

# 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]



सत्यमेव जयते

# 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

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

(c) \*e-mail ID of the company

(d) \*Telephone number with STD code

(e) Website

(iii) Date of Incorporation

(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    | K                        | Financial and insurance Service    | K8                     | Other financial activities       | 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 AGRO SOLUTIONS <input type="button" value="+"/>  | U74999TN2016PTC112925 | Subsidiary                                   | 100              |
| 2    | SAMUNNATI FOUNDATION                                       | U85300TN2020NPL134814 | Subsidiary                                   | 100              |
| 3    | SAMUNNATI FINANCE PRIVATE <input type="button" value="+"/> | U65990TN2021PTC146392 | Subsidiary                                   | 100              |
| 4    | SAMUNNATI INVESTMENT MAI <input type="button" value="+"/>  | U67190TN2022PTC150411 | Subsidiary                                   | 100              |
| 5    | SAMUNNATI AGRI INNOVATIO <input type="button" value="+"/>  | U74999TN2017PTC149059 | 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             | 750,000            | 573,861        | 573,861            | 573,861         |
| Total amount of equity shares (in Rupees) | 7,500,000          | 5,738,610      | 5,738,610          | 5,738,610       |

Number of classes

1

| Class of Shares                           | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| <b>EQUITY SHARES</b>                      |                    |                |                    |                 |
| Number of equity shares                   | 750,000            | 573,861        | 573,861            | 573,861         |
| Nominal value per share (in rupees)       | 10                 | 10             | 10                 | 10              |
| Total amount of equity shares (in rupees) | 7,500,000          | 5,738,610      | 5,738,610          | 5,738,610       |

**(b) Preference share capital**

| Particulars                                   | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares             | 2,300,000          | 1,995,849      | 1,995,849          | 1,995,849       |
| Total amount of preference shares (in rupees) | 23,000,000         | 19,958,490     | 19,958,490         | 19,958,490      |

Number of classes

1

| Class of shares                               | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| <b>PREFERENCE SHARES</b>                      |                    |                |                    |                 |
| Number of preference shares                   | 2,300,000          | 1,995,849      | 1,995,849          | 1,995,849       |
| Nominal value per share (in rupees)           | 10                 | 10             | 10                 | 10              |
| Total amount of preference shares (in rupees) | 23,000,000         | 19,958,490     | 19,958,490         | 19,958,490      |

**(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  |                      |                      |               |
| <b>Equity shares</b>                |                  |         |        |                      |                      |               |
| <b>At the beginning of the year</b> | 226,460          | 347,401 | 573861 | 5,738,610            | 5,738,610            |               |
| <b>Increase during the year</b>     | 0                | 100     | 100    | 1,000                | 1,000                | 0             |
| i. Public Issues                    | 0                | 0       | 0      | 0                    | 0                    | 0             |
| ii. Rights issue                    | 0                | 0       | 0      | 0                    | 0                    | 0             |
| iii. Bonus issue                    | 0                | 0       | 0      | 0                    | 0                    | 0             |

|   |         |           |         |            |            |              |
|---|---------|-----------|---------|------------|------------|--------------|
| iv. Private Placement/ Preferential allotment | 0       | 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                            | 0       | 100       | 100     | 1,000      | 1,000      | 0            |
|   |         |           |         |            |            |              |
| <b>Decrease during the year</b>               | 100     | 0         | 100     | 1,000      | 1,000      | 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                           | 100     | 0         | 100     | 1,000      | 1,000      |              |
|   |         |           |         |            |            |              |
| <b>At the end of the year</b>                 | 226,360 | 347,501   | 573861  | 5,738,610  | 5,738,610  |              |
| <b>Preference shares</b>                      |         |           |         |            |            |              |
| <b>At the beginning of the year</b>           | 789,047 | 1,014,772 | 1803819 | 18,038,190 | 18,038,190 |              |
| <b>Increase during the year</b>               | 141,580 | 160,525   | 302105  | 3,021,050  | 3,021,050  | 1,918,379,70 |
| i. Issues of shares                           | 141,580 | 50,450    | 192030  | 1,920,300  | 1,920,300  | 1,918,379,70 |
| ii. Re-issue of forfeited shares              | 0       | 0         | 0       | 0          | 0          | 0            |
| iii. Others, specify                          | 0       | 110,075   | 110075  | 1,100,750  | 1,100,750  | 0            |
| Physical to Demat                             |         |           |         |            |            |              |
| <b>Decrease during the year</b>               | 110,075 | 0         | 110075  | 1,100,750  | 1,100,750  | 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                           | 110,075 | 0         | 110075  | 1,100,750  | 1,100,750  |              |
| Physical to Demat                             |         |           |         |            |            |              |
| <b>At the end of the year</b>                 | 820,552 | 1,175,297 | 1995849 | 19,958,490 | 19,958,490 |              |

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        |               | 18/09/2023   |                        |
| Date of registration of transfer (Date Month Year) |               | 30/11/2023   |                        |
| Type of transfer                                   | Equity Shares | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |                        |
| Number of Shares/ Debentures/ Units Transferred    | 238,357       | Amount per Share/ Debenture/Unit (in Rs.)                  | 10                     |
| Ledger Folio of Transferor                         | 1             |  |                        |
| Transferor's Name                                  | KRISHNA       | GOPALA   | ANIL SOMANAPALLI KUMAR |
|  | Surname       | middle name  | first name             |

|                            |         |             |                  |
|----------------------------|---------|-------------|------------------|
| Ledger Folio of Transferee |         |             |                  |
| Transferee's Name          |         |             | Maragathavalli K |
|                            | Surname | middle name | first name       |

|  |            |
|--|------------|
| Date of registration of transfer (Date Month Year) | 30/11/2023 |
|--|------------|

|                  |               |  |
|------------------|---------------|--|
| Type of transfer | Equity Shares | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|---------------|--|

|   |         |   |    |
|---|---------|---|----|
| Number of Shares/ Debentures/ Units Transferred | 238,257 | Amount per Share/ Debenture/Unit (in Rs.) | 10 |
|---|---------|---|----|

|                            |  |
|----------------------------|--|
| Ledger Folio of Transferor |  |
|----------------------------|--|

|                   |         |             |                  |
|-------------------|---------|-------------|------------------|
| Transferor's Name |         |             | Maragathavalli K |
|                   | Surname | middle name | first name       |

|                            |  |
|----------------------------|--|
| Ledger Folio of Transferee |  |
|----------------------------|--|

|                   |         |             |                          |
|-------------------|---------|-------------|--------------------------|
| Transferee's Name |         |             | SOMANAPALLI FAMILY PROVA |
|                   | Surname | middle name | first name               |

|  |  |
|--|--|
| Date of registration of transfer (Date Month Year) |  |
|--|--|

|                  |  |  |
|------------------|--|--|
| Type of transfer |  | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|--|--|

|   |  |   |  |
|---|--|---|--|
| Number of Shares/ Debentures/ Units Transferred |  | Amount per Share/ Debenture/Unit (in Rs.) |  |
|---|--|---|--|

|                            |  |
|----------------------------|--|
| Ledger Folio of Transferor |  |
|----------------------------|--|

|                   |         |             |            |
|-------------------|---------|-------------|------------|
| Transferor's Name |         |             |            |
|                   | Surname | middle name | first name |

|                            |         |             |            |
|----------------------------|---------|-------------|------------|
| Ledger Folio of Transferee |         |             |            |
| Transferee's Name          |         |             |            |
|                            | 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    | 130,863         | Refer attachments      | 5,042,454,548 |
| Partly convertible debentures | 0               | 0                      | 0             |
| Fully convertible debentures  | 0               | 0                      | 0             |
| <b>Total</b>                  |                 |                        | 5,042,454,548 |

**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    | 4,969,416,668                               | 2,145,600,000            | 2,072,562,120            | 5,042,454,548                         |
| 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 |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
|                    |                      |                            |                     |                            |                     |
|                    |                      |                            |                     |                            |                     |
| <b>Total</b>       |                      |                            |                     |                            |                     |

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

**(i) Turnover**

2,036,000,000

**(ii) Net worth of the Company**

7,688,760,000

**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                              | 5,000            | 0.87       | 0                | 0          |
|     | (ii) Non-resident Indian (NRI)          | 0                | 0          | 0                | 0          |
|     | (iii) Foreign national (other than NRI) | 0                | 0          | 0                | 0          |
| 2.  | Government                              |                  |            |                  |            |
|     | (i) Central Government                  | 0                | 0          | 0                | 0          |
|     | (ii) State Government                   | 0                | 0          | 0                | 0          |
|     | (iii) Government companies              | 0                | 0          | 0                | 0          |
| 3.  | Insurance companies                     | 0                | 0          | 0                | 0          |
| 4.  | Banks                                   | 0                | 0          | 0                | 0          |
| 5.  | Financial institutions                  | 0                | 0          | 0                | 0          |
| 6.  | Foreign institutional investors         | 0                | 0          | 0                | 0          |
| 7.  | Mutual funds                            | 0                | 0          | 0                | 0          |
| 8.  | Venture capital                         | 0                | 0          | 0                | 0          |
| 9.  | Body corporate<br>(not mentioned above) | 0                | 0          | 0                | 0          |
| 10. | Others Trust                            | 238,257          | 41.52      | 0                | 0          |
|     | <b>Total</b>                            | 243,257          | 42.39      | 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                              | 6,094            | 1.06       | 53,409           | 2.68       |
|        | (ii) Non-resident Indian (NRI)          | 0                | 0          | 1,000            | 0.05       |
|        | (iii) Foreign national (other than NRI) | 0                | 0          | 0                | 0          |



|     |   |         |       |           |       |
|-----|---|---------|-------|-----------|-------|
| 2.  | Government                              |         |       |           |       |
|     | (i) Central Government                  | 0       | 0     | 0         | 0     |
|     | (ii) State Government                   | 0       | 0     | 0         | 0     |
|     | (iii) Government companies              | 0       | 0     | 0         | 0     |
| 3.  | Insurance companies                     | 0       | 0     | 0         | 0     |
| 4.  | Banks                                   | 0       | 0     | 0         | 0     |
| 5.  | Financial institutions                  | 0       | 0     | 0         | 0     |
| 6.  | Foreign institutional investors         | 0       | 0     | 0         | 0     |
| 7.  | Mutual funds                            | 0       | 0     | 0         | 0     |
| 8.  | Venture capital                         | 0       | 0     | 0         | 0     |
| 9.  | Body corporate<br>(not mentioned above) | 110,987 | 19.34 | 1,941,440 | 97.27 |
| 10. | Others Trust                            | 213,523 | 37.21 | 0         | 0     |
|     | <b>Total</b>                            | 330,604 | 57.61 | 1,995,849 | 100   |

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

26

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

28

**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<br>(other than promoters) | 20                           | 26                     |
| Debenture holders                 | 23                           | 23                     |

**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 |
|          |  |               |  |               |  |               |

|  |          |          |          |          |             |          |
|--|----------|----------|----------|----------|-------------|----------|
| <b>A. Promoter</b>                       | 1        | 0        | 1        | 0        | 0           | 0        |
| <b>B. Non-Promoter</b>                   | 1        | 3        | 1        | 3        | 0.05        | 0        |
| (i) Non-Independent                      | 1        | 0        | 1        | 0        | 0.05        | 0        |
| (ii) Independent                         | 0        | 3        | 0        | 3        | 0           | 0        |
| <b>C. Nominee Directors representing</b> | 0        | 4        | 0        | 4        | 0           | 0        |
| (i) Banks & FIs                          | 0        | 0        | 0        | 0        | 0           | 0        |
| (ii) Investing institutions              | 0        | 4        | 0        | 4        | 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        |
| <b>Total</b>                             | <b>2</b> | <b>7</b> | <b>2</b> | <b>7</b> | <b>0.05</b> | <b>0</b> |

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 11

**(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) |
|--------------------|------------|---------------------|--------------------------------|--|
| SUNIL SATYAPAL GU  | 00016990   | Director            | 0                              |  |
| MAHENDRAN BALACI   | 00121640   | Nominee director    | 0                              |  |
| ANIL SOMANAPALLI K | AGQPS1971G | CEO                 | 0                              |  |
| ANIL SOMANAPALLI K | 01189011   | Director            | 0                              |  |
| NARASIMHAN SRINIV  | 01501266   | Director            | 0                              |  |
| KRISHNAN           | 01109189   | Director            | 0                              |  |
| GURUNATH NEELAM.   | 02799586   | Whole-time director | 1,200                          |  |
| AKSHAY DUA         | 03144843   | Nominee director    | 0                              |  |
| JYOTSNA KRISHNAN   | 06572288   | Nominee director    | 0                              |  |
| STEPHEN DONGWON    | 08640160   | Nominee director    | 0                              |  |
| ARUN KUMAR         | AIPPA8757R | Company Secretar    | 0                              |  |

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 7

| 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) |
|----------------|------------|--|---|--|
| REKHA NATRAJAN | 08354141   | Nominee director   | 29/11/2023  | Cessation  |
| STEPHEN DONGW  | 08640160   | Nominee director   | 30/11/2023  | Appointment  |
| VENKATESH TAGA | 02728441   | Director   | 17/09/2023  | Cessation  |
| KRISHNAN       | 01109189   | Director   | 18/09/2023  | Appointment  |
| ARUN KUMAR     | AIPPA8757R | Company Secretary  | 16/08/2023  | Cessation  |
| ARUN KUMAR     | AIPPA8757R | Company Secretary  | 30/10/2023  | Appointment  |
| 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

4

| Type of meeting                | Date of meeting | Total Number of Members entitled to attend meeting | Attendance                 |                         |
|--------------------------------|-----------------|--|----------------------------|-------------------------|
|                                |                 |  | Number of members attended | % of total shareholding |
| EXTRA ORDINARY GENERAL MEETING | 17/04/2023      | 26   | 11                         | 96.56                   |
| ANNUAL GENERAL MEETING         | 18/09/2023      | 26   | 11                         | 96.56                   |
| EXTRA ORDINARY GENERAL MEETING | 30/11/2023      | 26   | 10                         | 96.48                   |
| EXTRA ORDINARY GENERAL MEETING | 20/03/2024      | 26   | 11                         | 96.56                   |

### B. BOARD MEETINGS

\*Number of meetings held

6

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance                   |                 |
|--------|-----------------|--|------------------------------|-----------------|
|        |                 |  | Number of directors attended | % of attendance |
| 1      | 10/05/2023      | 9  | 9                            | 100             |
| 2      | 29/05/2023      | 9  | 8                            | 88.89           |
| 3      | 11/08/2023      | 9  | 8                            | 88.89           |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance                   |                 |
|--------|-----------------|--|------------------------------|-----------------|
|        |                 |  | Number of directors attended | % of attendance |
| 4      | 31/10/2023      | 9  | 7                            | 77.78           |
| 5      | 23/01/2024      | 9  | 9                            | 100             |
| 6      | 19/03/2024      | 9  | 7                            | 77.78           |

### C. COMMITTEE MEETINGS

Number of meetings held

68

| 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      | AUDIT COMM      | 29/05/2023      | 3   | 3                          | 100             |
| 2      | AUDIT COMM      | 10/08/2023      | 3   | 2                          | 66.67           |
| 3      | AUDIT COMM      | 30/10/2023      | 3   | 3                          | 100             |
| 4      | AUDIT COMM      | 22/01/2024      | 3   | 3                          | 100             |
| 5      | NOMINATION      | 22/05/2023      | 6   | 5                          | 83.33           |
| 6      | NOMINATION      | 09/08/2023      | 6   | 5                          | 83.33           |
| 7      | RISK MANAG      | 24/05/2023      | 6   | 6                          | 100             |
| 8      | RISK MANAG      | 09/08/2023      | 6   | 6                          | 100             |
| 9      | RISK MANAG      | 30/10/2023      | 6   | 6                          | 100             |
| 10     | RISK MANAG      | 22/01/2024      | 5   | 5                          | 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      | SUNIL SATYA          | 6  | 6                           | 100             | 14   | 14                          | 100             |                              |
| 2      | MAHENDRAN            | 6  | 3                           | 50              | 0  | 0                           | 0               |                              |
| 3      | ANIL SOMAN           | 6  | 6                           | 100             | 64   | 62                          | 96.88           |                              |

|   |            |   |   |       |    |    |       |  |
|---|------------|---|---|-------|----|----|-------|--|
| 4 | NARASIMHAN | 6 | 6 | 100   | 9  | 9  | 100   |  |
| 5 | KRISHNAN   | 3 | 2 | 66.67 | 3  | 3  | 100   |  |
| 6 | GURUNATH M | 6 | 5 | 83.33 | 61 | 60 | 98.36 |  |
| 7 | AKSHAY DUA | 6 | 6 | 100   | 8  | 7  | 87.5  |  |
| 8 | JYOTSNA KR | 6 | 6 | 100   | 3  | 2  | 66.67 |  |
| 9 | STEPHEN DC | 2 | 2 | 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/<br>Sweat equity | Others | Total<br>Amount |
|--------|---------------|-----------------|--------------|------------|-------------------------------|--------|-----------------|
| 1      | GURUNATH NEEL | Whole-time Dire | 12,610,000   | 0          | 0                             | 0      | 12,610,000      |
|        | Total         |                 | 12,610,000   | 0          | 0                             | 0      | 12,610,000      |

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

2

| S. No. | Name           | Designation   | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others | Total<br>Amount |
|--------|----------------|---------------|--------------|------------|-------------------------------|--------|-----------------|
| 1      | ANIL SOMANAPAL | CEO           | 23,530,000   | 0          | 0                             | 0      | 23,530,000      |
| 2      | ARUN KUMAR     | Company Secre | 2,710,000    | 0          | 0                             | 0      | 2,710,000       |
|        | Total          |               | 28,950,000   | 0          | 0                             | 0      | 28,950,000      |

Number of other directors whose remuneration details to be entered

4

| S. No. | Name           | Designation | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others    | Total<br>Amount |
|--------|----------------|-------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1      | SUNIL SATYAPAL | INDEPENDENT | 0            | 0          | 0                             | 1,160,000 | 1,160,000       |
| 2      | NARASIMHAN SRI | INDEPENDENT | 0            | 0          | 0                             | 890,000   | 890,000         |
| 3      | VENKATESH TAGA | INDEPENDENT | 0            | 0          | 0                             | 310,000   | 310,000         |
| 4      | KRISHNAN       | INDEPENDENT | 0            | 0          | 0                             | 330,000   | 330,000         |
|        | Total          |             | 0            | 0          | 0                             | 2,690,000 | 2,690,000       |

**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

1

| 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 |
|--|--|---------------|--|--------------------------------|---|
| SAMUNNATI FINA                           | BSE                                    | 30/10/2023    | Regulation 60(2) of  | 11800                          | NA  |

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

0

| 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 second 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:

- 1. 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.
- 2. 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

**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

- 
- 
- 
- 

**List of attachments**

**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**

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| Samunnati Financial Intermediation & Services Private Limited<br>Shareholding Pattern as on March 31, 2024 |   |                 |                  |                                      |                                     |
|--|---|-----------------|------------------|--------------------------------------|-------------------------------------|
| S. No.   | Name of the Shareholder   | Equity          | CCPS             | No. of Shares on fully diluted basis | % of holding on fully diluted basis |
| 1  | Somanapalli Family Private Trust, represented by its Trustee Mr. Anil Kumar S G   | 2,38,257        | 0                | 2,38,257                             | 9.58                                |
| 2  | Samunnati Employees Stock Option Plan Welfare Trust represented by its Trustee Ms. Aruna Subbaraman                                 | 2,13,523        | 0                | 2,13,523                             | 8.58                                |
| 3  | Accel India V (Mauritius) Ltd   | 75,733          | 3,84,949         | 4,60,682                             | 18.51                               |
| 4  | Elevar I-IV AIF   | 19,746          | 1,48,957         | 1,68,703                             | 6.78                                |
| 5  | responsAbility Agriculture I, SLP   | 7,637           | 3,66,594         | 3,74,231                             | 15.04                               |
| 6  | Elevar- M- III  | 7,571           | 4,21,522         | 4,29,093                             | 17.24                               |
| 7  | Mr. Adithya Krishna Somanapalli   | 5,000           | 0                | 5,000                                | 0.20                                |
| 8  | Mr. Nitin Chaudhary   | 2,815           | 0                | 2,815                                | 0.11                                |
| 9  | Mr. N. Gurunath   | 1,200           | 0                | 1,200                                | 0.05                                |
| 10   | Mr. Sridhar Easwaran  | 1,080           | 0                | 1,080                                | 0.04                                |
| 11   | Mr. Ritesh Nair   | 519             | 0                | 519                                  | 0.02                                |
| 12   | Ms. Poorna Pushkala Chandrasekaran  | 450             | 0                | 450                                  | 0.02                                |
| 13   | Accel Growth Fund V L.P   | 100             | 1,10,075         | 1,10,175                             | 4.43                                |
| 14   | responsAbility SICAV (Lux) Micro and SME Finance Leaders  | 100             | 22,583           | 22,683                               | 0.91                                |
| 15   | Teachers Insurance and Annuity Association of America   | 100             | 2,66,730         | 2,66,830                             | 10.72                               |
| 16   | Mr. Jayottam Ganguly  | 10              | 0                | 10                                   | 0.00                                |
| 17   | Mr. Jagadeesan J  | 10              | 0                | 10                                   | 0.00                                |
| 18   | Mr. Suresh Babu G   | 10              | 0                | 10                                   | 0.00                                |
| 19   | Mr. Ramaraj Rajasekhar  | 0               | 41,850           | 41,850                               | 1.68                                |
| 20   | Mr. Pravesh Sharma  | 0               | 1,912            | 1,912                                | 0.08                                |
| 21   | Mr. Amol Patil  | 0               | 2,647            | 2,647                                | 0.11                                |
| 22   | responsAbility Sustainable Food - Asia II, SLP through its general partner responsAbility Sustainable Food - Asia II (GP), S.À R.L. | 0               | 1,22,000         | 1,22,000                             | 4.90                                |
| 23   | Mr. Colladi Venkatesan Janakiraman  | 0               | 1,000            | 1,000                                | 0.04                                |
| 24   | Mr. Venkataramani Srivathsan  | 0               | 2,000            | 2,000                                | 0.08                                |
| 25   | Mr. Muthukumar Neelamani  | 0               | 1,000            | 1,000                                | 0.04                                |
| 26   | Mr. Vaidyanathan Shankar  | 0               | 4,000            | 4,000                                | 0.16                                |
| 27   | ATIF Holdco DMCC  | 0               | 16,580           | 16,580                               | 0.67                                |
|  | <b>Total</b>  | <b>5,73,861</b> | <b>19,14,399</b> | <b>24,88,260</b>                     | <b>100.00</b>                       |

- Note: 1. In addition, the Company has issued 81,450 Pre-Series E OCRPS that are optionally redeemable / convertible into Pre-Series E CCPS.  
2. Fully diluted shareholding has been computed assuming conversion ratio of 1:1 for Pre-Series E CCPS

#### For Samunnati Financial Intermediation & Services Private Limited

Anil  
Kumar S G

Digitally signed  
by Anil Kumar S  
G  
Date: 2024.04.09  
10:52:04 +05'30'

Anil Kumar S G  
Director & CEO  
DIN: 01189011

#### Samunnati Financial Intermediation & Services Private Limited

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

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

CIN - U65990TN2014PTC096252

**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.     | AUDIT COMMITTEE                           | May 29, 2023      | 3  | 3                          | 100          |
| 2.     | AUDIT COMMITTEE                           | August 10, 2023   | 3  | 2                          | 66.67        |
| 3.     | AUDIT COMMITTEE                           | October 30, 2023  | 3  | 3                          | 100          |
| 4.     | AUDIT COMMITTEE                           | January 22, 2024  | 3  | 3                          | 100          |
| 5.     | NOMINATION & REMUNERATION COMMITTEE       | May 22, 2023      | 6  | 5                          | 83.33        |
|        |   | May 26, 2023*     | 6  | 6                          | 100          |
| 6.     | NOMINATION & REMUNERATION COMMITTEE       | August 09, 2023   | 6  | 5                          | 83.33        |
| 7.     | RISK MANAGEMENT COMMITTEE                 | May 24, 2023      | 6  | 6                          | 100          |
| 8.     | RISK MANAGEMENT COMMITTEE                 | August 09, 2023   | 6  | 6                          | 100          |
| 9.     | RISK MANAGEMENT COMMITTEE                 | October 30, 2023  | 6  | 6                          | 100          |
| 10.    | RISK MANAGEMENT COMMITTEE                 | January 22, 2024  | 5  | 5                          | 100          |
| 11.    | STAKEHOLDERS RELATIONSHIP COMMITTEE       | January 22, 2024  | 3  | 3                          | 100          |
| 12.    | IT STRATEGY COMMITTEE                     | June 06, 2023     | 5  | 5                          | 100          |
| 13.    | IT STRATEGY COMMITTEE                     | August 07, 2023   | 5  | 4                          | 80           |
| 14.    | IT STRATEGY COMMITTEE                     | November 02, 2023 | 5  | 3                          | 60           |
| 15.    | IT STRATEGY COMMITTEE                     | January 30, 2024  | 5  | 4                          | 80           |
| 16.    | CORPORATE SOCIAL RESPONSIBILITY COMMITTEE | January 23, 2024  | 3  | 2                          | 66.67        |
| 17.    | FINANCE COMMITTEE                         | April 12, 2023    | 2  | 2                          | 100          |
| 18.    | FINANCE COMMITTEE                         | April 26, 2023    | 2  | 2                          | 100          |
| 19.    | FINANCE COMMITTEE                         | May 24, 2023      | 2  | 2                          | 100          |
| 20.    | FINANCE COMMITTEE                         | June 09, 2023     | 2  | 2                          | 100          |
| 21.    | FINANCE COMMITTEE                         | June 28, 2023     | 2  | 2                          | 100          |
| 22.    | FINANCE COMMITTEE                         | June 29, 2023     | 2  | 2                          | 100          |
| 23.    | FINANCE COMMITTEE                         | July 24, 2023     | 2  | 2                          | 100          |
| 24.    | FINANCE COMMITTEE                         | July 26, 2023     | 2  | 2                          | 100          |
| 25.    | FINANCE COMMITTEE                         | August 09, 2023   | 2  | 2                          | 100          |
| 26.    | FINANCE COMMITTEE                         | August 14, 2023   | 2  | 2                          | 100          |

|     |                      |                    |   |   |     |
|-----|----------------------|--------------------|---|---|-----|
| 27. | FINANCE COMMITTEE    | August 21, 2023    | 2 | 2 | 100 |
| 28. | FINANCE COMMITTEE    | September 21, 2023 | 2 | 2 | 100 |
| 29. | FINANCE COMMITTEE    | September 27, 2023 | 2 | 2 | 100 |
| 30. | FINANCE COMMITTEE    | September 29, 2023 | 2 | 2 | 100 |
| 31. | FINANCE COMMITTEE    | October 25, 2023   | 2 | 2 | 100 |
| 32. | FINANCE COMMITTEE    | November 16, 2023  | 2 | 2 | 100 |
| 33. | FINANCE COMMITTEE    | November 28, 2023  | 2 | 2 | 100 |
| 34. | FINANCE COMMITTEE    | December 18, 2023  | 2 | 2 | 100 |
| 35. | FINANCE COMMITTEE    | December 21, 2023  | 2 | 2 | 100 |
| 36. | FINANCE COMMITTEE    | December 22, 2023  | 2 | 2 | 100 |
| 37. | FINANCE COMMITTEE    | December 27, 2023  | 2 | 2 | 100 |
| 38. | FINANCE COMMITTEE    | December 29, 2023  | 2 | 2 | 100 |
| 39. | FINANCE COMMITTEE    | January 06, 2024   | 2 | 2 | 100 |
| 40. | FINANCE COMMITTEE    | January 17, 2024   | 2 | 2 | 100 |
| 41. | FINANCE COMMITTEE    | January 23, 2024   | 2 | 2 | 100 |
| 42. | FINANCE COMMITTEE    | January 29, 2024   | 2 | 2 | 100 |
| 43. | FINANCE COMMITTEE    | February 05, 2024  | 2 | 2 | 100 |
| 44. | FINANCE COMMITTEE    | February 14, 2024  | 2 | 2 | 100 |
| 45. | FINANCE COMMITTEE    | February 21, 2024  | 2 | 2 | 100 |
| 46. | FINANCE COMMITTEE    | February 28, 2024  | 2 | 2 | 100 |
| 47. | FINANCE COMMITTEE    | March 01, 2024     | 2 | 2 | 100 |
| 48. | FINANCE COMMITTEE    | March 13, 2024     | 2 | 2 | 100 |
| 49. | FINANCE COMMITTEE    | March 14, 2024     | 2 | 2 | 100 |
| 50. | FINANCE COMMITTEE    | March 21, 2024     | 2 | 2 | 100 |
| 51. | FINANCE COMMITTEE    | March 22, 2024     | 2 | 2 | 100 |
| 52. | FINANCE COMMITTEE    | March 26, 2024     | 2 | 2 | 100 |
| 53. | FINANCE COMMITTEE    | March 27, 2024     | 2 | 2 | 100 |
| 54. | FINANCE COMMITTEE    | March 28, 2024     | 2 | 2 | 100 |
| 55. | FINANCE COMMITTEE    | March 29, 2024     | 2 | 2 | 100 |
| 56. | INVESTMENT COMMITTEE | April 17, 2023     | 2 | 2 | 100 |
| 57. | INVESTMENT COMMITTEE | May 17, 2023       | 2 | 2 | 100 |
| 58. | INVESTMENT COMMITTEE | June 19, 2023      | 2 | 2 | 100 |
| 59. | INVESTMENT COMMITTEE | July 18, 2023      | 2 | 2 | 100 |
| 60. | INVESTMENT COMMITTEE | August 17, 2023    | 2 | 2 | 100 |
| 61. | INVESTMENT COMMITTEE | September 28, 2023 | 2 | 2 | 100 |
| 62. | INVESTMENT COMMITTEE | October 19, 2023   | 2 | 2 | 100 |
| 63. | INVESTMENT COMMITTEE | November 20, 2023  | 2 | 2 | 100 |
| 64. | INVESTMENT COMMITTEE | December 20, 2023  | 2 | 2 | 100 |
| 65. | INVESTMENT COMMITTEE | January 02, 2024   | 2 | 2 | 100 |
| 66. | INVESTMENT COMMITTEE | January 19, 2024   | 2 | 2 | 100 |
| 67. | INVESTMENT COMMITTEE | February 22, 2024  | 2 | 2 | 100 |
| 68. | INVESTMENT COMMITTEE | March 19, 2024     | 2 | 2 | 100 |

**INDEPENDENT DIRECTORS MEETING**

|    |                               |                  |   |   |     |
|----|-------------------------------|------------------|---|---|-----|
| 1. | INDEPENDENT DIRECTORS MEETING | January 23, 2024 | 3 | 3 | 100 |
|----|-------------------------------|------------------|---|---|-----|

**\* Adjourned Meeting**

**For Samunnati Financial Intermediation & Services Private Limited**

**Gurunath N  
Wholetime Director  
DIN: 02799586**

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**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 (PCS)  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

I have examined the registers, records and books and papers of **M/s. SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED** having CIN: **U65990TN2014PTC096252** (“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 Active-Compliant. During the financial year under review, the status of the Company was a Private Limited Company and has not changed.

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.

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 & its Committees 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:

During the financial year under review, the Company has entered into transactions falling within the purview of Section 188(1) of the Act and such transactions were approved by the Audit Committee & the Board of Directors. The Related Party Transactions are disclosed as per Section 134(3)(h) of the Act and Rule -8(2) of the Companies (Accounts) Rules, 2014 in the Form AOC-2 and Note No. 40 of Financial Statements.

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:

During the financial year under review, the Company has issued and allotted Compulsory Convertible Preference shares (CCPS), Optionally Convertible Redeemable Preference shares (OCRPS), Non-Convertible Debentures (NCDs) and Commercial Papers (CPs) in compliance with the provisions of the Companies Act, 2013.

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 was no such transaction 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 were 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:

The changes in the Board of Directors and Key Managerial Personnel (“KMP”) during the financial year ended 31<sup>st</sup> March 2024 are provided as “*Annexure A*” to this certificate.

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.

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:

According to information and explanation given to us, the Company has complied with the provisions of the Act and Rules made there under in respect of Borrowings from Public Financial Institutions, Banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable.

The Board of Directors & Finance committee granted its approval for issuance & allotment of Non-convertible Debentures and issue Commercial Papers in Dematerialised form from time to time.

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 provisions of Section 186 of the Act are not applicable as the Company is a Non Banking Financial Company (NBFC).

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

During the financial year under review, the Company has not altered the Memorandum of Association of the Company.

The Company has altered the Articles of Association (AOA) in the Ninth Annual General Meeting held on 18/09/2023 to include an enabling clause providing for appointment of a Nominee Director by the Debenture Trustee on the Board of the Company pursuant to SEBI (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 read with SEBI (Debenture Trustee) Regulations, 1993.

Further, the Company has altered the Articles of Association (AOA) pursuant to the execution of the amended and restated Shareholders' Agreement dated March 31, 2023 and the amendment to the amended and restated Shareholders' Agreement dated March 20, 2024 in the EGMs held on 17/04/2023 and EGM held on 02/04/2024 respectively.

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

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

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

Place: Chennai  
Date: \_\_\_\_\_



**Annexure A**  
**Changes of Board of Directors and Key Managerial Personnel**

| <b>S No.</b> | <b>Name of the Director</b> | <b>DIN/PAN</b> | <b>Category</b>      | <b>Changes during the year, if any</b> |
|--------------|-----------------------------|----------------|----------------------|--|
| 1.           | Dr. Venkatesh Tagat         | 02728441       | Independent Director | Retired w.e.f. September 17, 2023      |
| 2.           | Mr. Krishnan K              | 01109189       | Independent Director | Appointed w.e.f. September 18, 2023    |
| 3.           | Ms. Rekha Unnithan          | 08354141       | Nominee Director     | Cessation w.e.f. November 29, 2023     |
| 4.           | Mr. Stephen Dongwon Lee     | 08640160       | Nominee Director     | Appointed w.e.f. November 30, 2023     |
| 5.           | Mr. Lalit Malik             | AKDPM0939K     | CFO (KMP)            | Cessation w.e.f. May 29, 2023          |
| 6.           | Mr. S Arun Kumar            | AIPPA8757R     | Company Secretary    | Cessation w.e.f. August 16, 2023       |
|              |                             |                |                      | Re-instated w.e.f. October 31, 2023    |