

SHORTER NOTICE OF THE EXTRAORDINARY GENERAL MEETING (01/2022-23) OF THE MEMBERS OF SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED

SHORTER NOTICE is hereby given that an Extraordinary General Meeting (01/2022-23) (“**EGM**”) of Samunnati Financial Intermediation & Services Private Limited (the “**Company**”) will be held on Thursday, October 06, 2022, at 4 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 EGM will be recorded at the Registered Office of the Company situated at Baid Hi Tech Park, 8th Floor, No 129B, East Coast Road, Thiruvanniyur, Chennai - 600 041.

In compliance with the Circulars issued by the MCA, the Notice of the EGM, Annexures and other documents required to be attached thereon are being circulated to the Members of the Company through electronic mode.

SPECIAL BUSINESSES:

ITEM NO. 1 - TO CONSIDER AND APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from INR 2,50,00,000 (Rupees Two Crores Fifty lakhs only) comprising of 7,50,000 (Seven Lakh Fifty thousand) Equity Shares of Rs. 10/- each and 17,50,000 (Seventeen Lakh Fifty Thousand) Preference Shares of Rs.10/- each, to INR 2,65,00,000 (Rupees Two crore Sixty Five Lakhs only) divided into 7,50,000 (Seven Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees ten only) each and 19,00,000 (Nineteen Lakhs) Preference shares of the Company of Rs. 10/- (Rupees ten only) each.”

“**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and

things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 2 - TO CONSIDER AND APPROVE THE AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded, for alteration of Clause 5 of the Memorandum of Association of the Company by substituting the existing clause 5 thereof by the following Clause 5:

5. The Authorized Share Capital of the Company is Rs. 2,65,00,000 (Rupees Two crore Sixty Five Lakhs only) divided into 7,50,000 (Seven Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees ten only) each and 19,00,000 (Nineteen Lakhs) Preference shares of the Company of Rs. 10/- (Rupees ten only) each.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 3 - TO CONSIDER AND APPROVE THE ISSUANCE OF UPTO 80,000 (EIGHTY THOUSAND ONLY) PRE-SERIES E COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES (“Pre-Series E CCPS”) THROUGH PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS

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

“**RESOLVED THAT** pursuant to Sections 23, 42, 55 and 62(1)(c), of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, Rules 9 and 13 of Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), any other law for the time being in force and the provisions in the Memorandum of Association and Articles of Association of the Company, approval of the members be and is hereby accorded for the Company to offer and issue and upto an aggregate of 80,000 (Eighty Thousand) Pre-Series E Compulsorily Convertible Cumulative Preference Shares of face value of INR 10/- (Indian Rupees Ten only) each at an issue price of INR 10,000 (Indian Rupees Ten Thousand only) each at a premium of INR 9,990/- (Indian Rupees Nine Thousand Nine Hundred and Ninety only) each on the terms set out under

Annexure A (“Pre-Series E CCPS”), to the persons identified below, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this connection, through preferential allotment on private placement basis and in the manner prescribed in Section 62(1)(c) read with rules made therein:

S no.	Name of the Proposed Allottee (Identified Person)	Address	Number of Pre-Series E CCPS proposed to be offered
1	Teachers Insurance and Annuity Association of America	730, 3rd Avenue, New York, NY 10017	40,000
2	Elevar I-IV AIF	No. 21/8, Craig Park Layout, Off. MG Road, Bangalore, Karnataka - 560001	30,000
3	Accel India V (Mauritius) Ltd	Fifth Floor, Ebene Esplanade, 24 Bank Street, Cybercity, Ebene - Mauritius	10,000
	Total		80,000

“**RESOLVED FURTHER THAT** the Pre-Series E CCPS to be issued under this Private Placement offer shall have the terms as set out under **Annexure A.**”

“**RESOLVED FURTHER THAT** pursuant to Sections 42, 55 and 62(1)(c) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rules 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and subsequent filing of the board resolution and/or the shareholders’ resolution in this regard with the Registrar of Companies pursuant to Rule 14(8) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the approval of the shareholders be and is hereby granted for the draft of the Private Placement Offer Letter (Form PAS-4) along with other documents and relevant annexures and the application form annexed thereto, drafts of which have been placed before the Members, and the shareholders hereby authorize Mr. Anil Kumar S G, Director & CEO (DIN: 01189011) or Mr. Gurunath N, Wholetime Director (DIN: 02799586) or Mr. Lalit Malik - Group Chief Financial Officer or the Company Secretary of the Company, severally to sign, issue and deliver the Private Placement Offer Letter (in Form PAS-4), along with other documents relevant annexures and the application form annexed thereto, to the persons mentioned above and to do all such actions, deeds, matters, writings and things as are necessary or expedient in this regard, including, but not limited to, undertaking filing of requisite forms and documents with the concerned Registrar of Companies / Ministry of Corporate Affairs / Reserve Bank of India.”

“RESOLVED FURTHER THAT the particulars required to be disclosed as per Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014 pursuant to the issuance of the Pre-Series E CCPS are as under:

- (a) The priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares are as per the terms of Pre-Series E CCPS as provided under **Annexure - A**;
- (b) Participation in the surplus fund as per the terms of Pre-Series E CCPS are as provided under **Annexure A**;
- (c) The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid as per the terms of Pre-Series E CCPS are as provided under **Annexure A**;
- (d) The payment of dividend is on cumulative basis;
- (e) Each CCPS will convert into such number of equity shares as determined by the terms of Pre-Series E CCPS as provided under **Annexure A**;
- (f) The voting rights shall be as per the terms of Pre-Series E CCPS as provided under **Annexure A**; and
- (g) The Pre-Series E CCPS shall be convertible into equity shares”

“RESOLVED FURTHER THAT the Form PAS-5 (Record of the private placement offer to be kept by the company), placed before the meeting, be and is hereby approved.”

“RESOLVED FURTHER THAT authorisation of the shareholders be and is hereby granted to commence the procedure for Private Placement of Pre-Series E CCPS.”

“RESOLVED FURTHER THAT Mr. Anil Kumar S G, Director & CEO (DIN: 01189011) or Mr. Gurunath N, Wholetime Director (DIN: 02799586) or Mr. Lalit Malik - Group Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to execute such offer letter on behalf of the Company and do all such other acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to these resolutions including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”

By Order of the Board of Directors

**Arun
Kumar** Digitally signed
by Arun Kumar
Date: 2022.10.06
13:55:49 +05'30'

S Arun Kumar
Company Secretary

Place: Chennai

Date: October 06, 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 EGM.
- 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 Extraordinary 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.

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. 1 & 2 - TO CONSIDER AND APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The present Authorised Share Capital of the Company is INR 2,50,00,000 (Rupees Two crore Fifty lakhs only) comprising of 17,50,000 (Seventeen Lakh Fifty Thousand) Preference Shares of Rs.10/- each and 7,50,000 (Seven Lakh Fifty thousand) Equity Shares of Rs. 10/- each.

In order to meet the funding requirements of the Company, it is proposed to issue Pre-Series E Compulsorily Convertible Cumulative Preference Shares ("CCPS") to certain existing investors by way of preferential allotment on Private Placement basis. In this regard, it is proposed to increase the Authorised Share Capital to INR 2,65,00,000 (Rupees Two crore Sixty Five Lakhs only) divided into 7,50,000 (Seven Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees ten only) each and 19,00,000 (Nineteen Lakhs) Preference shares of the Company of Rs. 10/- (Rupees ten only) each.

Consequent to this, it is also necessary to alter the Capital Clause (Clause 5) of the Memorandum of Association so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of Members at a General Meeting.

The Board at its Meeting held on October 06, 2022 has approved the proposed increase in Authorised Share Capital and the consequent alteration to the Capital Clause of the Memorandum of Association of the Company and recommends the resolutions set out under Item Nos. 1 & 2 for the approval of the Members.

A copy of the draft Memorandum of Association of the Company duly amended is available for inspection at the registered office of the Company on all working days between 11.00 AM to 4.00 PM and shall also be available for inspection electronically during the Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the said resolutions as set out in Item nos. 1 & 2.

ITEM NO. 3 - TO APPROVE THE ISSUANCE OF UP TO 80,000 (EIGHTY THOUSAND) PRE-SERIES E COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES ("Pre-Series E CCPS") THROUGH PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS

The Company proposes to issue Pre-Series E Compulsorily Convertible Cumulative Preference Shares ("Pre-Series E CCPS") through preferential allotment by way of private placement.

Sections 42, 55 and 62(1)(c) of the Companies Act, 2013 read with relevant Rules framed there under, inter alia, requires a Company to obtain the prior approval of the shareholders by way of a Special Resolution for issuance of shares or securities on preferential basis. Accordingly, the approval of the shareholders is being sought, by way of a special resolution, to offer, issue and allot the securities as set out above. The terms of issue of Pre-Series E CCPS is attached as Annexure A.

Pursuant to proviso to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014

S.No.	Requirement	Disclosure
1	Particulars of the offer including date of passing of Board resolution	80,000 (Eighty Thousand) Pre-Series E Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) at a premium of INR 9,990/- (Indian Rupees Nine Thousand Nine Hundred and Ninety only) each on the terms set out under Annexure A (“Pre-Series E CCPS”). Date of the Board resolution: October 06, 2022
2	Kinds of securities offered and the price at which security is being offered	Kind of Securities: Pre-Series E Compulsorily Convertible Cumulative Preference Shares (“Pre-Series E CCPS”) Price: Pre-Series E CCPS are issued at an issue price of INR 10,000/- (Indian Rupees Ten Thousand only), i.e. each Pre-Series E CCPS having face value of INR 10/- (Indian Rupees Ten only) at a premium of INR 9,990/- (Indian Rupees Nine Thousand Nine Hundred and Ninety only) each
3	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The price has been arrived by the Board based on the valuation report from the Registered Valuer, SPA Valuation Advisors Private Limited, IBBI Registered Valuer, having Registration no. IBBI/RV-E/05/2021/148. The fair market value of the Company’s shares as per the said valuation report is INR 9,755.70 (Indian Rupees Nine Thousand Seven Hundred and Fifty Five and Paise Seventy) each. The issue price of Pre-Series E CCPS of INR 10,000/- (Indian Rupees Ten Thousand Only) each is higher than the fair market value of the Company’s shares as determined in the valuation report. The valuation report obtained from Registered valuer is provided under Annexure C.
4	Name and address of valuer who performed valuation	SPA Valuation Advisors Private Limited, IBBI Registered Valuer, having Registration no. IBBI/RV-E/05/2021/148. Address: 25C - Block Community Centre, Janak Puri, New Delhi - 110058.
5	Amount which the company intends to raise by way of	INR 800,000,000/- (Indian Rupees Eight Hundred Million only)

Samunnati Financial Intermediation & Services Pvt. Ltd.

Regd. Office & Corporate Office:
Baid Hi-Tech Park, 8th floor, No. 129-B,
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CIN - U65990TN2014PTC096252

	such securities	
6	Material terms of raising such securities	The material terms of raising Pre-Series E CCPS are as set forth in Annexure A (including terms and rate of dividend on each share).
7	Proposed time schedule	The proposed time for the allotment of Pre-Series E CCPS is 60 (Sixty) days from the date of circulation of private placement offer letter cum application form.
8	Purposes or objects of offer	The Pre-Series E CCPS are being issued considering the fund requirements for the expansion and growth of the business of the Company.
9	Contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects	None of the Promoters or Directors or Key Managerial Personnel of the Company is subscribing to Pre-Series E CCPS.
10	Principle terms of assets charged as securities	No assets of the Company are charged for the proposed issuance under private placement.

Pursuant to Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the following disclosures are made:

S.No.	Requirement	Disclosure
1	The size of the issue and number of preference shares to be issued and nominal value of each share	INR 800,000,000/- (Indian Rupees Eight Hundred Million only) 80,000 (Eighty Thousand) Pre-Series E Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) at a premium of INR 9,990/- (Indian Rupees Nine Thousand Nine Hundred and Ninety only) each on the terms set out under Annexure A (“Pre-Series E CCPS”).
2	The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible	Please see the terms of Pre-Series E CCPS at Annexure A.
3	The objectives of the issue	The Pre-Series E CCPS are being issued considering the fund requirements for the expansion and growth of the business of the Company.
4	The manner of issue of shares	Preferential issuance on private placement basis under Sections 42 and 62(1)(c) of the Companies Act, 2013
5	The price at which such	Pre-Series E CCPS are issued at an issue price of INR

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CIN - U65990TN2014PTC096252

	shares are proposed to be issued	10,000/- (Indian Rupees Ten Thousand only), i.e. each Pre-Series E CCPS having face value of INR 10/- (Indian Rupees Ten only) at a premium of INR 9,990/- (Indian Rupees Nine Thousand Nine Hundred and Ninety only) each.
6	The basis on which the price has been arrived at	<p>The price has been arrived by the Board based on the valuation report from the Registered Valuer, SPA Valuation Advisors Private Limited, IBBI Registered Valuer, having Registration no. IBBI/RV-E/05/2021/148.</p> <p>The fair market value of the Company's shares as per the said valuation report is INR 9,755.70 (Indian Rupees Nine Thousand Seven Hundred and Fifty Five and Paise Seventy) each. The issue price of Pre-Series E CCPS of INR 10,000/- (Indian Rupees Ten Thousand Only) each is higher than the fair market value of the Company's shares as determined in the valuation report.</p> <p>The valuation report obtained from Registered valuer is provided under Annexure C.</p>
7	The terms of issue, including terms and rate of dividend on each share, etc.	Please see the terms of Pre-Series E CCPS at Annexure A.
8	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	<p>The Pre-Series E CCPS are compulsorily convertible and not redeemable.</p> <p>For additional information, please see the terms of Pre-Series E CCPS at Annexure A.</p>
9	The manner and modes of redemption	Not Applicable. The Pre-Series E CCPS are compulsorily convertible.
10	The current shareholding pattern of the company	Attached herewith in Annexure B.
11	The expected dilution in equity share capital upon conversion of preference shares	<p>Assuming that all existing convertible securities are converted to equity shares, the present number of equity shares on a fully diluted basis is 2,257,680.</p> <p>Assuming that all shares offered on a preferential basis are accepted and the conversion of the preference shares occurs at the base conversion price, the number of equity shares on a fully diluted basis shall be 2,337,680.</p> <p>Expected dilution in the equity share capital on a fully diluted basis, upon conversion of all existing</p>

		<p>preference shares, including the Pre-Series E CCPS offered on preferential basis shall be 3.42%</p> <p>Note: The above numbers will change if all convertible securities are not converted or if all shares offered on a preferential basis are not subscribed to or if the conversion ratio of convertible preference shares including Pre-Series E CCPS is adjusted in accordance with the terms of such shares as annexed.</p>
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Pursuant to Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the following disclosures are made:

S.No.	Requirement	Disclosure
1	The objects of the issue	The Pre-Series E CCPS are being issued considering the fund requirements for the expansion and growth of the business of the Company.
2	The total number of shares or other securities to be issued	80,000 (Eighty Thousand) Pre-Series E Compulsorily Convertible Cumulative Preference Shares of INR 10/- (Indian Rupees Ten only) at a premium of INR 9,990/- (Indian Rupees Nine Thousand Nine Hundred and Ninety only) each on the terms set out under Annexure A ("Pre-Series E CCPS").
3	The price or price band at/within which the allotment is proposed	Pre-Series E CCPS are issued at an issue price of INR 10,000/- (Indian Rupees Ten Thousand only), i.e. each Pre-Series E CCPS having face value of INR 10/- (Indian Rupees Ten only) at a premium of INR 9,990/- (Indian Rupees Nine Thousand Nine Hundred and Ninety only) each.
4	Basis on which the price has been arrived at along with report of the registered valuer	<p>The price has been arrived by the Board based on the valuation report from the Registered Valuer, SPA Valuation Advisors Private Limited, IBBI Registered Valuer, having Registration no. IBBI/RV-E/05/2021/148.</p> <p>The fair market value of the Company's shares as per the said valuation report is INR 9,755.70 (Indian Rupees Nine Thousand Seven Hundred and Fifty Five and Paise Seventy) each. The issue price of Pre-Series E CCPS of INR 10,000/- (Indian Rupees Ten Thousand Only) each is higher than the fair market value of the Company's shares as determined in the valuation report.</p>

		The valuation report obtained from Registered valuer is provided under Annexure C.												
5	Relevant date with reference to which the price has been arrived at	August 31, 2022												
6	The class or classes of persons to whom the allotment is proposed to be made	Non-resident body corporate and SEBI registered AIF												
7	Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer	None of the Promoters or Directors or Key Managerial Personnel of the Company is subscribing to Pre-Series E CCPS.												
8	The proposed time within which the allotment shall be completed	The proposed time for the allotment of Pre-Series E CCPS is 60 (Sixty) days from the date of circulation of private placement offer letter cum application form.												
9	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<p>Please see below:</p> <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Name of the proposed Allottee</th> <th>Percentage of Post-Private Placement</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Teachers Insurance and Annuity Association of America</td> <td>11.41%</td> </tr> <tr> <td>2.</td> <td>Elevar I-IV AIF</td> <td>7.22%</td> </tr> <tr> <td>3.</td> <td>Accel India V (Mauritius) Ltd</td> <td>19.71%</td> </tr> </tbody> </table> <p>Note: The shareholding has been calculated on a fully diluted basis, taking into account the entire existing shareholding of the shareholders in the Company, including the Pre-Series E CCPS offered by way of this preferential allotment.</p>	Sl. No	Name of the proposed Allottee	Percentage of Post-Private Placement	1.	Teachers Insurance and Annuity Association of America	11.41%	2.	Elevar I-IV AIF	7.22%	3.	Accel India V (Mauritius) Ltd	19.71%
Sl. No	Name of the proposed Allottee	Percentage of Post-Private Placement												
1.	Teachers Insurance and Annuity Association of America	11.41%												
2.	Elevar I-IV AIF	7.22%												
3.	Accel India V (Mauritius) Ltd	19.71%												
10	The change in control, if any, in the company that would occur consequent to the preferential offer	No change in control consequent to the allotment of Pre-Series E CCPS.												
11	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Please refer Annexure - D												

12	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	No allotment of securities under this proposed allotment is being made for any consideration other than cash.
13	The pre issue and post issue shareholding pattern of the company	Attached herewith in Annexure B.

Your directors request the shareholders to grant their consent for offer and issuance of Pre-Series E CCPS by way of preferential allotment on private placement basis. The proposed issue is also in compliance with the conditions of Section 42 of the Companies Act, 2013.

The Company has received the valuation certificate dated September 27, 2022 from SPA Valuation Advisors Private Limited, Registered Valuer, having IBBI Registration No. IBBI/RV-E/05/2021/148. As per the same, the fair market value of the Company's shares is INR 9,755.70 (Indian Rupees Nine Thousand Seven Hundred and Fifty Five and Paise Seventy).

None of the Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, either directly or indirectly, in the proposal contained, except to the extent of their shareholding in the Company. Accordingly, the Board of Directors recommends that the Shareholders approve the resolution mentioned in item no. 3 as Special Resolution.

Documents and papers referred to in the resolution along with detailed projections, valuation report and other related documents shall be available for inspection between 11 AM to 4 PM on all working days at the Registered Office of the Company and shall also be available for inspection during the Meeting through electronic means.

Annexure A
Terms of Pre-Series E CCPS

Capitalised terms used but not defined herein, shall have the meaning ascribed to such term under the Shareholders' Agreement dated May 06, 2019 executed by the Company with its-then Shareholders, as amended by the first amendment agreement dated April 12, 2021, the second amendment agreement dated March 30, 2022, and the third amendment dated October 6, 2022 executed by and between the Company, responsAbility Agriculture I, SLP, responsAbility SICAV (LUX) Micro and SME Finance Leaders, Elevar M-III, Elevar I-IV AIF, Accel India V (Mauritius) Ltd, Accel Growth Fund V L.P, Teachers Insurance and Annuity Association of America, Mr. Ramaraj Rajasekhar, Mr. S. G. Anil Kumar, Samunnati Employee Stock Option Plan Welfare Trust, Mr. Adithya Krishna Somanapalli, Certain Employees (as defined therein), Mr. Nitin Chaudhary and Mr. Amol Patil (collectively, the "Shareholders' Agreement")

The Pre-Series E CCPS are issued with the following characteristics, including certain rights vested in the holder of the Pre-Series E CCPS which are in addition to, and without prejudice to, the other rights of the holders of Pre-Series E CCPS set out in the Shareholders' Agreement and the Articles.

1. **Equity Shares.** The number of Equity Shares to be issued to the holders of the Pre-Series E CCPS upon conversion shall, subject to the other terms and conditions set forth in the Shareholders' Agreement, be as set out in Paragraph 3 below.
2. **Dividends.** The Pre-Series E CCPS shall carry a pre-determined cumulative dividend rate of 0.01% (Zero Point Zero One Percent) per annum, applicable on an As Converted Basis. In addition, if the holders of Equity Shares are proposed to be paid dividend shares in excess of 0.01% (Zero Point Zero One Percent), the holders of the Pre-Series E CCPS along with holders of other Preference Shares shall be entitled to dividend at such higher rate. The dividend shall be payable, subject to cash flow solvency, in the event the Board declares any dividend for the relevant year and shall be paid pari passu with all classes of Preference Shares and in priority to Equity Shares. The Company shall not declare dividend in respect of any Equity Shares in excess of the dividend payable to non - resident holders of Preference Shares.
3. **Conversion.**
 - (a) The Pre-Series E CCPS shall be compulsorily converted to equity shares of the Company after the expiry of 19 years from the date of issuance of the same, subject to the adjustments provided in Paragraph 5, Paragraph 6 and Paragraph 7 herein and other terms and conditions of the Shareholders' Agreement, it being clarified, that the Pre-Series E CCPS shall not be convertible before the earlier of: (i) the expiry of 12 (Twelve) months from the Pre-Series E Closing Date; or (ii) the consummation of the Series E Subsequent Financing Round. The price per Pre-Series E CCPS is INR 10,000 (Indian Rupees Ten Thousand only) ("Initial Pre-Series E Conversion Price"). The Initial Pre-Series E Conversion Price shall be adjusted in accordance with the terms specified hereunder and the Shareholders Agreement ("Adjusted Pre-Series E Conversion Price"). The Adjusted Pre-Series E Conversion Price shall be construed as the relevant Pre-Series E Conversion Price for the purposes of the Shareholders' Agreement ("Pre-Series E Conversion Price") and accordingly the conversion ratio for Pre-Series E CCPS shall be determined ("Pre-Series E Conversion Ratio"). The Pre-

Series E Conversion Ratio shall initially be 1:1 and shall be subject to adjustments as provided herein. In the event the conversion of Pre-Series E CCPS entitles holders of Pre-Series E CCPS to any fraction of an Equity Share, then such fraction shall be rounded up to the nearest whole number.

- (b) Subject to (a) above, the holders of Pre-Series E CCPS shall, at any time prior to 19 (nineteen) years from the date of issuance of the same, be entitled to call upon the Company to convert all or any of the Pre-Series E CCPS in accordance with the Pre-Series E Conversion Ratio by issuing a Notice to the Company accompanied by a share certificate representing the Pre-Series E CCPS sought to be converted. Immediately and no later than 21 (twenty-one) days from the receipt of such Notice, the Company shall issue Equity Shares in respect of the Pre-Series E CCPS sought to be converted. The record date of conversion of the Pre-Series E CCPS shall be deemed to be the date on which the holders of the Pre-Series E CCPS issue a Notice of conversion to the Company.
- (c) Subject to (a) above, the Pre-Series E CCPS, if not converted earlier, shall automatically convert into Equity Shares at the then applicable conversion rate, (i) on latest permissible date prior to the issue of Shares to the public in connection with the occurrence of a Public Offer under Applicable Law, or (ii) on the day following the completion of 19 years from the date of issuance of the same.
4. **Meeting and Voting rights.** The holders of Pre-Series E CCPS shall be entitled to attend meetings of all Shareholders of the Company and will be entitled to such voting rights as permissible under Applicable Law and as specified in the Shareholders' Agreement, on an As If Converted Basis.
5. **Valuation Protection.** If the Company offers any Dilution Instruments to a new investor or a third party after the Pre-Series E Closing Date, at a price less than the then effective Pre-Series E Conversion Price ("**Pre-Series E Dilutive Issuance**"), then the holders of Pre-Series E CCPS shall be entitled to a broad based weighted-average basis anti-dilution protection as provided for in **SCHEDULE 5 of the Shareholders' Agreement** (the "**Pre-Series E Valuation Protection Right**"). For the purpose of **SCHEDULE 5 of the Shareholders' Agreement**, the Pre-Series E Conversion Price, adjusted in accordance with the terms of issuance of Pre-Series E CCPS, shall be referred to as the "**Pre-Series E Dilution Price**". In such an event the Company and Promoter shall be bound to cooperate with the holders of Pre-Series E CCPS such that the Company forthwith takes all necessary steps to either adjust the Pre-Series E Conversion Ratio or in the event the holder of the Pre-Series E CCPS has already converted the Pre-Series E CCPS, prior to a proposed Public Offer, then to issue additional Equity Shares to such holders of the Pre-Series E CCPS in accordance with the terms and procedure described in **SCHEDULE 5 of the Shareholders' Agreement**. In the event of a Pre-Series E Dilutive Issuance, if any holder of the Pre-Series E CCPS holds any Pre-Series E CCPS, then the Pre-Series E Conversion Ratio shall be immediately adjusted in the manner provided in **SCHEDULE 5 of the Shareholders' Agreement**. The Company shall Notify the holders of the Pre-Series E CCPS of the impact of the Pre-Series E Dilutive Issuance prior to such issuance and obtain confirmation from the holders of the Pre-Series E CCPS that the same conforms to these terms of issue.

6. Adjustments.

- (a) If, whilst any Pre-Series E CCPS remain capable of being converted into Equity Shares, the Company splits, sub-divides (stock split) or consolidates (reverse stock split) the Equity Shares into a different number of securities of the same class, the number of Equity Shares issuable upon a conversion of the Pre-Series E CCPS shall, subject to Applicable Law and receipt of requisite approvals, be proportionately increased in the case of a split or sub-division (stock split), and likewise, the number of Equity Shares issuable upon a conversion of the Pre-Series E CCPS shall be proportionately decreased in the case of a consolidation (reverse stock split).
- (b) If, whilst any Pre-Series E CCPS remain capable of being converted into Equity Shares, the Company makes or issues a dividend or other distribution of Equity Shares to the holders of Equity Shares, then the number of Equity Shares to be issued on any subsequent conversion of Pre-Series E CCPS shall, subject to Applicable Law and receipt of requisite approvals, be increased proportionately and without payment of additional consideration therefor, by the holders of Pre-Series E CCPS.
- (c) If the Company, by re-classification or conversion of Shares or otherwise, changes any of the Equity Shares into the same or a different number of Shares of any other class or classes, the right to convert the Pre-Series E CCPS into Equity Shares shall thereafter represent the right to acquire such number and kind of Shares as would have been issuable as the result of such change with respect to the Equity Shares that were subject to the conversion rights of the holder of Pre-Series E CCPS immediately prior to the record date of such re-classification or conversion.
- (d) The holders of Pre-Series E CCPS shall be entitled to the cumulative benefit of all adjustments referred to herein.
- (e) **Valuation Adjustment.**
 - i. Subject to Applicable Law, if the Qualified Valuation Event occurs before March 31, 2023 and the Series E Subsequent Financing Round is consummated within 4 (Four) months of the date of such Qualified Valuation Event, then the Adjusted Pre-Series E Conversion Price will be calculated by assuming that a 15% (fifteen percent) discount is applied to the pre money valuation of the Series E Subsequent Financing Round, to arrive at the post-money valuation of the Pre-Series E CCPS.

Illustration (figures are merely illustrative in nature) -

- Pre-money valuation of Series E Subsequent Financing Round (I): INR 100,00,00,000
- Post-money valuation of the Pre-Series E CCPS (assuming the Qualified Valuation Event and Series E Subsequent Financing Round occur in the manner set out above i.e. 15% (fifteen percent) discount) (II): INR 85,00,00,000
- Total amount invested by all holders of Pre-Series E CCPS with respect to all Pre-Series E CCPS (III): INR 10,00,000

- Pre-money valuation of the Pre-Series E CCPS (IV) (calculated as II-III): INR 84,90,00,000
 - Total no. of shares under the Company's cap table on a Fully Diluted Basis immediately before the issue of Pre-Series E CCPS (V): 50,00,000
 - Adjusted Pre-Series E Conversion Price (IV/V): INR 169.8.
- ii. In the event: (a) the Qualified Valuation Event occurs before March 31, 2023 and the Series E Subsequent Financing Round is consummated after the expiry of 4 (Four) months from the date of such Qualified Valuation Event but before the expiry of 16 (Sixteen) months from the Pre-Series E Closing Date; or (b) the Qualified Valuation Event occurs between March 31, 2023 and the expiry of 12 (Twelve) months from the Pre-Series E Closing Date, with the Series E Subsequent Financing Round being consummated before the expiry of 16 (Sixteen) months from the Pre-Series E Closing Date, then in each such case, the Adjusted Pre-Series E Conversion Price will be calculated by assuming that a 20% (twenty percent) discount is applied to the pre money valuation of the Series E Subsequent Financing Round, to arrive at the post money valuation of the Pre-Series E CCPS.
- Illustration (figures are merely illustrative in nature) -
- Pre-money valuation of Series E Subsequent Financing Round (I): INR 100,00,00,000
 - Post-money valuation of the Pre-Series E CCPS (assuming the Qualified Valuation Event and Series E Subsequent Financing Round occur in the manner set out under the foregoing (ii)(a) or (ii)(b), whichever applicable i.e. 20% (twenty percent) discount) (II): INR 80,00,00,000
 - Total amount invested by all holders of Pre-Series E CCPS with respect to all Pre-Series E CCPS (III): INR 10,00,000
 - Pre-money valuation of the Pre-Series E CCPS (IV) (calculated as II-III): INR 79,90,00,000
 - Total no. of shares under the Company's cap table on a Fully Diluted Basis immediately before the issue of Pre-Series E CCPS (V): 50,00,000
 - Adjusted Pre-Series E Conversion Price (IV/V): INR 159.8.
- iii. Notwithstanding the foregoing, it is clarified that in the event:
- A. The Qualified Valuation Event does not occur before the expiry of 12 (twelve) months from the Pre-Series E Closing Date (such date referred to hereinafter as the "QVE Cutoff Date"); or
 - B. The Qualified Valuation Event occurs any time before the QVE Cutoff Date, but the consummation of the Series E Subsequent Financing Round does not occur within 4 (four) months of the QVE Cutoff Date; or
 - C. The Liquidation Event occurs before the earlier of: (x) the Qualified Valuation Event; or (y) the consummation of the Series E Subsequent Financing Round pursuant to the Qualified Valuation Event;

then the Adjusted Pre-Series E Conversion Price will be equivalent to the fair market value of the Pre-Series E CCPS as of the date of issuance of the Pre-Series E CCPS or such price as may be mutually agreed among the Company and all holders of Pre-Series E CCPS. All Shareholders shall cooperate, facilitate and provide their consent to, any actions (whether corporate, shareholder or director actions) which may need to be taken by the Company and the holders of the Pre-Series E CCPS, to give effect to the commercial intent set out herein, including in lieu of any adjustment to the Pre-Series E Conversion Price. It is further clarified that, pursuant to the foregoing, if any such action is proposed to be undertaken in respect of any Pre-Series E CCPS, or for the benefit of any holder of Pre-Series E CCPS, the same action or benefit shall be undertaken or provided to all holders of the Pre-Series E CCPS on a pari passu basis.

7. **Liquidation Preference.** Upon occurrence of Liquidation Event, the provisions of Clause 10 of the Shareholders' Agreement shall apply.”

Annexure B
Pre and Post Issue Shareholding Pattern on fully diluted basis

Sl. No.	CATEGORY	PRE-ISSUE		POST-ISSUE	
		Number of Shares	% of Shareholding	Number of Shares	% of Shareholding
A	Promoters' holding:				
1	Indian:				
	Individual	2,43,257	10.77%	2,43,257	10.41%
	Bodies Corporate	-	-	-	-
	Sub Total	2,43,257	10.77%	2,43,257	10.41%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	2,43,257	10.77%	2,43,257	10.41%
B	Non-Promoter Shareholding:				
1	Institutional Investors	17,52,397	77.62%	18,32,397	78.39%
2	Non-Institutional Investors	37,850	1.68%	37,850	1.62%
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	1,200	0.05%	1,200	0.05%
	Indian Public	-	-	-	-
	Others (Including NRIs)	2,22,976	9.88%	2,22,976	9.53%
	Sub Total (B)	20,14,423	89.23%	20,94,423	89.59%
	TOTAL (A+ B)	22,57,680	100.00%	23,37,680	100.00%

Samunnati Financial Intermediation & Services Pvt. Ltd.

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CIN - U65990TN2014PTC096252



(Formerly known as ZENSPAA Capital Services Private Limited)
CIN: U67100DL2016PTC309686
IBBI Registration No. IBBI/RV-E/05/2021/148

Submitted to

SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED

Valuation Report of

SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED

BY

SPA VALUATION ADVISORS PRIVATE LIMITED

Registration No.

IBBI/RV-E/05/2021/148

spavaluationadvisors@gmail.com;

25 C- Block Community Centre, Janak Puri, New Delhi – 110058

BACKGROUND INFORMATION OF THE ASSET BEING VALUED

SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED (or “Hereinafter referred to as “SAMUNNATI” or “The Company”) is a Private Company incorporated on 23 June 2014. It is classified as Non-govt Company and is registered at Registrar of Companies, Chennai. SAMUNNATI is an open agri network to unlock the trillion-dollar-plus potential of Indian agriculture with smallholder farmers at the centre of it. SAMUNNATI stands for collective growth & collective prosperity for the agri ecosystem. Serving the entire value chain, SAMUNNATI’s Agri Commerce and Agri Finance solutions enable affiliated Farmer Collectives and the larger ecosystem to be more efficient and productive through multiple technology-enabled interventions and collaborative partnerships. Headquartered in Chennai, Tamil Nadu, India, Samunnati has a presence in more than 100 agri value chains spread over 22 states in India and has powered over \$1Bn of gross transaction value in its journey so far. Samunnati currently has access to 1500+ Farmer Collectives with a member base of over 6 million farmers and envisions impacting 1 in every 4 farming households through its network by 2027. They are involved in the business activities which also includes the following:



PURPOSE OF VALUATION AND APPOINTING AUTHORITY

We have been appointed by the management of the Company as an independent valuer to carry out the valuation of equity shares of SAMUNNATI for issuance of Compulsorily Convertible Cumulative Preference Shares under Companies Act, 2013.

DISCLOSURE OF VALUER INTEREST/CONFLICT, IF ANY

Valuer does not have any interest or conflict of interest of any kind with SAMUNNATI.

DATE OF APPOINTMENT, VALUATION DATE AND DATE OF REPORT

Date of appointment: September 23, 2022

Valuation date: August 31, 2022

Date of report: September 27, 2022

SOURCES OF INFORMATION

- Consolidated Audited financial statement of SAMUNNATI as on March 31, 2021 and March 31, 2022
- Provisional financial statement of SAMUNNATI as on August 31, 2022
- Projected financials statement of SAMUNNATI till the year ending March 31, 2027
- Fully Diluted no. of Shares as on August 31, 2022
- Information and explanations given by management of SAMUNNATI and its representatives
- Information as available on public domain



PROCEDURE ADOPTED IN CARRYING OUT THE VALUATION

The general process for the valuation starts with analysis of historical and current financials, then analysis of future projections, if applicable, is done and discussion with the company is performed to understand the future assumptions. After analysing the data appropriate valuation method is determined. Valuation is done and valuation report is prepared. Finally this report is shared with the company.

VALUATION METHODOLOGY

The valuation techniques can be broadly classified into market approach, cost approach and income approach.

- **Market Approach**

The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets, liabilities or a group of assets and liabilities, such as a business. Although IND AS 113 by itself does not lay down the specific methods available for use within each valuation approach, based on generally accepted valuation practices in India, the market approach can broadly include valuation methods such as market prices method, comparable companies' multiples method, comparable transactions' multiples method and price of recent investments method. Under the market prices method, the instrument's own quoted prices form a basis for fair value measurement. The comparable companies' multiples method uses the implied multiples (of earnings / revenues / assets) of quoted comparable companies as the basis for valuation. The comparable transactions' multiples method uses similar implied multiples from recent transactions / deals / acquisitions in similar sector.



The price of recent investment methodology primarily uses the valuation benchmarks based on latest recent rounds of funding / transactions in the subject matter of valuation.

- **Cost Approach**

The cost approach reflects the amount that would be required currently to replace the service capacity of an asset (akin to a current replacement cost). This can be based on either adjusted historical cost or even replacement cost estimates.

- **Income Approach**

The income approach converts future amounts (e.g. cash flows or income and expenses) to a single current (i.e. discounted) amount. When the income approach is used, the fair value measurement reflects current market expectations about those future amounts. The discounted cash flow method is the most familiar method of valuation under the income approach.

As far as selection of valuation technique to be used in any fair value measurement, there is no one-size-fits-all guidance. Like in any valuation, the choice of valuation techniques and methods would depend on the facts and circumstances of each case including availability of information.

MAJOR FACTORS THAT INFLUENCED THE VALUATION

The valuation exercise was carried out keeping in mind the standard methodologies, and infused by the following factors:

- i. Considering the growth shown in the projections provided by the company
- ii. Ease with which the growth rate in cash flows to perpetuity can be estimated

Our estimate of the valuation of the company was on the consolidated financials and basic assumption of a going concern entity and is based on following methodologies:

- Income Approach (Discounted Cash Flow Method)



CONCLUSION

The valuations were conducted according to the generally accepted pricing methodologies.

Based on our analysis, as described in the valuation report, and subject to the assumptions presented herein, in our opinion the estimated **fair value per equity share of SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED as on August 31, 2022 can be considered as INR 9,755.70 (Indian Rupees Nine Thousand Seven Hundred Fifty Five and Paise Seventy Only)**. Since the Compulsorily Convertible Cumulative Preference Shares (CCPS) proposed to be issued carry an initial conversion ratio of 1:1, the fair value per CCPS is also INR 9,755.70 (Indian Rupees Nine Thousand Seven Hundred Fifty Five and Paise Seventy Only).

- refer Annexure I below for detailed working.

We have no obligation to update this report or our conclusion of value for information that comes to our attention after the date of report.

For SPA Valuation Advisors Private Limited



Neena Agarwal

DIRECTOR & REGISTERED VALUER

CAVEATS, LIMITATION AND DISCLAIMERS:

The conclusion of value arrived at herein is valid only for the stated purpose as of the date of the valuation and may not be used out of the context presented herein.

1. Public information, estimates, industry and statistical information contained in this report have been obtained from sources considered to be reliable. However, we independently did not verify such information and make no representation as to the accuracy or completeness of such information obtained from or provided by such sources.
2. The company and its representatives warranted to us that the information supplied to us was complete and accurate to the best of their knowledge and that the financial information properly reflects the business conditions and operating results for the respective periods in accordance with generally accepted accounting principles. Information supplied to us has been accepted as correct without any further verification. We have not audited, reviewed, or compiled the financial information provided to us and, accordingly, we express no audit opinion or any other form of assurance on this information.
3. Financial information of the subject company is included solely to assist in the development of a value conclusion presented in this report and should not be used to obtain credit or for other purpose. Because of the limited purpose of the information presented, it may be incomplete and contain departures from generally accepted accounting principles. We have not audited, reviewed or compiled this information and express no assurance on it.



4. We do not provide assurance on the achievability of the results forecasted by the client because events and circumstances frequently do not occur as expected; differences between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans, and assumptions of management.
5. The conclusion of value arrived at herein is based on the assumption that the current level of management expertise and effectiveness would continue to be maintained, and that the character and integrity of the enterprise through any sale, reorganization, exchange, or diminution of the owners' participation would not be materially or significantly changed.
6. Possession of this report, or a copy thereof, does not carry with it the right of publication of all or part of it nor may it be used for any purpose by anyone other than those enumerated in this report without the written consent of the Valuer. This report and the conclusion of value arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein.
7. The report and conclusion of value are not intended by the author and should not be construed by the reader to be investment advice in any manner whatsoever. The conclusion of value represents the considered opinion of Valuer, based on information furnished to them by the client.
8. Neither all nor any part of the contents of this report (especially the conclusion of value, the identity of any valuation specialist(s), or the firm with which such valuation specialists are connected or any reference to any of their professional



designations) should be disseminated to the public through advertising media, public relations, news media, sales media, mail, direct trans, or any other means of communication without our prior written consent and approval.

9. This valuation reflects facts and conditions existing or reasonable foreseeable at the valuation date. Subsequent events have not been considered, and we have no obligation to update our report for such events and conditions.
10. The analyst, by reason of this valuation, is not required to give further consultation, testimony, or be in attendance in court with reference to the property in question unless arrangements have been previously made.
11. Our engagement for this valuation consulting work does not include any procedures designed to discover any defalcations or other irregularities, should any exist.
12. We are not an environmental consultant or auditor, and it takes no responsibility for any actual or potential environmental liabilities. Any person entitled to rely on this report, wishing to know whether such liabilities exist, or the scope and their effect on the value of the property, is encouraged to obtain a professional environmental assessment. We does not conduct or provide environmental assessments and has not performed one for the subject property.
13. We haven't determined independently whether the client is subject to any present or future liability relating to environmental matters nor the scope of any such liabilities. Our valuation takes no such liabilities into account, except as they have been reported to us by the client or by an environmental consultant working for the client.



14. We don't accept any liability to any party in relation to the issuance of this Valuation Report. No change of any item in this valuation/ conclusion report shall be made by anyone other than us, and we shall have no responsibility for any such unauthorized change.
15. This report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should take for this purpose.
16. It is assumed that there is full compliance with all applicable central, state, and local environmental regulations and laws unless noncompliance is stated, defined, and considered in the report.
17. The prospective financial information approved by management has been used in our work; we have not examined or compiled the prospective financial information and therefore, do not express an audit opinion or any other form of assurance on the prospective financial information or the related assumptions. Events and circumstances frequently do not occur as expected and there will usually be differences between prospective financial information and actual results, and those differences may be material.
18. We have conducted interviews with the current management of the client concerning the past, present, and prospective operating results of the company. Except as noted, we have relied on the representations of the owners and management concerning the value and useful condition of all equipment, real estate, investments used in the business, and any other assets or liabilities, except as specifically stated to the contrary in this report.



19. We have made no investigation of title to property, and assume that the owner's claim to the property is valid. We have not attempted to confirm whether or not all assets of the business are free and clear of liens and encumbrances or that the entity has good title to all assets. However we make no representation as to accuracy or completeness of such information and have performed no procedures to corroborate the information interest in the Transaction.

Annexure I:

Amount in INR Millions except wherever stated

Particulars	September 01, 2022 to March 31, 2023	2023-2024	2024-2025	2025-2026	2026-2027	Sustainable Cash flows for perpetuity
PBT	209.07	930.89	2,764.33	6,158.68	12,094.42	12,775.08
Less : Tax @ 25.17%	0.00	0.00	582.87	1,550.14	3,044.17	3,215.49
PAT	209.07	930.89	2,181.46	4,608.54	9,050.26	9,559.59
Less : Other Non-Operational Income (Net of Taxes)	0.11	168.99	281.12	526.26	942.01	989.11
PAT Excluding other Income	208.96	761.89	1,900.34	4,082.28	8,108.25	8,570.48
Add: Depreciation	42.95	116.70	155.90	167.60	177.56	105
CapEx	-173.98	-430.00	-216.00	-219.00	-221.00	-105
Changes in NCWCC	2,260.32	1,298.35	3,314.02	5,861.60	11,095.72	-
Changes in Borrowings - Commerce	-455.62	7,264.97	18,020.93	31,990.77	50,415.94	51,000.00
Changes in Borrowings - Finance	6,382.03	11,348.24	5,925.46	21,209.43	24,466.42	25,000.00
Changes in Commerce Portfolio	-17,105.88	-8,055.00	-7,860.70	-11,880.81	-14,291.55	-14,800.00
Changes in Finance Portfolio	3,442.03	-9,329.43	-23,177.65	-40,930.14	-64,139.51	-64,500.00
Cash Flow	-5,399.20	2,975.73	-1,937.71	10,281.72	15,611.82	25,367.70
Discounting Period	0.58	1.58	2.58	3.58	4.58	
Discounting Rate-Ke	20.78%	20.78%	20.78%	20.78%	20.78%	
Discounting Factor	0.90	0.74	0.61	0.51	0.42	0.42
Discounted Cash Flow	-4,841.02	2,209.12	-1,191.06	5,232.73	6,578.61	10,689.61

SUM OF Discounted Cash Flow	18,677.99
ADJUSTMENTS :	
Add-Cash & cash equivalent as on 31-08-2022	2,294.59
Add- Investments in Samunnati Foundation and Pass through certificates as on 31-08-2022*	354.09
Add-Tax benefit on Net Block of Tangible Assets	54.53
Add- Amount to be arrived at the time of exercising of ESOPs**	519.78
Add- Value of Land (considered at Book Value)	124.26
Equity Value (In INR MN) as on 31-08-2022	22,025.24
Equity Value (In INR) as on 31-08-2022	22,02,52,43,148.75
Fully Diluted no. of Shares as on 31-08-2022	22,57,680.00
Value per share (In INR) as on 31-08-2022	9,755.70



**As confirmed by the Company's management, Financials used in DCF Workings are on the basis of consolidation of three of its wholly owned subsidiaries namely, KAMATAN FARM TECH PRIVATE LIMITED, SAMUNNATI FINANCE PRIVATE LIMITED & SAMUNNATI AGRO SOLUTIONS PRIVATE LIMITED but the financials of SAMUNNATI FOUNDATION (forth subsidiary) has not been consolidated in the provisional and projected financials shared, as the intent of this investment is not commercial in nature so as to get any return on the investments. Accordingly we have considered the book value of same in the total Equity Value of The Company for our valuation purpose.*

***Total Outstanding Loan from SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED in ESOP Trust Books as on Aug'22 is Rs.51,97,82,105, hence, we have added the total amount to be arrived in the company from this loan in arriving the equity value and simultaneously, we have taken total no. of stock options in fully diluted no. of shares to arrive at a per share value*

****Normalization of Cash Flows has been done as per the discussion with management of The Company*

Calculation of Cost of Equity:

Zero Coupon Yield As on August 31, 2022 (from FIMMDA website) (rf) - (i)	7.36%
Beta on Conservative basis b - (ii)	1.00
Perpetuity Growth Rate g - (iii)	5.00%
Company Specific Risk Premium csp - (iv)	5.00%
Eq risk premium (expected return from BSE 500 since inception till valuation date) (erp) - (v)	8.41%
Cost of Equity (Ke) (i) + (iv) + (v)	20.78%



Annexure D

The list of persons to whom allotment on preferential basis/ private placement/ rights issue has already been made during the year

SR NO.	NAME	CLASS OF SECURITIES	DATE OF ALLOTMENT	NUMBER OF SECURITIES	NOMINAL VALUE (INR)	PREMIUM AMOUNT (INR)	TOTAL AMOUNT (INR)
1.	AAV S.A.R.L	Non-Convertible Debentures	July 26, 2021	1,725	1,00,000	Nil	17,25,00,000
2.	MASALA INVESTMENTS S.A.R.L	Non-Convertible Debentures	July 26, 2021	1,725	1,00,000	Nil	17,25,00,000
3.	Incofin CVSO	Non-Convertible Debentures	September 06, 2021	244	10,00,000	Nil	24,40,00,000
4.	Vivriti India Impact Bond Fund, [acting through its trustee Vistra ITCL (India) Limited]	Non-Convertible Debentures	December 28, 2021	3700	1,00,000	Nil	37,00,00,000
5.	Microfinance Initiative for Asia (MIFA) Debt Fund SA, SICAV-SIF;	Non-Convertible Debentures	February 15, 2022	297	10,00,000	Nil	29,70,00,000
6.	Covid-19 Emerging And Frontier Markets MSME Support Fund SCSp SICAV-RAIF - AfrAsia Sub-Fund.	Non-Convertible Debentures	February 15, 2022	297	10,00,000	Nil	29,70,00,000
7.	AAV Sarl (Luxembourg)	Non-Convertible Debentures	August 10, 2022	585	5,00,000	Nil	29,25,00,000
8.	Masala Investments Sarl (Luxembourg)	Non-Convertible Debentures	August 10, 2022	585	5,00,000	Nil	29,25,00,000

Samunnati Financial Intermediation & Services Pvt. Ltd.

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