



NOTICE OF EXTRA- ORDINARY GENERAL MEETING

Shorter Notice is hereby given that the First Extra-Ordinary General Meeting of Samasta Microfinance Limited (FY 2021-22), will be held on Monday, the 24th Day of May, 2021 at 11:00 A.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

INCREASE IN BORROWING LIMITS OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT, pursuant to the provisions of section 180(1)(c) of the Companies Act 2013 and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification(s) or amendments(s) thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, consent of members of the Company be and is hereby accorded to increase the borrowing limit of such sum or sums of monies and for availing all kinds and types of loans, advances and credit facilities including issuance of debentures and other debts instruments, (apart from temporary loans from the company’s bankers), from time to time, from the existing limit of Rs.5,000 crore (Rupees Five Thousand Crore Only) to Rs.10,000 crore (Rupees Ten Thousand Crore Only) outstanding at any point of time on account of principal, for and on behalf of the Company, from its bankers, other banks, NBFCs, financial institutions, companies, firms, bodies corporate, or from any other person, in Indian rupees or any foreign currencies, as may be permitted under applicable laws, whether unsecured or secured.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 180(1) (a) of the Companies Act 2013 and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include the Resourcing & Business Committee and any such committee which the Board may constitute/ authorize for this purpose) for mortgaging/ charging/hypothecating all or any of the immovable and movable properties and assets of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) and debenture holders or holders of other instruments to secure the loans/ borrowings/credit

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Samasta Microfinance Limited

CIN: U65191KA1995PLC057884

Regd. & Head Office: No. No.110/3, Lalbagh Road, Krishnappa Layout, Bangalore – 560027

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

www.samasta.co.in



facilities obtained or as maybe obtained or debentures/ bonds and other instruments issued or to be issued by the company to or in favour of the financial institutions, non-banking finance companies, co-operative banks, investments institution and their subsidiaries, banks, mutual funds, trusts and other bodies corporate or trustees for the holders of debentures/ bonds and/ or other instruments, which may exceed the paid-up capital and free reserves provided that the total amount of monies borrowed/ credit facilities availed shall not at any time exceed a sum of Rs.10,000 crore (Rupees Ten Thousand Crore Only) outstanding at any point of time on account of principal.

RESOLVED FURTHER THAT, any Director or Company Secretary of the company be and are hereby severally authorized to file necessary forms with ROC and other authorities and to do all such acts, deeds and things in this regard to give effect to the above resolution/s.

ITEM NO. 2

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

APPROVAL OF THE LIMIT OF ISSUANCE OF SECURITIES ON PRIVATE PLACEMENT BASIS FOR THE FINANCIAL YEAR 2021-2022

“**RESOLVED THAT** pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 as may be amended from time to time, and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and SEBI (Listing Obligations and Disclosures Requirement), 2015 as may be amended from time to time and other applicable regulations, consent of the members of the Company be and is hereby accorded to issue, offer and allot Secured/ Unsecured/ Listed/ Unlisted/ Rated/ Unrated/ Non –Convertible/ Market Linked/ Subordinated Debt/ Perpetual Debentures/ Fixed Maturity Debentures or any other securities of the Company up to an amount of Rs.3000 Crores (Rupees Three Thousand Crores only) on private placement basis in one or more tranches, on such terms and conditions as may be determined by the Board, from time to time, and subject to compliance with the applicable law, rules, directions issued by the government or any other regulatory authority, in this regard.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Board of Directors or Issue and Allotment Committee or any authorized committee thereof for the purpose of creating, offering, issuing and allotting the Debentures and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to determine the terms and conditions of the issue of the securities, settle all the questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.



RESOLVED FURTHER THAT Mr. Venkatesh N., Managing Director / Mr. Shivaprakash D., Whole Time Director / Company Secretary / Chief Financial Officer be and are hereby severally authorized to do all such acts, deeds or things which may be necessary in order to give effect to the above resolution.”

By Order of the Board
For **Samasta Microfinance Limited**

Sd/-
Pramod Kulkarni
Company Secretary

Place: Bengaluru
Date: May 28, 2021

Registered Office:

No. 110/3, Lalbagh Main Road,
Krishnappa Layout, Near Urvashi Theatre
Bangalore – 560 027
CIN: U65191KA1995PLC057884
Tel No. + 91 80 4291 3500
Website: www.samasta.co.in



NOTES:

- i. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 1 & 2 of the accompanying Notice is annexed hereto as **Annexure -I**
- ii. A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and such proxy need not to be a member of a company. The Instrument appointing a proxy, in order to be effective must be deposited at the registered office of the company, duly completed and signed, not less than forty eighty (48) hours before the commencement of meeting. The Proxy Form is annexed hereto as **Annexure II**
- iii. A person can act as a proxy on behalf of Members not exceeding fifty (50) in number and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A Member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
- iv. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- v. Notice of EGM, full version of the reports will also be available under the 'Investor Services' section on the website of the Company www.samasta.co.in. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays (including Public Holidays), during business hours up to the date of the Meeting.
- vi. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed hereto as **Annexure III** to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
- vii. *Route map for the Meeting is provided after the Explanatory Statement*

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

AGENDA ITEM 1:

The Board vide its Meeting dated April 23, 2021 had approved for increase in limits of borrowing limits from Rs. 5,000 crores to Rs. 10,000 crore outstanding at any point of time on account of principal. As per the provisions of Section 180 (1) (a) and Section 180 (1) (c) of the Companies Act, 2013 since the Company would be creating charge over its assets and the amount to be borrowed along with amount already borrowed would exceed the paid up capital and free reserves of the Company, approval of members would be required for the same.

Therefore, the Board hereby seeks your approval in passing this item as a Special Resolution.

None of the Directors or Key Managerial Personnel of your Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

AGENDA ITEM 2:

The Company in its Board Meeting held on April 23, 2021 has passed for the issuance of 3000 crores Non- Convertible Debentures (NCD). Your company needs to pass Special Resolution for issuance of debt securities pursuant to Rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014. Board has approved the Issuance of securities such as Secured /Unsecured /Listed /Unlisted /Rated /Unrated /Non - Convertible /Market Linked/Subordinated Debt /Perpetual Debentures /Fixed Maturity Debentures upto 3000 crore for the F.Y. 2021-22 at its meeting held on April 23, 2021. The price of the securities shall be decided by the Board or Issue and Allotment Committee or other authorized Committee in accordance with applicable laws.

Pursuant to Section 42 of the Companies Act, 2013 read with rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and such other applicable provisions and rules, if any, of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment thereof) prior approval of members of the Company by way of special resolution is required for any private placement of securities. The said approval may be taken only once in a year for all the offers on private placement basis for the non-convertible debt securities proposed to be issued during the year. The Board of Directors has recommended the passing of the special resolution for Issuance of debt securities. None of the Directors or Key Managerial Personnel of your Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.



By Order of the Board
For **Samasta Microfinance Limited**

Sd/-
Pramod Kulkarni
Company Secretary

Place: Bangalore
Date: May 28, 2021



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: SAMASTA MICROFINANCE 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 Samasta Microfinance 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 First Extra- Ordinary General Meeting for the FY 2021-22 of Samasta Microfinance Limited on the 24th Day of May, 2021 at 11:00 A.M. at the Registered Office of the Company located at No. 110/3, Lalbagh Road, Krishnappa Layout, Bangalore -560027, Karnataka and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.



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)

I hereby record my presence at the 1st Extra- Ordinary General Meeting for the FY 2021-22 of Samasta Microfinance Limited on Monday the 24th Day of May, 2021 at 11:00 A.M. at the Registered Office of the Company located at No. 110/3, Lalbagh Road, Krishnappa Layout, Bangalore -560027, Karnataka

Full Name of the Shareholder/ Authorized Representative: _____

_____ residing at/having registered office at

Folio No. _____.

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

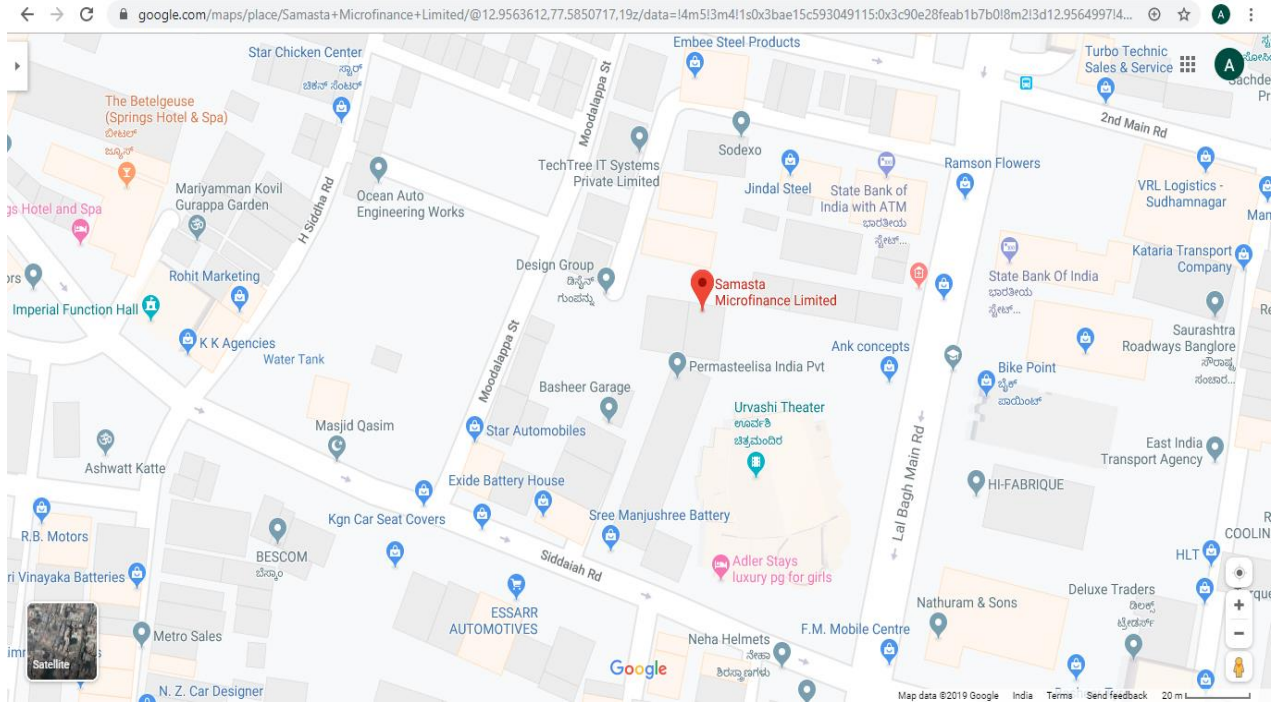
Name of Proxy (if any): _____

Signature of the Shareholder/Proxy/Corporate Representative*



* Strike out whichever is not applicable

Route map



Samasta Microfinance Limited
No. 110/3, Lalbagh Main Road,
Krishnappa Layout, Bangalore – 560 027