

**NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED**

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**NOTICE** is hereby given that the Eighth Annual General Meeting (“**AGM**”) of Samunnati Financial Intermediation & Services Private Limited (the “**Company**”) will be held on Monday, September 5, 2022, at 11 A.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, 8<sup>th</sup> Floor, No 129B, East Coast Road, Thiruvananthapuram, 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 are 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 as an **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Standalone and Consolidated 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 RE-APPOINTMENT OF MR. GURUNATH NEELAMANI AS A WHOLE TIME 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 provisions of Sections 196, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and

Remuneration of Managerial Personnel) 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, the Amended and Restated Shareholders' Agreement dated May 06, 2019, the Amendment to the Amended and Restated Shareholders' Agreement dated April 12, 2021 and the Amendment to the Amended and Restated Shareholders' Agreement dated March 30, 2022, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Gurunath Neelamani (DIN: 02799586) as a Whole time Director of the Company for a period of five years with effect from June 21, 2022 on such remuneration as may be fixed by the Nomination & Remuneration Committee / Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to approve the terms and conditions of re-appointment including remuneration and to alter such terms and conditions from time to time as it may deem appropriate, on the recommendation of the Nomination and Remuneration Committee and in compliance with the applicable provisions of the Companies Act, 2013 and other applicable laws.

**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 MR. SUNIL SATYAPAL GULATI 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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Sunil Satyapal Gulati (DIN:00016990), 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 September 25, 2022 up to September 24, 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/-

**S Arun Kumar  
Company Secretary**

Place: Chennai

Date: August 12, 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](mailto: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 - RE-APPOINTMENT OF MR. GURUNATH NEELAMANI AS WHOLE TIME DIRECTOR OF THE COMPANY**

Mr. Gurunath Neelamani (DIN: 02799586) was appointed as a Whole time Director of the Company for a period of 5 years on June 21, 2017. Considering his experience, skills, knowledge and performance evaluation, the Nomination and Remuneration Committee at its Meeting held on May 24, 2022 had recommended re-appointment of Mr. Gurunath Neelamani as a Whole time Director for a term of five years effective June 21, 2022, after taking note of the requisite consents and disclosures/declarations received from him under the provisions of the Companies Act, 2013 and rules made thereunder.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Gurunath Neelamani as Whole time Director for a further period of 5 years w.e.f. June 21, 2022 subject to approval of the Members.

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

The Board recommends passing of the resolution at Item No. 2 of the notice as a Special Resolution.

Except Mr. Gurunath Neelamani, 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 - RE-APPOINTMENT OF MR. SUNIL SATYAPAL GULATI AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Mr. Sunil Satyapal Gulati (DIN:00016990) was appointed as an Independent Director of the Company at the Meeting of Board of Directors held on September 25, 2017 for a period of five years effective September 25, 2017, which was approved by Members at the Extraordinary General Meeting of the Company held on February 8, 2018. Accordingly, Mr. Sunil Satyapal Gulati's tenure as Independent Director of the Company comes to an end on September 24, 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 his experience, skills, knowledge and performance evaluation, the Nomination and Remuneration Committee at its Meeting held on August 03, 2022 had recommended re-appointment of Mr. Sunil Gulati as an Independent Director for a second term of five consecutive years after taking

note of the consents and disclosures/declarations received from him. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Sunil Gulati as an Independent Director, not liable to retire by rotation, for a second term of five years with effect from September 25, 2022 up to September 24, 2027 subject to approval of the Members.

In the opinion of the Board, Mr. Sunil Gulati fulfils the conditions specified in the Act and the Rules framed thereunder and he is independent of the Management. The brief profile of Mr. Sunil Gulati and other information as required under the Secretarial Standards are disclosed under Para - B of this statement.

The Board recommends the re-appointment of Mr. Sunil Gulati 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 Mr. Sunil Gulati is being placed before the Members for their approval by means of a Special Resolution.

Except Mr. Sunil Gulati, 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. Gurunath Neelamani   | Mr. Sunil Satyapal Gulati   |
|--|--|---|
| DIN  | 02799586   | 00016990  |
| Date of Birth  | 18/03/1964   | 28/07/1961  |
| Age  | 58 years   | 61 years  |
| Qualification(s)   | B Sc - Physics, PGDSM - NIIT   | B. Tech, PGDM   |
| Date of Appointment (Initial Appointment)                              | June 21, 2017  | September 25, 2017  |
| Nature of his expertise in specific functional areas                   | Banker with over 32 years of experience in the Banking and Financial Services space. Started career with TMB and moved to ICICI and served in various roles for 15 years. Played key roles across Business and Operations in IFMR group of companies and also served as CEO of a NBFC (Pudhuaaru Financial Services Private Limited) | Experienced Banker for over 3 decades across multinational and Domestic Private sector banks with global and Indian experience  |
| Number of Board Meeting attended during FY 2021-22                     | Eleven   | Twelve  |
| Inter-se relationship with any other directors and KMPs of the Company | None   | None  |
| Directorships in other Companies                                       | Samunnati Finance Private Limited  | <ul style="list-style-type: none"> <li>- Varthana Finance Private Ltd</li> <li>- Tapstart Capital Private Ltd</li> <li>- PNB Metlife India Insurance Company Ltd</li> <li>- Fincare Small Finance Bank Ltd</li> </ul> |

|  |   |  |
|--|---|--|
|  |   | <ul style="list-style-type: none"> <li>- Empays Payment Systems India Private Ltd</li> <li>- Merisis Advisors Private Ltd</li> <li>- Visage Holdings and Finance Private Ltd</li> <li>- Arthan Finance Private Ltd</li> <li>- SBI Mutual Fund Trustee Company Private Ltd</li> <li>- Perfios Account Aggregation Services Private Ltd</li> <li>- White Wizard Capital Private Ltd</li> </ul> |
| <b>Number of shares held in the Company</b>      | 1200  | NIL  |
| <b>Details of remuneration sought to be paid</b> | As may be fixed by the Board of Directors from time to time | Not Applicable   |
| <b>Details of remuneration last drawn</b>        | INR 11.86 MN  | NIL (only sitting fee is paid)   |