

Ref: Samfin/BSE/114/2023-24

Date: March 28, 2024

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

Dear Sir/Madam,

**Sub: Intimation under Regulation 51(2) read with 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 Extra-ordinary General Meeting of the Company**

**Ref: Scrip Code: 973790**

With reference to the above subject, we hereby inform that the Board of Directors of the Company through Circular Resolution dated March 27, 2024, have approved the a) alteration of Articles of Association of the Company, subject to the Members approval at the Extra ordinary General Meeting.

In this regard, an Extraordinary General Meeting (“EGM”) (01/2024-25) of the Members of the Company is scheduled on Tuesday, April 02, 2024, at 11:00 A.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 the 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*

*Copy to: Debenture Trustees*

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING (01/2024-25) OF THE MEMBERS OF SAMUNNATI  
FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED**

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To,  
The Members,  
Statutory Auditors  
Board of Directors of  
SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED

**SHORTER NOTICE** is hereby given that an Extraordinary General Meeting (01/2024-25) (“**EGM**”) of Samunnati Financial Intermediation & Services Private Limited (“**Company**”) will be held on Tuesday, April 02, 2024, 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 the relevant 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, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and other applicable circulars issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**Circulars**”), 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 and the articles of association of the Company. The proceedings of the EGM will be recorded at the registered office of the Company situated at Baid Hi Tech Park, 8<sup>th</sup> Floor, No 129 B, 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 members 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, for the purpose of incorporating the provisions of the Amendment to the Amended and Restated Shareholders’ Agreement dated March 20, 2024, 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 members of the Company be and is hereby accorded to the Board of Directors of the Company and each Director of the Company and the Company Secretary of the Company be and are hereby severally authorised 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  
Company Secretary**

**Place: Chennai  
Date: March 28, 2024**

**Samunnati Financial Intermediation &  
Services Private Limited**

Registered & Corporate Office:  
Baid Hi Tech Park, 8<sup>th</sup> Floor, No. 129 B,  
East Coast Road, Thiruvanmiyur, Chennai 600041

+91 044 66762400  
info@samunnati.com  
www.samunnati.com

CIN - U65990TN2014PTC096252

**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 EGM 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 e-mail ids. In case any further clarifications are required in this regard, members can reach out to us at [secretarial@samunnati.com](mailto: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 Compulsorily Convertible Cumulative Preference Shares (“**Pre-Series E CCPS**”) and Pre-Series E Optionally Convertible Redeemable Preference Shares (“**Pre-Series E OCRPS**”) to identified investors by way of preferential allotment on private placement basis. In this regard, Company, responsAbility Agriculture I SLP, responsAbility SICAV (LUX) Micro and SME Finance Leaders, responsAbility Sustainable Food - Asia II, SLP, Elevar M-III, Elevar I-IV AIF, EE-FI AIF, Accel India V (Mauritius) Ltd, Accel Growth Fund V L.P., Teachers Insurance and Annuity Association of America, ATIF Holdco DMCC, Mr. Ramaraj Rajasekhar, Samunnati Employee Stock Option Plan Welfare Trust, Mr. Adithya Krishna Somanapalli, Mr. Nitin Chaudhary, Mr. Amol Patil, Mr. Venkataramani Srivathsan, Mr. Colladi Venkatesan Janakiraman, Mr. Vaidyanathan Shankar, Mr. Muthukumar Neelamani, Certain Employees, and Mr. S. G. Anil Kumar have executed an Amendment to the Amended and Restated Shareholders’ Agreement on March 20, 2024 for amending the Amended and Restated Shareholders’ Agreement dated March 31, 2023 (together referred to herein as “**Amended SHA**”).

As per the terms of the SHA, the existing articles of association (“**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 Amended SHA.

The provisions of Section 5 and Section 14 of the Companies Act, 2013 require the Company to seek the approval of the members by way of an unanimous resolution for the proposed alteration of the Articles of Association (including entrenchment provision) of the Company, and accordingly, the Board of Directors recommends that the members approve the resolution mentioned in Item no. 1 as a 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, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding.

The Board recommends the unanimous resolution set out in Item No. 1 of this notice for approval by the members.

**By Order of the Board of Directors**

**Place: Chennai**  
**Date: March 28, 2024**

**S Arun Kumar**  
**Company Secretary**