

Ref: Samfin/BSE/72/2022-23

Date: December 06, 2022

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Dear Sir/Madam,

Sub: Intimation under Regulation 51(2) Schedule III Part B of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) - Alteration of Articles of Association of the Company and calling of Extraordinary General Meeting

Ref: Scrip Code: 958328

With reference to the above subject, we hereby inform that the Board of Directors of the Company through Circular Resolution dated December 06, 2022, has approved the Alteration of Articles of Association of the Company subject to the approval of Members.

In this regard, an Extraordinary General Meeting (“EGM”) (04/2022-23) of the Members of the Company is scheduled on Monday, December 12, 2022, at 04.00 P.M. IST through Video Conferencing or other Audio-Visual means in accordance with the relevant provisions of the Companies Act, 2013 and the circulars issued by the Ministry of Corporate Affairs, to consider and approve alteration of Articles of Association of the Company.

A copy of the Notice of EGM is enclosed for your kind information.

We request you to take the same on record.

Thanking you,
Yours faithfully,
For **Samunnati Financial Intermediation & Services Private Limited**

S Arun Kumar
Company Secretary & Compliance Officer

Enclosure: Notice convening the Extraordinary General Meeting

**Samunnati Financial Intermediation
& Services Pvt. Ltd.**

Regd. Office & Corporate Office:
Baid Hi-Tech Park, 8th floor, No. 129-B,
ECR Road, Thiruvanniyur, Chennai – 600041.

P +91-044-66762400
E info@samunnati.com
W www.samunnati.com

CIN - U65990TN2014PTC096252

SHORTER NOTICE OF THE EXTRAORDINARY GENERAL MEETING (04/2022-23) OF THE MEMBERS OF SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED

SHORTER NOTICE is hereby given that an Extraordinary General Meeting (04/2022-23) (“EGM”) of Samunnati Financial Intermediation & Services Private Limited (the “Company”) will be held on Monday, December 12, 2022, at 4.00 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. 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, Thiruvanmiyur, 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 - TO CONSIDER AND APPROVE THE ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), read with the rules made thereunder, the approval of the Shareholders of the Company be and is hereby accorded to the proposed amendments to the Articles of Association (including entrenchment provision) of the Company, the draft of which is placed before the Meeting and the Articles of Association of the Company hereby stands substituted with the new set of Articles of Association placed before the Meeting.

RESOLVED FURTHER THAT approval of the Shareholders 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.”

By Order of the Board of Directors



S. Arun Kumar

S Arun Kumar
Company Secretary

Place: Chennai
Date: December 6, 2022

**Samunnati Financial Intermediation
& Services Pvt. Ltd.**

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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 Business as set out in this Notice:

ITEM NO. 1 - TO CONSIDER AND APPROVE THE ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

In order to meet the funding requirements, the Company has issued Pre-Series E Optionally Convertible Redeemable Preference Shares ("Pre-Series E OCRPS") to EE-FI AIF by way of preferential allotment on Private Placement basis. In this regard, the Company and its Shareholders have executed the Amendment Agreement to the Amended and Restated Shareholders' Agreement on November 30, 2022 ("Amendment Agreement") to incorporate the terms of Pre-Series E OCRPS in the Amended and Restated Shareholders Agreement dated May 06, 2019 ("SHA"), and to amend certain other provisions thereof.

As per the terms of the SHA read with the Amendment Agreement, the existing Articles of Association of the Company is required to be altered and accordingly, the existing Articles of Association of the Company shall stand replaced with a new set of Articles incorporating the relevant terms of the Amendment Agreement.

The provisions of Section 5 and Section 14 of the Companies Act, 2013 require the Company to seek the approval of the Shareholders by way of a Unanimous Resolution for the proposed alteration of the Articles of Association (including entrenchment provision) of the Company, and accordingly, the Board recommends that the Shareholders approve the resolution mentioned in Item no. 1 as Unanimous Resolution.

A copy of the draft Articles 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 of the Company or key managerial personnel or their relatives are concerned or interested, except to the extent of their shareholding, concerned or interested in the resolution.