

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U74999TN2016PTC112925

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAXCS7233D

(ii) (a) Name of the company

SAMUNNATI AGRO SOLUTIONS

(b) Registered office address

Baid Hi Tech Park, 8th Floor, No 129 B East Coast Road, Thiruvanmiyur
Chennai
Chennai
Tamil Nadu
600041

(c) *e-mail ID of the company

secretarial@samunnati.com

(d) *Telephone number with STD code

04466762400

(e) Website

www.samunnati.com

(iii) Date of Incorporation

14/10/2016

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SAMUNNATI FINANCIAL INTER <input data-bbox="500 1234 516 1255" type="button" value="+"/>	U65990TN2014PTC096252	Holding	100
2	SAMUNNATI INVESTMENT MAI <input data-bbox="500 1318 516 1339" type="button" value="+"/>	U67190TN2022PTC150411	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,000,000	693,944	693,944	693,944
Total amount of equity shares (in Rupees)	20,000,000	6,939,440	6,939,440	6,939,440

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				

Number of equity shares	2,000,000	693,944	693,944	693,944
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	20,000,000	6,939,440	6,939,440	6,939,440

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	680,884	680884	6,808,840	6,808,840	
Increase during the year	0	13,060	13060	130,600	130,600	299,827,953
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	13,060	13060	130,600	130,600	299,827,953
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	0	0	0	0	0

vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	693,944	693944	6,939,440	6,939,440	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	400	156250	62,500,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			62,500,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	437,500,000	0	375,000,000	62,500,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

21,986,330,000

(ii) Net worth of the Company

1,064,990,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	693,943	100	0	
10.	Others	0	0	0	
	Total	693,944	100	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	

	Total	0	0	0	0
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Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

2

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	0	0
Debenture holders	5	2

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	1	0	0
B. Non-Promoter	1	2	1	2	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	1	0	1	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	3	1	3	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

4

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ANIL SOMANAPALLI P	01189011	Director	0	
ANUJ VIJAYKUMAR N	01686940	Whole-time director	0	
PRAVESH SHARMA	02252345	Director	0	
VENKATESH TAGAT	02728441	Director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
LALIT MALIK	AKDPM0939K	CFO	29/05/2023	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	18/09/2023	2	2	100
Extraordinary General Meet	15/03/2024	2	2	100

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2023	4	4	100
2	08/08/2023	4	4	100
3	23/10/2023	4	3	75
4	11/12/2023	4	4	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	19/01/2024	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held

37

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Finance Comn	05/04/2023	2	2	100
2	Finance Comn	13/04/2023	2	2	100
3	Finance Comn	26/04/2023	2	2	100
4	Finance Comn	24/05/2023	2	2	100
5	Finance Comn	09/06/2023	2	2	100
6	Finance Comn	28/06/2023	2	2	100
7	Finance Comn	24/07/2023	2	2	100
8	Finance Comn	17/08/2023	2	2	100
9	Finance Comn	19/08/2023	2	2	100
10	Finance Comn	27/09/2023	2	2	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	ANIL SOMAN	5	4	80	37	37	100	
2	ANUJ VIJAYK	5	5	100	37	37	100	
3	PRAVESH SH	5	5	100	0	0	0	
4	VENKATESH	5	5	100	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANUJ VIJAYKUMAR	Whole-time Director	16,210,000	0	0	0	16,210,000
	Total		16,210,000	0	0	0	16,210,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	LALIT MALIK	Group CFO	900,000	0	0	0	900,000
	Total		900,000	0	0	0	900,000

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VENKATESH TAGGAR	Director	0	0	0	350,000	350,000
	Total		0	0	0	350,000	350,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

MOHAN KUMAR & ASSOCIATES

Whether associate or fellow

Associate Fellow

Certificate of practice number

19145

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

01686940

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

DRAFT

ADDENDUM TO FORM MGT-7
POINT NO. IX. C - MEETINGS OF THE COMMITTEES OF BOARD OF DIRECTORS

Sr No.	TYPE OF MEETING	DATE OF MEETING	TOTAL NO. OF MEMBERS AS ON THE DATE OF MEETING	ATTENDANCE	
				NUMBER OF MEMBERS ATTENDED	% ATTENDANCE
1.	FINANCE COMMITTEE	April 5, 2023	2	2	100
2.	FINANCE COMMITTEE	April 13, 2023	2	2	100
3.	FINANCE COMMITTEE	April 26, 2023	2	2	100
4.	FINANCE COMMITTEE	May 24, 2023	2	2	100
5.	FINANCE COMMITTEE	June 9, 2023	2	2	100
6.	FINANCE COMMITTEE	June 28, 2023	2	2	100
7.	FINANCE COMMITTEE	July 24, 2023	2	2	100
8.	FINANCE COMMITTEE	August 17, 2023	2	2	100
9.	FINANCE COMMITTEE	August 19, 2023	2	2	100
10.	FINANCE COMMITTEE	September 27, 2023	2	2	100
11.	FINANCE COMMITTEE	September 30, 2023	2	2	100
12.	FINANCE COMMITTEE	October 25, 2023	2	2	100
13.	FINANCE COMMITTEE	November 16, 2023	2	2	100
14.	FINANCE COMMITTEE	December 8, 2023	2	2	100
15.	FINANCE COMMITTEE	December 16, 2023	2	2	100
16.	FINANCE COMMITTEE	December 18, 2023	2	2	100
17.	FINANCE COMMITTEE	December 27, 2023	2	2	100
18.	FINANCE COMMITTEE	December 30, 2023	2	2	100
19.	FINANCE COMMITTEE	January 19, 2024	2	2	100
20.	FINANCE COMMITTEE	January 23, 2024	2	2	100
21.	FINANCE COMMITTEE	February 21, 2024	2	2	100
22.	FINANCE COMMITTEE	February 28, 2024	2	2	100
23.	FINANCE COMMITTEE	March 19, 2024	2	2	100
24.	FINANCE COMMITTEE	March 22, 2024	2	2	100
25.	FINANCE COMMITTEE	March 29, 2024	2	2	100
26.	INVESTMENT COMMITTEE	April 17, 2023	2	2	100
27.	INVESTMENT COMMITTEE	May 17, 2023	2	2	100
28.	INVESTMENT COMMITTEE	June 19, 2023	2	2	100
29.	INVESTMENT COMMITTEE	July 18, 2023	2	2	100
30.	INVESTMENT COMMITTEE	August 28, 2023	2	2	100
31.	INVESTMENT COMMITTEE	September 28, 2023	2	2	100
32.	INVESTMENT COMMITTEE	October 19, 2023	2	2	100
33.	INVESTMENT COMMITTEE	November 20, 2023	2	2	100
34.	INVESTMENT COMMITTEE	December 20, 2023	2	2	100
35.	INVESTMENT COMMITTEE	January 19, 2024	2	2	100
36.	INVESTMENT COMMITTEE	February 22, 2024	2	2	100
37.	INVESTMENT COMMITTEE	March 19, 2024	2	2	100

For **SAMUNNATI AGRO SOLUTIONS PRIVATE LIMITED**

Anuj Vijaykumar Narang
Wholetime Director
DIN: 01686940

Samunnati Agro Solutions Private Limited

Registered & Corporate Office:
 Baid Hi Tech Park, 8th Floor, No. 129 B,
 East Coast Road, Thiruvanniyur, Chennai 600041

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

CIN - U74999TN2016PTC112925

SHAREHOLDING PATTERN OF SAMUNNATI AGRO SOLUTIONS PRIVATE LIMITED

AS ON MARCH 31, 2024

S No	Name of the Equity Shareholders	Number of Equity Shares
1.	Samunnati Financial Intermediation & Services Private Limited	6,93,943
2.	Mr. Gurunath Neelamani*	1
Total Number of Equity Shares		6,93,944

** Held in the Beneficial Interest of Samunnati Financial Intermediation & Services Private Limited*

For **SAMUNNATI AGRO SOLUTIONS PRIVATE LIMITED**

Anuj Vijaykumar Narang
Wholetime Director
DIN: 01686940

Samunnati Agro Solutions Pvt. Ltd.

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

P +91-044-66762400
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W www.samunnati.com

CIN - U74999TN2016PTC112925

List of Debenture Holders As on March 31, 2024					
Sr. No.	Name of Debenture Holder	Type	No. of Debentures	Nominal Value (INR)	Total Value (INR)
1	Vivriti Alpha Debt Fund - Enhanced	Non-Convertible Debentures	180	1,56,250	2,81,25,000
2	Vivriti Emerging Corporate Bond Fund	Non-Convertible Debentures	220	1,56,250	3,43,75,000

For **SAMUNNATI AGRO SOLUTIONS PRIVATE LIMITED**

Anuj Vijaykumar Narang
Wholetime Director
DIN: 01686940

Samunnati Agro Solutions Pvt. Ltd.

Regd. Office & Corporate Office:
Baid Hi-Tech Park, 8th floor, No. 129-B,
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P +91-044-66762400
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W www.samunnati.com

CIN - U74999TN2016PTC112925

DESIGNATED PERSON
AS ON MARCH 31, 2024

[Pursuant to Rule 9 (4) & (7) of Companies (Management and Administration) Rules, 2014]

Name of the Director	Designation	DIN
Mr. Anuj Vijaykumar Narang	Wholetime Director	01686940

For **SAMUNNATI AGRO SOLUTIONS PRIVATE LIMITED**

Anil Kumar S G
Director
DIN: 01189011

Samunnati Agro Solutions Private Limited

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

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CIN - U74999TN2016PTC112925

[DRAFT]

FORM NO. MGT- 8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **M/s. SAMUNNATI AGRO SOLUTIONS PRIVATE LIMITED** having CIN: U74999TN2016PTC112925 (“the Company”) as required to be maintained under the Companies Act, 2013 (“the Act”) and the rules made there under for the financial year ended on March 31, 2024 (“Review period”). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year (01.04.2023 to 31.03.2024) correctly and adequately.

B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:

1. Its Status under the Act:

The Company is a Private Company Limited by shares.

2. Maintenance of registers/records & making entries therein within the time prescribed thereof:

The Company has maintained all prescribed Registers/records and made entries therein within time prescribed as per the provisions of the Act.

3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time:

During the financial year under review, the Company has filed various forms and returns with the Registrar of Companies, Chennai (ROC)/Ministry of Corporate Affairs (MCA) within the prescribed filing time and no forms or returns were filed with the Regional Director, the tribunal, other authorities under the Act during the year.

4. Calling/Convening/holding Meetings of Board of Directors or its Committees, if any, and the Meetings of the Members of the Company:

Meetings of Board of Directors and the meetings of the Members of the Company were held on or before the due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been duly signed.

5. Closure of register of Members/Security holders, as the case may be:

The Company was not required to close its Register of Members during the financial year under review.

6. Advances/Loans to its Directors and/or persons or firms or Companies referred in section 185 of the Act:

During the financial year under review, no advances/loans were granted to its directors and/or persons or firms or companies referred in section 185 of the Act.

7. Contracts/arrangements with related parties as specified in section 188 of the Act:

According to the information and explanations made, the Company has complied with the provisions of Section 188 of the Act in respect of contracts / arrangements entered into with related parties wherever applicable.

8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities and issue of security certificates in all instances:

1. The Shareholders granted their approval for issuance of Non-Convertible Debentures on Private Placement Basis up to an overall limit of INR 2,500 million.
2. The Board of Directors, in its meeting held on December 11, 2023 approved the issuance of 13,060 equity shares on rights basis to the existing shareholders at a price of INR 22,967.73 per share based on the valuation report received from SPA Valuation Advisors Private Limited and SPA Capital Advisors Limited. Mr. Gurunath renounced in favour of M/s. Samunnati Financial Intermediation & Services Private Limited and 13,060 shares were allotted to M/s. Samunnati Financial Intermediation & Services Private Limited vide a circular resolution passed by the Board of Directors on 02nd January, 2024.

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act:

There were no such transactions necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.

10. Declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act:

During the Financial year under review, there was no such Dividend declared or paid by the Company and hence not applicable.

11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof:

The audited financial statements of the Company was approved and signed as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof.

12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them:

During the year under review, Mr. Anuj Narang was reappointed as a Whole-time Director for a period of one year with effect from November 11, 2023 at the Annual General Meeting held on 18th September 2023.

13. Appointment/reappointment/filling up casual vacancies of Auditors as per the provisions of section 139 of the Act:

During the Financial year under review, there was no such Appointment/reappointment/filing up casual vacancies of Auditors and hence not applicable.

14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act:

During the Financial year under review, there were no such Approvals taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.

15. Acceptance/renewal/repayment of Deposits:

According to the Information and Explanations given to us, the Company did not accept/renew any Deposits during the financial year.

16. Borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable:

- The Company issued Commercial paper in dematerialised form to Alternative investment Fund managed by Vivriti Asset Management Private Limited for an amount of INR 30,00,00,000/- (Indian Rupees Thirty Crores only) with face value per CP being INR 5,00,000/- pursuant to the approval of the Finance Committee of Directors in its meeting held on 16th December, 2023.
- The Finance Committee of Board of Directors had accorded their approval to issue Commercial Paper of INR 14,00,00,000/- with face value per CP being INR 5,00,000/- to Kaleidofin Private Limited at its meeting held on 5th April 2023.

17. Loans and Investments or Guarantees given or providing of Securities to other Bodies Corporate or persons falling under the provisions of section 186 of the Act:

According to the information and explanation given to us, the Company has complied with the provisions of Section 186 of the Act made there under in respect of Loans or made any investments or provided Guarantees or Securities to other Bodies Corporate or persons.

18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company:

During the financial year under review, in the Extraordinary General Meeting held on 15th March, 2024 the Shareholders of the Company accorded their approval for alteration in the objects clause of the Memorandum of Association of the Company by inserting sub clause 4 after the existing clause III (A) sub clause 3.

19. The Auditors' Report does not contain any qualification, reservation or adverse remark.

For Mohan Kumar & Associates
(Peer Review Certificate No. 2205/2022)

Place: Chennai
Date: XX.07.2024

A. Mohan Kumar
Practicing Company Secretary
Membership Number: FCS 4347
Certificate of Practice Number: 19145
UDIN: _____

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