

Date: April 2, 2022

**Address: Baid Hi Tech Park, 8th Floor, No 129 B
East Coast Road, Thiruvanmiyur
Chennai- 600 041**

NOTES:

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this meeting is annexed.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated May 05, 2020 followed by General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 20/2021 dated December 8, 2021 and all other relevant circulars issued from time to time, physical attendance of the Debenture Holders at the meeting venue is not required and the meeting be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Debenture Holders can attend and participate in the ensuing meeting through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Debenture Holders is not available for this meeting. However, the Body Corporates are entitled to appoint authorised representatives to attend the meeting through VC/OAVM and participate there at and cast their votes through e-voting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
5. The Debenture Holders can join the meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
6. The attendance of the Debenture Holders attending the meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Debenture Holders in respect of the business to be transacted at the meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by the Debenture Holders using remote e-Voting system as well as voting on the day of the meeting will be provided by CDSL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the meeting has been uploaded on the website of the Company at www.samunnati.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the same is also available on the website of CDSL (agency for providing the remote e-Voting facility) i.e. www.evotingindia.com.
9. The meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No. 20/2021 dated December 8, 2021.

10. The Notice of meeting is being sent to all the Debenture Holders whose names appear in the records of the Company as of the date of this Notice. Voting rights shall be reckoned as on the cut-off date of April 27, 2022.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 59 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Debenture Holders. The detailed instructions for remote e-voting are attached. The voting period begins on April 30, 2022 at 10 A.M. and ends on May 03, 2022 at 5 P.M. During this period Debenture Holders of the Company, holding Debentures in dematerialized form, as on the cut-off date (record date) of April 27, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
12. The facility for E-voting shall also be available at the Meeting from the start of the Debenture holders meeting on May 04, 2022 at 11.30 A.M. upto 15 minutes after conclusion of the Meeting. Debenture holders who have cast their votes through the remote e-voting facility prior to the Meeting may also attend the meeting but shall not be eligible to cast their votes again at the Meeting. The link for attending the meeting through virtual mode will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned for remote e-voting.
13. Any Debenture Holders having any objection for the said Scheme, he/ she/ it shall cast the "Dissenting Vote" by e-Voting. As such those Debenture Holders who do not specifically cast their vote against the Scheme, it will be deemed to have consented to the Scheme.
14. The Company will independently obtain requisite consent of the Debenture Holders under the applicable provisions of the Companies Act, 2013 to comply with the order dated March 29, 2022 of the Hon'ble Tribunal.
15. All relevant documents referred to in the accompanying Notice are available for inspection online during office hours on all days except Saturdays, Sundays and public holidays, upto the date of the Debenture Holders meeting. The aforesaid documents will also be available for online inspection by Debenture Holders during the Debenture Holders meeting with the Company Secretary of the Company, who will share the desired documents with the Debenture Holders who has requested them via Video Conferencing. A Copy of the Scheme and Valuation Report are available for download from the following link:

[Listed Debenture Holders- Sam Fin](#)

16. Mr. C. Prabhakar (FCS 11722, CP. No. 11033), Partner, BP & Associates, Practicing Company Secretary has been appointed as the Scrutiniser to scrutinize the e-voting process in a fair and transparent manner. The Scrutiniser shall submit a report of the total votes cast in favour or against, if any, on the resolutions set out in the Notice, not later than 48 hours from the conclusion of the Debenture holders Meeting. The result of the voting will be announced within 48 (Forty Eight) hours after the conclusion of the Meeting at the Company's website at www.samunnati.com.
17. Since the meeting will be held through video conferencing, the route map is not annexed to this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

1. In this statement, Samunnati Financial Intermediation & Services Private Limited is hereinafter referred to as “First Applicant Company”.
2. The approval of the Debenture Holders is sought by way of the Special Resolution set out in Item No. 1 of the Notice pursuant to the applicable laws, provisions of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, (“ILDS Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and other applicable laws, if any.
3. The details of ISIN and Scrip Code of all Listed Debentures in respect of which this Meeting is being convened is given below:

ISIN	BSE Code
INE551U07209	973790
INE551U07076	959702
INE551U07084	959703
INE551U07100	959798
INE551U07126	960093
INE551U07167	973147

4. Samunnati Financial Intermediation & Services Private Limited, (hereinafter referred to as the “First Applicant Company”) was incorporated on June 23, 2014 with Registrar of Companies, Chennai under the provisions of the Companies Act, 2013 with the Corporate Identity Number U65990TN2014PTC096252. The Registered Office of the First Applicant Company is situated at Baid Hi Tech Park, 8th Floor, No 129 B, East Coast Road, Thiruvanniyur, Chennai - 600 041, Tamil Nadu. The PAN of the First Applicant Company is AAUCS6880M. The First Applicant Company is engaged in the business of a Non-Banking Financial Institution without accepting deposits. It provides secured and unsecured loans to farmers, farmer producer organisations, community based organisations and Agri-enterprises.
5. The Registered Office of the First Applicant Company is situated at Baid Hi Tech Park, 8th Floor, No 129 B East Coast Road, Thiruvanniyur, Chennai - 600 041.
6. The main objects of the First Applicant Company as set out in its Memorandum of Association are, inter alia, as follows:

“III. OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- i. *To provide services in the nature of distribution channels, delivery lines and network for entities and all ancillary business, financial and otherwise including agency for spot, future and commodity trading, mutual fund instruments, remittance facilities, insurance brokers and/ or soliciting or procuring insurance business as Corporate Agent, stockists for stock, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds, distributors, commission agents or premises funders, buying, selling and dealing in gold bullion and commodities of any kind whatsoever as may be permitted by law, and to act as agents to banks, government agencies, private and public institutions, Indian and Foreign companies,*

Commissions, Public Bodies, Supreme, Municipal or otherwise, in order to achieve and ensure the provision of financial services and generally to transact all matters of agency and commission business for all ventures both in India and abroad, and further, to provide all kinds of prepaid facilitation, in the nature of consulting, financial and advisory services, including but not limited to insurance, trading, stocking, broking, investment, distributors, commission, agents for companies.

- ii. *To design, develop, process, render technical know-how, information and services concerning agricultural production, processing, distribution, packaging, marketing, warehousing, Quality Certifications, other related services and to improve the productivity of agricultural and allied sectors including livestock and to arrange, own, acquire or retain necessary resources and infrastructure for executing the foregoing activities and services.*
 - iii. *To carry on business of establishing, organizing, managing, promoting, providing, operating, conducting and developing the business of Consultants, providing Quality Certifications, Training agencies, back end services in India or elsewhere on all matters relating to the dairy, milk food and milk processing sectors and carry on, engage in and undertake dairy animal management, breeding, manufacture or arrange feed for animals, distribution/packaging/processing/ sales of dairy products and its ingredients, setting up cold storage and distribution facilities to ensure storage and distribution of the same and all other business, activities or measures to improve the efficiency of supply chains by linking a network of supply chain entities and attain higher scale of operations.*
7. Samunnati Finance Private Limited hereinafter referred to as Second Applicant Company was incorporated on September 22, 2021 with Registrar of Companies, Chennai under the provisions of the Companies Act, 2013 with the Corporate Identity Number U65990TN2021PTC146392 and PAN No. ABGCS8966H. Second Applicant Company is proposed to be primarily engaged in the business of facilitating/providing credit facilities through long term, short-term loans and other relevant financial products, including bill discounting, hire purchase, leasing, loan against shares, bonds, debentures etc. to all sections of the society including poor and marginalized men, women and children, self - help groups, societies, merchants, traders, industries, commercial establishments, financial institutions, co-operative societies, non-government organizations, private, charitable, educational research institutions and related entities.
8. The Registered Office of the Second Applicant Company is situated at 7th Floor, No 129 B, East Coast Road, Thiruvannamiyur, Chennai, Tamil Nadu - 600 041.
9. The main objects of the Second Applicant Company as set out in its Memorandum of Association are, inter alia, as follows:

“III. OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- i. *To carry on the business of providing financial assistance as a Non- Banking Financial Company as permitted by the Reserve Bank of India, to all sections of society in India and elsewhere, including to poor and marginalized men, women and children, self - help groups, individual, societies, merchants, traders, industries, commercial establishments, financial institutions, co-operative societies, non-government organizations, private, charitable, educational research institutions and related entities, directly or indirectly through long term and short-term loans (including income and non-income generation loans such as education loans and loans for social causes) and other means of financing upon such terms and conditions as the company may think fit for the purposes including the following, (i) increasing sources of livelihood, financial inclusion, business opportunities and income, (ii) agricultural,*

horticulture and livestock and fishery development, (iii) commercial development, manufacturing, and service industry, and (iv) habitat development.

- ii. *To carry on the business or businesses of improving access to finance to underserved geographies and customer segments by providing or arranging loans and advances with or without security, and other relevant financial products, independently or in association with any other agency/organisation, including bill discounting, hire purchase, leasing, loan against shares, bonds, debentures and other securities, to enter into guarantees, contracts of indemnity and surety of all kinds, and to invest or acquire, subscriber for shares, bonds, stocks, debentures, debenture stock issued or guaranteed by any company.*
 - iii. *To engage in all forms of securitization, assignment of receivables, instalment sale and/or deferred sale relating to goods or materials, to purchase the book debts and receivables of companies and to lend or give credit against the same, to borrow, to transact business as promoters, financiers, monetary agents, to carry out the business of a company established with the object of financing industrial enterprises and to arrange or provide financial and other facilities independently or in association with any person, government, financial institutions, banks or any other agency, in the form of lending or advancing money by way of secured or unsecured loan, working capital finance, hire purchase, refinance, project finance or in any other form, whether with or without security, to institutions, bodies corporate, firms, associations, societies, trusts, authorities, industrial enterprises and to arrange or provide facilities for the purposes of business, personal use of any such purposes as required by the borrower and approved by the company.*
9. Samunnati Agro Solutions Private Limited hereinafter referred to as Third Applicant Company was incorporated on October 14, 2016 with Registrar of Companies, Chennai under the provisions of the Companies Act, 2013 with the Corporate Identity Number U74999TN2016PTC112925 and PAN No. AAXCS7233D. Third Applicant Company is primarily engaged in the business of : (a) cash and carry wholesale trading of agricultural commodities, including but not limited to fruits, vegetables, plantation crops, cereals, pulses and oilseeds; (b) acting as a catalyst in the transaction of sale of agricultural products by the sellers to the interested end buyers; and (c) sourcing the agricultural products from farmer producer organizations, aggregators, traders etc. and selling them to buyers who are generally processing units, exporters, modern retailers, and wholesalers, at a margin (“SamAgro Business”).
10. The Registered Office of the Third Applicant Company is situated at 8th Floor, No 129 B, East Coast Road, Thiruvannamiyur, Chennai, Tamil Nadu - 600 041.
11. The main objects of the Third Applicant Company as set out in its Memorandum of Association are, inter alia, as follows:

“III. OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- i. *To carry on the business of wholesale trading of all types of agri-inputs and commodities including food grains, fruits, vegetables, herbs, flowers, fluids, condensed milk and powdered milk, cream, cheese, butter, cash crops and provision of inputs of all kinds, including corn, hay and straw, seeds and to buy, sell and trade in any goods usually traded in any of the above business or any other business including staple foods and medicinal preparations from vegetable and animal products or any substitute for any of them; including through electronic mode; at all times in compliance with and to the extent permitted under applicable law.*
- ii. *To carry on all or any of the business of (i) horticulture, floriculture, apiculture, and cultivation of vegetables, mushrooms; (ii) development and production of seeds and*

planting material; (iii) animal husbandry, dairy, pisciculture, aquaculture; sericulture, (iv) services related to agro and allied sectors; and (v) plantation business for tea, coffee, rubber, cardamom, palm oil and olive oil; and other such items as may be permissible by law and at all times in compliance with applicable law; and deal in general in all types of the above products and their derivatives including aggregation of production in various forms and modes and to market the above products in India or abroad; at all times in compliance with and to the extent permitted under applicable law.

iii. To carry on the business of millers, grinders, rollers, processors, cold storers, canners, preservers, other support services and/or consultants, advisers and researchers in any agricultural process and logistics including on inputs, cultivation, storage, transport, marketing and branding, and obtain membership of exchanges (spot and derivative) or terminal markets (public or private) or set up brokerages for the same, and undertake all activities relating to the foregoing, at all times in compliance with and to the extent permitted under applicable law

12. By the Scheme, it is proposed to slump sale the Business Undertaking of First Applicant Company as a going concern into Second Applicant Company and amalgamation of Third Applicant Company into First Applicant Company in order to improve business focus, resulting in maximization of benefits to all stakeholders and provide better opportunity of growth.

13. Capital Structure

a. The Authorized, issued, subscribed and paid-up share capital of the First Applicant Company as on March 31, 2022 is as follows:

Authorised Share Capital	Amount (INR)
7,50,000 Equity Shares of INR10 each	75,00,000
17,50,000 Preference Shares of INR 10 each	1,75,00,000
Total	2,50,00,000
Issued, Subscribed and Paid-up Share Capital	
5,73,861 Equity Shares of INR10 each	57,38,610
16,83,819 Compulsorily Convertible Preference Shares of INR 10 each	1,68,38,190
Total	2,25,76,800

- b. The authorized, issued, subscribed and paid-up share capital of the Second Applicant Company as on March 31, 2022, is as follows:

Authorised Share Capital	Amount (Rs.)
25,00,000 Equity Shares of INR10 each	2,50,00,000
Total	2,50,00,000
Issued, Subscribed and Paid-up Share Capital	
25,00,000 Equity Shares of INR10 each	2,50,00,000
Total	2,50,00,000

- c. The authorized, issued, subscribed and paid-up share capital of the Third Applicant Company as on March 31, 2022, is as follows:

Authorised Share Capital	Amount (Rs.)
6,50,000 Equity Shares of INR 10 each	65,00,000
Total	65,00,000
Issued, Subscribed and Paid-up Share Capital	
6,32,484 Equity Shares of INR 10 each	63,24,840
Total	63,24,840

14. The Board of Directors of the First Applicant Company vide meeting dated October 28, 2021 have approved and adopted the Scheme, subject to approval by the requisite majority of the Debenture Holder of the Company, as may be required, and subject to the sanction of the National Company Law Tribunal, Chennai Bench and of such other authorities as may be necessary.

15. STATEMENT UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT 2013

- a. Under the proposed Scheme, it is proposed to slump sale the Business Undertaking of First Applicant Company as a going concern into Second Applicant Company and amalgamation of Third Applicant Company into First Applicant Company. The said Scheme will be effective from the Appointed Date.

The Objectives of the above Scheme are as follows:

The Board of Directors of First Applicant Company, Second Applicant Company and Third Applicant Company believe that the following benefits will accrue, pursuant to the Scheme:

- (i) The group proposes to conduct its financial services business in the wholly owned subsidiary. Accordingly, to align the overall holding and operating structure, it is proposed to transfer the Business Undertaking of SamFin into New SamFin (a wholly owned subsidiary of SamFin). This Scheme also makes provision for various other matters consequential or related thereto and otherwise integrally connected therewith. The following key advantages have been foreseen by the Board of Directors of SamAgro, New SamFin and SamFin, respectively: -
 - (a) greater visibility on the performance of respective businesses by moving the Business Undertaking of SamFin to New SamFin, and absorbing the SamAgro Business from SamAgro into SamFin;
 - (b) to create a platform to support wider collaboration across the banking system and assist in the origination of priority sector portfolio for banks;
 - (c) play the role of an 'ecosystem catalyst' by catalyzing a 'farmers' marketplace' towards the group's mission of making markets work for smallholder farmers;

- (d) long term value unlocking of businesses, and ensuring long-term compliance with all applicable regulations; and
- (e) to focus on institution and capacity building of farmer producer organisations by converting SamAgro's ability to enable market linkages into a technology-enabled open marketplace platform that connects farmers and farmer producer organisations to external markets.
- (ii) Overall, the Scheme is intended to bring about restructuring within the group of Companies wherein New SamFin houses the business of the non-banking financial company/financial services, and SamFin acquires the business of SamAgro within its direct management, and to enable better and more efficient management, control and running of its various businesses and offering opportunities to the management of both the Companies to vigorously pursue growth and expansion.

b. Swap Ratio :-

For transfer and vesting of the Business Undertaking of the First Applicant Company into the Second Applicant Company

Upon the coming into effect of this Scheme and in consideration of the transfer and vesting of the Business Undertaking of First Applicant Company into the Second Applicant Company pursuant to the Scheme, the Second Applicant Company shall within 45 (Forty-Five) Business Days of the Appointed Date discharge the Slump Sale Consideration by way of issuance and allotment of 11,99,71,000 (Eleven Crores Ninety-Nine Lakhs Seventy One Thousand) equity shares of face value INR 10 (Indian Rupees Ten) each, to the First Applicant Company.

For transfer and vesting of the Undertaking of the Third Applicant Company into the First Applicant Company

The entire issued, subscribed and paid-up share capital of the Third Applicant Company is held by the First Applicant Company in its own name and through its nominees. Therefore, upon this Scheme becoming effective, no fresh shares of the First Applicant Company shall be allotted as consideration for the amalgamation of Third Applicant Company with the First Applicant Company. Thus, the entire equity shares of the Third Applicant Company shall, on the Effective Date, be deemed to have been cancelled without any further act or deed and no shares of the First Applicant Company are required to be issued in lieu thereof.

- c. The Directors of the First Applicant Company, Second Applicant Company and Third Applicant Company are not personally interested in the above Scheme other than to the extent of their respective shareholdings.
- d. As per the unaudited balance sheet of the First Applicant Company made upto 30 September 2021, the assets and liabilities of the First Applicant Company are as follows:

Liabilities	Amount (In Millions of Indian Rupees)	Assets	Amount (In Millions of Indian Rupees)
Share capital	20.45	Non-current assets	364.88
Reserves and surplus	5666.84	Current assets	14,162.63
Non-current liabilities	8785.83		
Current liabilities	54.39		
Total	14,527.51	Total	14,527.51

- e. As per the unaudited balance sheet of the Second Applicant Company made upto 30 September 2021, the assets and liabilities of the Second Applicant Company are as follows:

Liabilities	Amount (In Millions of Indian Rupees)	Assets	Amount (In Millions of Indian Rupees)
Share capital	25.00	Non-Current Assets	-
Reserves and surplus	(0.31)	Current Assets	25.01
Non-Current liabilities	-		
Current liabilities	0.32		
TOTAL	25.01	TOTAL	25.01

- f. As per the unaudited balance sheet of the Third Applicant Company made upto 30 September 2021, the assets and liabilities of the Third Applicant Company are as follows:

Liabilities	Amount (In Millions of Indian Rupees)	Assets	Amount (In Millions of Indian Rupees)
Share capital	6.32	Non-current assets	139.10
Reserves and surplus	580.85	Current assets	3714.96
Non-current liabilities	447.08		
Current liabilities	2819.81		
Total	3854.06	Total	3854.06

- g. There are no investigation proceedings pending against the First Applicant Company under Sections 206 to 229 of the Companies Act, 2013.

- h. Names of the directors of the First Applicant Company along with their addresses:

Name and DIN of the Director	Address
Mr. Sunil Satyapal Gulati DIN: 00016990	Flat no. 703, Sterling Sea Face, Dr. Ab Road, Near Poonam Chambers, Worli, Mumbai - 400018
Mr. Mahendran Balachandran DIN: 00121640	#301, 'F' Block, Redwood Raheja Residency, Koramangala, Bangalore - 560034
Mr. Anil Somanapalli Kumar Gopala Krishna DIN: 01189011	Flat No 64, Tower 42, 6th Floor, DLF Garden City, Thazhambur, Kancheepuram - 603103
Mr. Narasimhan Srinivasan DIN: 01501266	T2, 403, Kapil Malhar, Baner Road, Baner, Pune - 411045
Mr. Venkatesh Tagat DIN: 02728441	102 B-8, Shanti Park Apartments, Jayanagar, 9 Block, Bengaluru - 560069
Mr. Gurunath Neelamani DIN: 02799586	Plot No,16 Ahaan Old 116, New 49, Govind Royal Enclave, Vettuvankeni, Injambakkam, Kancheepuram - 600115
Mr. Akshay Dua DIN: 03144843	D-1901, Phase-II, Lake Homes, Near Gopal Sharma School, Powai, Mumbai - 400076
Ms. Jyotsna Krishnan DIN: 06572288	Flat No.202, Elegant Ritz, No.09, Balaji Layout, Cooke Town, Bangalore - 560005
Ms. Rekha Natrajan Unnithan DIN: 08354141	270 W End Ave, 9So, New York - 10023-2624, United States of America.

- i. Names of the Promoters of the First Applicant Company along with their addresses:

Name of the Promoter	Address
Mr. Anil Somanapalli Kumar Gopala Krishna DIN: 01189011	Flat No 64, Tower 42, 6th Floor, DLF Garden City, Thazhambur, Kancheepuram, 603103

- j. The Board of Directors of the First Applicant Company has approved the Scheme on October 28, 2021. Details of directors of the First Applicant Company who voted in favour / against / did not vote or participate in the resolution of meeting of the Board of Directors of the First Applicant Company are given below:

Name of the Director	Voted in favour / against / did not participate
Sunil Satyapal Gulati	Voted in favour
Mahendran Balachandran	Did not participate
Anil Somanapalli Kumar Gopala Krishna	Voted in favour
Narasimhan Srinivasan	Voted in favour
Venkatesh Tagat	Voted in favour
Gurunath Neelamani	Voted in favour
Akshay Dua	Voted in favour
Jyotsna Krishnan	Did not participate
Rekha Natrajan Unnithan	Voted in favour

- k. The Scheme does not involve any capital or debt restructuring.
- l. Disclosure about the effect of the Scheme on:
- Key managerial personnel: The implementation of the proposed Scheme shall not adversely affect any of the key managerial personnel of the First Applicant Company, Second Applicant Company and the Third Applicant Company.
 - Directors: The implementation of the proposed Scheme shall not adversely affect the Directors of the First Applicant Company, Second Applicant Company and the Third Applicant Company.
 - Promoters: The implementation of the proposed Scheme shall not adversely affect the Promoter of the First Applicant Company, Second Applicant Company and the Third Applicant Company.
 - Non-promoter members: The implementation of the proposed Scheme shall not adversely affect the Non - promoter members of the First Applicant Company, Second Applicant Company and the Third Applicant Company.
 - Depositors: Not applicable as there are no depositors in the First Applicant Company, Second Applicant Company and the Third Applicant Company.
 - Creditors: The implementation of the proposed Scheme shall not adversely affect the creditors of the First Applicant Company, Second Applicant Company and the Third Applicant Company.

- vii. Debenture Holders: The implementation of the proposed Scheme shall not adversely affect the Debenture Holders of the First Applicant Company.
 - viii. Deposit trustee and debenture trustees: The implementation of the proposed Scheme shall not adversely affect the Debenture trustees of the First Applicant Company and there are no deposit trustee in the First Applicant Company, Second Applicant Company and the Third Applicant Company as there are no depositors.
 - ix. Employees of the Company: The implementation of the proposed Scheme shall not adversely affect the employees of the First Applicant Company, Second Applicant Company and the Third Applicant Company.
16. During the Meeting, all the documents referred to in the Notice and Explanatory Statement will be available for inspection through electronic mode.
17. This statement may also be treated as an Explanatory Statement under Section 102 of the Companies Act, 2013.
18. After the Scheme is approved by you, it will be further subject to the approval by the Hon'ble National Company Law Tribunal, Chennai.

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

Sd/-

**S Arun Kumar
Company Secretary**

Place: Chennai

Date: April 2, 2022

**Address: Baid Hi Tech Park, 8th Floor, No 129 B
East Coast Road, Thiruvanmiyur
Chennai- 600 041**

THE INSTRUCTIONS FOR DEBENTURE HOLDERS FOR REMOTE E-VOTING AND JOINING THE DEBENTURE HOLDERS MEETING ARE AS UNDER:

- (i) The voting period begins on April 30, 2022 at 10 A.M. and ends on May 03, 2022 at 5 P.M. During this period Debenture holders' of the Company, holding Debentures in dematerialized form, as on the cut-off date (record date) of April 27, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The facility for E-voting shall also be available at the Meeting from the start of the Debenture holders meeting on May 04, 2022 at 11.30 A.M. upto 15 minutes after conclusion of the Meeting. Debenture holders who have cast their votes through the remote e-voting facility prior to the Meeting may also attend the meeting but shall not be eligible to cast their votes again at the Meeting. The link for attending the meeting through virtual mode will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned for remote e-voting.

The Login method for e-Voting for **Debenture holders holding securities in Demat mode with CDSL/NSDL** is given below:

Type of Debenture holders	Login Method
Debenture holders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Debenture holders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Debenture holders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
<p>Debenture holders holding securities in Demat mode with CDSL</p>	<p>Debenture holders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 and 22-23058542-43.</p>
<p>Debenture holders holding securities in Demat mode with NSDL</p>	<p>Debenture holders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

- (iii) Login method for e-Voting
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding securities in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department <ul style="list-style-type: none"> • Debenture holders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id in the Dividend Bank details field.

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Debenture holders holding securities in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Click on the EVSN of Samunnati Financial Intermediation & Services Private Limited on which you choose to vote.
- (vii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) **Additional Facility for Non - Individual holders and Custodians -For Remote Voting only.**
- Non-Individual holders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual holders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer (prabhakar@bpcorpadvisors.com) and to the Company at the email address viz; secretarial@samunnati.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR DEBENTURE HOLDERS ATTENDING THE MEETING THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the Meeting is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Debenture holders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the Meeting.
4. Debenture holders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further Debenture holders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to

Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Debenture holders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to Meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The Debenture holders who do not wish to speak during the Meeting but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those Debenture holders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those Debenture holders, who are present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Meeting.

If you have any queries or issues regarding the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 and 022 - 23058542/43.

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