



NOTICE OF EXTRA- ORDINARY GENERAL MEETING

Shorter Notice is hereby given that the 3rd Extra-Ordinary General Meeting of IIFL Samasta finance Limited (FY 2021-22), will be held on Wednesday, the 27th Day of October, 2021 at 5:00 p.m. at the Registered Office of the Company located at No. 110/3, Lalbagh Road, Krishnappa Layout, Bangalore -560027, Karnataka, India to consider there at the following items of business:

SPECIAL BUSINESS:

To consider and approve the following resolutions as Special Resolutions:

ITEM NO. 1

TO APPROVE IIFL SAMASTA FINANCE LIMITED EMPLOYEE STOCK OPTION PLAN – 2021:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment thereto or re-enactment thereof), relevant provisions of Memorandum of Association and Articles of Association of the Company and prevailing statutory Guidelines/ Circulars in that behalf and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s)), the consent of the Members of the Company be and is hereby accorded for approval of IIFL Samasta Finance Limited Employee Stock Option Plan – 2021 (**“Plan”**) and to authorize the Board of Directors of the Company (hereinafter referred to as the **“Board of Directors”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot under the Plan, in one or more tranches, such number of Options which shall not exceed 5% of the Paid Up share Capital of the Company, as expanded from time to time, presently comprising 16,040,667 Options as on March 31, 2021, (*or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time*) to or for the benefit of:



- (a) a permanent Employee of the Company who has been working in India or outside India; or
- (b) a Director of the Company, whether a Whole Time Director or not but excluding an Independent Director; or but does not include –
 - (i) an Employee who is a Promoter or a person belonging to the Promoter Group of the Company; or
 - (ii) a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company.

and to such other persons as may from time to time be allowed to be eligible for the benefits of the Plan under applicable laws and regulations prevailing from time to time (***“Eligible Employees”***), exercisable into 16,040,667 Equity Shares of face value Rs. 10 each (*or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time*) on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the Plan.

RESOLVED FURTHER THAT the Plan shall be administered by the Nomination and Remuneration Committee of the Company who shall have all necessary powers as defined in the Plan and is hereby designated as Compensation Committee for the purpose of administration and superintendence of the Plan.

RESOLVED FURTHER THAT the Plan shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance of the applicable laws and regulations, be and are hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to execute all such documents, writings and to give such



directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Plan and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorised to do for the purpose of giving effect to this resolution.”

For IIFL Samasta Finance Limited

S/d

Manoranjan Biswal

Company Secretary

Membership No: A31303



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM No. 1

Equity based remuneration includes alignment of personal goals of the Employees with Organizational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to enhance the Employee engagement, to reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the key Employees and to create a sense of ownership and participation amongst them, the Board of Directors in its meeting held on 22nd of October, 2021, approved IIFL Samasta Finance Limited Employee Stock Option Plan – 2021 (**“Plan”**) to or for the benefit of such Employee as defined in the Plan.

In terms of Section 62 and other applicable provision of Companies Act, 2013 for issue of Equity Shares to the Employees of the Company, the approval of the existing Members by way of Special Resolution is required. The Special Resolution set out at Item No. 1 is seeking your approval for the formulation and implementation of the Plan and issuance of Equity Shares thereunder.

The main features and other details of the Plan as per Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014, of Chapter IV of Companies Act, 2013, are as under:

1. The total number of stock options to be granted:

The maximum number of Options that may be granted pursuant to this Plan shall not exceed 5 % of the Paid Up share Capital of the Company, as expanded from time to time, presently comprising 16,040,667 Options as on March 31, 2021 which shall be convertible into equal number of Shares.

2. Identification of classes of Employees entitled to participate in the Employees Stock Option Plan:

- (i) a permanent employee of the Company who has been working in India or outside India; or
- (ii) a director of the Company, whether a whole time director or not but excluding an independent director; or

but does not include:



- a. An employee who is a promoter or a person belonging to the promoter group of the Company; or
- b. A director of the Company, who either himself or through his relative or through any body corporate, directly or indirectly holds more than 10 percent of the outstanding equity shares of the company

3. The appraisal process for determining the eligibility of employees to the Employees Stock Option Plan:

The employees are eligible for being granted Employee Stock Options under Plan. The terms of grant of Option(s) and the specific employees to whom the Options would be granted shall be determined by the Board of Directors (*which term shall be deemed to include Nomination and Remuneration Committee*)

Identification will be based on following parameters: Grade, Tenure & Performance Rating 3 & above rating.

Level of eligible employees are as follows:

- Directors/ Sr VP/VP/AVP to AGM level: 6 months & above tenure
- Chief Manager to Manager level: 1 year & above
- Below Managers: only 3 years & above tenure

The Board of Directors shall be authorized to modify the above criteria time to time as and when it thinks fit.

4. The requirements of vesting and period of vesting:

Options granted under Plan would vest as per the vesting schedule as determined under each series of grant approved by Board of Directors subject to a minimum period of one year from the date of grant and maximum period of three years from the date of grant of such Options.

The Nomination & Remuneration Committee may specify that the Options would vest subject to elapse of time, or meeting certain performance parameters, or a combination of both. Further, if the performance of an Employee dips below Rating 3 in an appraisal cycle, the vesting of the Options will roll over to the next vesting tranche. However, in case of non-performance in the last vesting tranche, the Options shall lapse.



5. The maximum period within which the Options shall be vested:

The Options granted under the Plan shall be vested within a maximum period of 3 (Three) years.

6. The Exercise Price or the formula for arriving at the same:

The exercise shall be at an exercise price which shall be based on the Fair Market Value of the Company's equity shares, as on March 31, 2021 amounting to Rs. 16.38/- Exercise price will remain constant for the whole Plan period.

7. Exercise period and process of Exercise:

The vested Options shall be exercised either wholly or in part through cash mechanisms by submitting the exercise application as prescribed by the Board of Directors from time to time, along with exercise price, applicable taxes and other charges, if any.

Upon exercise, the Employee will receive the shares equivalent to the number of the Options exercised in accordance with the terms and conditions of the Plan.

The Employee Stock Options granted shall be capable of being exercised within a period of 3 years from the date of respective vesting, beyond which the Options would lapse.

8. Lock in period, if any:

The Shares allotted pursuant to exercise of Options shall not be subject to a lock-in unless otherwise required by any law in this behalf.

9. The Maximum number of Options to be granted per employee and in aggregate:

The maximum number of Options that may be granted pursuant to this Plan shall not exceed 5 % of the Paid Up share Capital of the Company, as expanded from time to time, presently comprising 16,040,667 Options as on March 31, 2021 which shall be convertible into equal number of Shares.

Subject to availability of Options in the pool under the Plan, the maximum number of Options that can be granted to any eligible Employee during any one year shall be less than 1% of the issued capital of the Company at the time of grant. The Board of Directors may decide to grant such number of Options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the shareholders in a general meeting.



10. The method which the company shall use to value its options:

Fair Value Method

11. The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:

The conditions under which option vested in employees may lapse are:

- Non – exercise of Options according to terms and condition of the scheme and
- In case of termination of employment due to Cause.

12. The specified time period within which the employee shall exercise the vested options in the event of proposed termination of employment or resignation of the employee:

In the event of termination of the employment of an Option Grantee for misconduct or due to breach of policies or the terms of employment of the Company, all Employee Stock Options granted to such employee, including the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.

In the event of resignation or laying off or retrenchment of employment or termination not due to misconduct or breach of policies or the terms of employment of the Company, all Options not vested in the employee as on that day shall expire. However, the employee can exercise the Options granted to him which are vested as on that date within a period of 2 (Two) months from the last working day with the Company or before expiry of exercise period, whichever is earlier, subject to the terms and conditions under the series granting such Options.

13. Disclosure and accounting policies/ standards:

The Company shall comply with the requirements of applicable ICAI Guidance Note 18 on Accounting for Share Based Payments and shall use Fair value method.

The company shall conform to the accounting policies as specified from time to time.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company or the Options that may be granted under the Plan.

The Board of Directors of the Company recommends the Resolutions to be passed as Special Resolutions as set out at Item No: 1 for approval of the Members.



Plan and other documents referred to in the aforesaid resolutions are available for inspection at the Registered office of the Company.

For IIFL Samasta Finance Limited

S/d

Manoranjan Biswal

Company Secretary

Membership No: A31303



ANNEXURE II

PROXY FORM - MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: IIFL SAMASTA FINANCE LIMITED

CIN No.: U65191KA1995PLC057884

Registered Office: No. 110/3, Krishnappa Layout, Lalbagh Main Road, Bangalore, Karnataka - 560027

Name of the Member (s): _____ residing at/having registered office at _____

_____ & E-mail Id: _____ bearing Folio No. _____.

I / We, being the member(s) of _____ (In words _____) equity shares of IIFL Samasta Finance Limited hereby appoint -

1. Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him / her

2. Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 3rd Extra- Ordinary General Meeting for the FY 2021-22 of IIFL Samasta Finance Limited, will be held on Wednesday, the 27th October, 2021 at 5:00 p.m. at the Registered Office of the Company located at No. 110/3, Krishnappa Layout, Lalbagh Main Road, Bangalore -560027, and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.

**Affix Re. 1
Revenue
Stamp**



Signed this ___ day of _____, 2021

Signature of Shareholder (s)

Signature of Proxy Holder (s)

Note: This form of proxy in order to be effective, should be duly stamped, executed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.



ANNEXURE III

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the venue)

We/I hereby record my presence at the 3rd Extra- Ordinary General Meeting for the FY 2021-22 of IIFL Samasta Finance Limited will be held on Wednesday, the 27th October, 2021 at 5:00 p.m. at the Registered Office of the Company located at No. 110/3, Krishnappa Layout, Lalbagh Main Road, Bangalore -560027

Full Name of the Shareholder/ Authorized Representative: _____

_____ residing at/having registered office at

Folio No. _____.

No. of Shares held: _____ (In words _____)

Name of Proxy (if any): _____

Signature of the Shareholder/Proxy/Corporate Representative*

* Strike out whichever is not applicable

Route map

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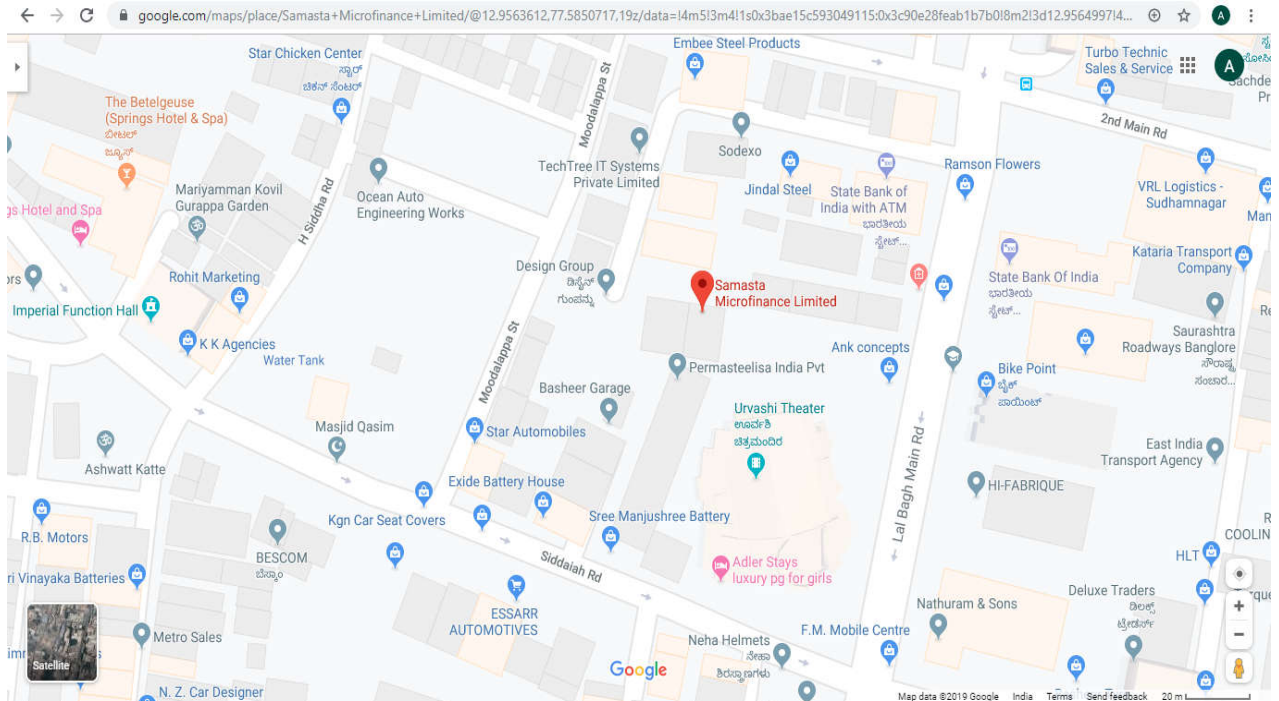
IIFL SAMASTA FINANCE LIMITED
(Erstwhile Samasta Microfinance Limited)

CIN: U65191KA1995PLC057884

Regd. & Head Office: No. 110/3, Lalbagh Main Road, Krishnappa Layout, Bangalore- 560027, India T +91 80 4291 3500

Corporate office: No. 37A, Sannathi Street, Theradi, Thiruvottriyur, Chennai – 600 019 (Tamil Nadu)

www.samasta.co.in



IIFL Samasta Finance Limited

**No. 110/3, Lalbagh Main Road,
Krishnappa Layout, Bangalore – 560 027**