



SHORTER NOTICE OF THE EXTRAORDINARY GENERAL MEETING (01/2022-23) OF THE MEMBERS OF SAMUNNATI AGRO SOLUTIONS PRIVATE LIMITED

SHORTER NOTICE is hereby given that an Extraordinary General Meeting (01/2022-23) (“EGM”) of Samunnati Agro Solutions Private Limited (“Company”) will be held on Friday, October 14, 2022, at 11:00 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. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 03/2022 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 business 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 BUSINESS:

ITEM NO. 1:

APPROVAL FOR ISSUE OF NON-CONVERTIBLE DEBENTURES 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 the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Companies (Prospectus and Allotment of Securities) Rules, 2014 as may be amended from time to time, and subject to such other applicable laws, rules and regulations and guidelines and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee(s) and/or any of the Director(s) or person(s) authorised by the Board to exercise powers conferred by this resolution to the extent permitted by law) to raise funds by way of making offer(s) or invitation(s) to subscribe to sub-ordinated or unsubordinated, listed or unlisted, senior secured or senior unsecured or unsecured, rated or unrated, Non-Convertible Debentures (“NCDs”) or Market-

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Linked Debentures (“Debentures”) or any other permissible debt securities as may be determined by the Board, issued by the Company on a private placement basis, in one or more series/tranches, on such terms and conditions including the price, coupon, premium/ discount etc. as may be determined by the Board and the Debentures may be issued up to a tenure as may be determined by the Board, up to an overall limit of INR 2,500 MN (Indian Rupees Two Thousand Five Hundred Million only) for the financial year 2022-23.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded, to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and/or creating a floating charge in all or any movable or immovable properties of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount raised by issuance of Secured Debentures by the Company from time to time for the payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such Debentures provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of INR 2,500 MN (Indian Rupees Two Thousand Five Hundred Million only) during the financial year 2022-23.

RESOLVED FURTHER THAT Mr. Anil Kumar S G, Director (DIN: 01189011) or Mr. Anuj Vijaykumar Narang, Director (DIN: 01686940) or Mr. Lalit Malik, Group Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such agreements, documents, undertakings, instruments, applications, etc., as may be necessary for giving effect to the above resolution, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution 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



S. Sangeetha

Sangeetha S
Company Secretary

Place: Chennai

Date: October 13, 2022

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NOTES:

- 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.

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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 Business as set out in this Notice:

ITEM NO. 1

APPROVAL FOR ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS:

The Company in the ordinary course of business proposes to raise funds by way of issuance of debt securities including subordinated, listed or unlisted, senior secured, senior unsecured, secured or unsecured Non-Convertible Debentures (“NCDs”) or Market Linked Debentures (“Debentures”) or any other permissible debt securities as may be determined by the Board.

The Board had, at its Meeting held on October 04, 2022, approved issuance of non-convertible debt securities subject to approval of the Members up to an aggregate limit of INR 2500 MN for FY 2022-23. Accordingly, the approval of the Members is being sought, by way of a special resolution, to offer and issue non-convertible debentures, as set out above.

Pursuant to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (“Prospectus and Allotment Rules”), the following disclosures are made:

Sr No.	Particulars	Disclosure
1.	Particulars of the offer including date of passing of Board resolution	<p>Proviso to Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of Non-Convertible Debentures, it shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>Pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs shall be decided at the time of issuance of the relevant NCDs. The date of the relevant resolution of the board and / or committee authorising the issuance shall be mentioned/disclosed in the private placement offer cum application letter for each offer/issue of NCDs.</p> <p>The Board had, at its Meeting held on October 04, 2022, approved issuance of non-convertible debt securities subject to approval of the Members up to an aggregate limit of INR</p>

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Sr No.	Particulars	Disclosure
		2500 MN for FY 2022-23.
2.	Kinds of securities offered and the price at which security is being offered	<p>Sub-ordinated or unsubordinated, listed or unlisted, senior secured or senior unsecured or unsecured, rated or unrated, Non-Convertible Debentures (“NCDs”) or Market-Linked Debentures or any other permissible debt securities as may be determined by the Board (“Debentures”)</p> <p>The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board of Directors, or any Committee authorised by the Board of Directors, for each specific offer/issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective offer/issue of NCDs.</p>
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	<p>Not applicable</p> <p>The securities proposed to be issued are non-convertible debt instruments, which will be offered/issued either at par or at premium or at a discount to face value in accordance with the terms decided in respect thereof.</p>
4.	Name and address of valuer who performed valuation	Not Applicable
5.	Amount which the company intends to raise by way of such securities	The aggregate amount to be raised through the issuance of Debentures pursuant to the authority under this resolution shall not exceed the overall limit of INR 2,500 MN (Indian Rupees Two Thousand Five Hundred Million only) during the financial year 2022-23.
6.	Material terms of raising such securities	The specific terms of each offer/issue of NCDs shall be as approved by the Board or any Committee authorised by the Board of Directors, at the time of issuance of the respective securities. These disclosures will be specifically made in each private placement offer cum application letter for each offer/issue.
7.	Proposed time schedule	The aforesaid resolution shall be valid for issuance of subordinated, listed or unlisted, senior secured, senior unsecured, secured or unsecured Non-Convertible Debentures (“NCDs”) or Market Linked Debentures (“Debentures”) or any other permissible debt securities as may be determined by the Board for the financial year 2022-23.

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		The allotment of Debentures will be done within 60 (Sixty) days from the date of circulation of private placement offer letter cum application form.
8.	Purposes or objects of offer	The proceeds of Debentures issued shall be utilised for the expansion and growth of 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 shall be subscribing to the Debentures issued.
10.	Principle terms of assets charged as securities	<p>The assets charged along with the amount and extent of charge creation for specific offer/issue of Secured NCDs shall be as approved by the Board or or any Committee authorised by the Board of Directors, at the time of issuance of the respective securities.</p> <p>The terms and class of assets to be charged will be provided in the relevant Deed of Hypothecation and the charge will be created within timelines stipulated under the Companies Act. 2013.</p>

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.

Accordingly, the Board of Directors recommends that the Members approve the resolution mentioned in item no. 1 as Special Resolution.

By Order of the Board of Directors



S. Sangeetha
Sangeetha S
Company Secretary

Place: Chennai
Date: October 13, 2022

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