

NOTICE OF THE SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SAMUNNATI AGRO SOLUTIONS PRIVATE LIMITED

NOTICE is hereby given that the Sixth Annual General Meeting (“**AGM**”) of Samunnati Agro Solutions Private Limited (the “**Company**”) will be held on Monday, September 5, 2022 at 12 P.M. IST through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 (hereinafter collectively referred to as “**Circulars**”) and other applicable circulars issued by the Ministry of Corporate Affairs (“**MCA**”), to transact the businesses 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. The proceedings of the AGM will be recorded at the Registered Office of the Company situated at Baid Hi Tech Park, 8th Floor, No 129B, East Coast Road, Thiruvanmiyur, Chennai - 600 041.

In compliance with the Circulars issued by the MCA, the Notice of the AGM and the Audited Financial Statements for the Financial Year 2021-22, along with the Reports of the Board of Directors and Auditors thereon and other documents required to be attached thereon is being circulated to the Members of the Company through electronic mode.

ORDINARY BUSINESS:

ITEM NO. 1 - TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022 ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

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

“**RESOLVED THAT** the Audited Financial Statements of the Company along with the Reports of the Board of Directors and Auditors thereon for the Financial Year ended March 31, 2022, as circulated to the Members and laid before the Meeting, be and are hereby approved and adopted.”

SPECIAL BUSINESSES:

ITEM NO. 2 - TO CONSIDER AND APPROVE APPOINTMENT OF MR. ANUJ VIJAYKUMAR NARANG AS DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-

enactment(s) thereof, for the time being in force) read with Articles of Association of the Company, Mr. Anuj Vijaykumar Narang (DIN: 01686940), who was appointed as Additional Director of the Company on November 16, 2021 and who holds the office till the conclusion of this Annual General Meeting, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question or clarifications that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

ITEM NO. 3 - TO CONSIDER AND APPROVE RE-APPOINTMENT OF DR. VENKATESH TAGAT AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and Articles of Association of the Company, Dr. Venkatesh Tagat (DIN:02728441), be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of five years with effect from August 16, 2022 up to August 15, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question or clarifications that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

By Order of the Board of Directors

Sd/-
Anil Kumar S G
Director
DIN:01189011

Place: Chennai
Date: 04.08.2022

NOTE:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY SUBJECT TO PROVISIONS OF THE ARTICLES OF ASSOCIATION.** However, as per the Circulars issued by MCA, the entitlement for appointment of proxy has been dispensed with for the General Meetings conducted through VC / OAVM. Accordingly, the Attendance Slip, Proxy Form and Route Map have not been annexed to this Notice of AGM.
- 2) Corporate Members intending to nominate their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 3) The explanatory statement as required under Section 102 of the Companies Act, 2013 is annexed hereto and forms an integral part of the Notice.
- 4) Members may kindly note that since the Annual General Meeting of the Company is scheduled to be held through VC / OAVM, 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 or 044-66762400.
- 5) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 read with rules issued thereunder shall be available electronically for inspection.

ANNEXURE TO THE NOTICE

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

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

ITEM NO. 2 - TO CONSIDER AND APPROVE APPOINTMENT OF MR. ANUJ VIJAYKUMAR NARANG AS DIRECTOR OF THE COMPANY

Mr. Anuj Vijaykumar Narang, Director (DIN: 01686940) was appointed as an Additional Director of the Company through Circular Resolution passed by the Board of Directors of the Company on November 16, 2021.

As per the provisions of Section 161 of the Companies Act, 2013 ("the Act"), an Additional Director of the Company shall hold office up to the date of the next Annual General Meeting (AGM). Accordingly, Mr. Anuj Vijaykumar Narang holds office as Director of the Company until the date of this AGM.

Considering the expertise and performance during his tenure and after taking note of the consents and disclosures received, the appointment of Mr. Anuj Vijaykumar Narang as Director of the Company is being placed before the Members for their approval.

The Board recommends passing of the resolution at Item No. 2 of the Notice as an Ordinary Resolution.

A brief profile and other information as required under the Secretarial Standards are disclosed under Para - B of this statement.

Except Mr. Anuj Vijaykumar Narang, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution as set out in Item No. 2.

ITEM NO. 3 - TO CONSIDER AND APPROVE RE-APPOINTMENT OF DR. VENKATESH TAGAT AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Dr. Venkatesh Tagat (DIN:02728441) was appointed as an Independent Director by the Members at the Annual General Meeting ("AGM") of the Company held on August 16, 2017. Accordingly, Dr. Venkatesh Tagat's tenure as Independent Director of the Company expires on August 15, 2022.

As per the provisions of Section 149(10) and (11) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company but shall be re-appointed by the Company by passing a special resolution and disclosure of such re-appointment in the Boards' Report.

Considering Dr. Tagat's experience, expertise, knowledge and performance evaluation and after taking note of the consents and disclosures / declarations received from him, the Board at its Meeting held on August 04, 2022 had re-appointed Dr. Venkatesh Tagat as an Independent Director, not liable to retire by rotation, for a second term of five years with effect from August 16, 2022 up to August 15, 2027, subject to approval of the Members.

In the opinion of the Board, Dr. Venkatesh Tagat fulfils the conditions specified in the Act and the Rules framed thereunder and he is independent of the Management. A brief profile of Dr. Venkatesh Tagat and other information as required under the Secretarial Standards are disclosed under Part - B of this statement.

The Board recommends the re-appointment of Dr. Venkatesh Tagat for a further term of five years.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Dr. Venkatesh Tagat is being placed before the Members for their approval by means of a Special Resolution.

Except Dr. Venkatesh Tagat, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution as set out in Item no. 3.

B. DISCLOSURE UNDER SECRETARIAL STANDARDS 2 ON GENERAL MEETINGS

Name of the Director	Mr. Anuj Vijaykumar Narang	Dr. Venkatesh Tagat
DIN	01686940	02728441
Date of Birth	08/09/1971	14/04/1954
Age	50 years	68 years
Qualification(s)	Commerce graduate and Post Graduate degree in Management	Ph.D
Date of Appointment (Initial Appointment)	November 16, 2021	June 20, 2017
Nature of his expertise in specific functional areas	Has more than 25 years' experience in P&L management, Business Development, Sales & Marketing, Budgeting and Strategic Planning in the Commodity and Consumer space. He was focused on consulting with leading FMCG Companies and offering risk management services for Supply Chain & Procurement. In the past, he has been associated with Engelhart Commodities Singapore, Czarnikow Group and ITC Foods.	More than 31 years of experience in agriculture finance field - retired as CGM, NABARD
Number of Board Meeting attended	Two	Four
Inter-se relationship	None	None

with any other directors and KMPs of the Company		
Directorships in other Companies	<ul style="list-style-type: none"> - Clean Climate Technologies Private Limited - Samunnati Investment Management Services Private Limited - Kamatan Farm Tech Private Limited 	<ul style="list-style-type: none"> - Samunnati Financial Intermediation & Services Private Limited - Sanghamithra Rural Financial Services
Number of shares held in the Company	Nil	Nil
Details of remuneration sought to be paid	Not Applicable	Not Applicable
Details of remuneration last drawn	Nil	Nil