



**BOARD MEETING**

**SHORTER NOTICE**

**SAMASTA MICROFINANCE LIMITED**

**Financial Year** : 2021-22  
**Meeting** : 1<sup>st</sup> Board Meeting  
**Day & Date** : Friday, April 23, 2021  
**Time** : 11:00 A.M  
**Venue** : No. 110/3, Lalbagh Main Road, Krishnappa Layout,  
Bangalore-560027

**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)

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**Agenda for the 1<sup>st</sup> Board Meeting of the Company for the Financial Year 2021-22 dated April 23, 2021**

<b>Item No.</b>	<b>AGENDA</b>
	<b>Attendance and Minutes</b>
1	To appoint the Chairman of the Meeting;
2	To ascertain the Quorum and approve requests for grant of leave of absence to Directors, if any;
3	Confirmation and approval of the Minutes of the previous Board Meeting
	<b>Matters for noting</b>
4	To take note of the resolutions passed by various Committees during the quarter ended March 31, 2021;
5	To note the action taken in respect of the earlier decisions of the Board;
6	To take note of Interests of Directors (MBP-1 & DIR-8) and declarations from Independent Directors pursuant to the provisions of the Companies Act, 2013.
	<b>Matters for review and approval</b>
7	Re-appointment of Mr. Venkatesh N, Managing Director of the Company who retires by rotation.
8	To take note of the Statutory Audit Report issued for the financial year ended March 31, 2021;
9	To consider rotation of partners of Statutory auditors as per RBI NBFC corporate governance code
10	To consider increase in remuneration of Statutory auditors
11	To consider and approve the Annual Financial statements of the Company for the financial year ended March 31, 2021;
12	To consider and approve the draft Board's Report, Management and Discussion Analysis Report and its annexures for the financial year ended March 31, 2021;
13	To take note of the Secretarial Audit Report issued for the financial year ended March 31, 2021;
14	Presentation on business and operations of the Company for the year ended March 31, 2021
15	To consider and approve the limit of issuance of Non-Convertible Debentures on Private Placement basis;
16	To consider and appoint Secretarial Auditors for the financial year 2021-22;
17	To consider and appoint Internal Auditors for the financial year 2021-22;
18	Reconstitution of various Committees, if necessary;
19	Consideration and approval of report of Annual performance Evaluation of the Board, its Committees and Individual Directors;
20	Approval for lending loans by the Company pursuant to the provisions of the Companies Act, 2013;
21	ALCO presentation for the quarter and year ended March 31, 2021;
22	Approval for increasing the borrowing limits of the Company;
23	Annual Review of Board approved policies of the Company;

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24	To review related party transactions for the quarter and year ended March 31, 2021 and to approve the Related Party Transaction Framework for the year 2021-2022;
25	Approval for appointment of Tax Auditors
26	To consider Declaration of Non acceptance of Public deposits
27	Authorisation for filing the returns with statutory authorities
	<b>Noting of Compliance Certificates</b>
28	Taking note of statement of Investor Grievance for the quarter ended March 31, 2021
29	Annual Disclosures/Declarations/Undertakings from the Directors of the Company as per RBI guidelines;
30	To take note of important regulatory circulars/ notifications issued during quarter ended March 31, 2021 and status of compliance thereon;
31	To take note of frauds for the quarter and year ended March 31, 2021;
32	To take note of status of Grievance Redressal of customers for the quarter ended March 31, 2021 and review the functioning of the grievances Redressal mechanism at various levels of management;
33	To take note of the Compliance Certificate under various laws applicable for the financial year ended 31 <sup>st</sup> March, 2021;
34	To review compliance under the following applicable laws-
a)	RBI
b)	Companies Act, 2013
c)	SEBI (LODR), 2015
d)	Labour Laws and any other act to the extent applicable to us.
35	To transact any other business.

**For Samasta Microfinance Limited**

Sd/-

**Pramod Kulkarni**  
**Company Secretary**  
**M.No:-A49450**

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**Notes to Agenda for the Board Meeting dated April 23, 2021**

<b>Item No. 1:</b>	<b>Election of Chairperson</b>
	The Directors present at the Meeting shall elect one of themselves to chair and conduct the Meeting.
<b>Item No. 2:</b>	<b>To grant leave of absence, if any and confirm the presence of Quorum for the meeting</b>
	<p>The quorum for the meeting of the Board shall be one third of its total strength or two directors, whichever is higher. No business shall be transacted at the meeting unless there is a valid quorum both, at the time when the meeting is called to order and throughout the meeting.</p> <p>The Board shall grant leave of absence to the members who have expressed their inability to attend the meeting.</p>
<b>Item No. 3:</b>	<b>Confirmation of the Minutes of the previous Board Meeting</b>
	Minutes of the Previous Board Meeting dated March 17, 2021 shall be placed before the Board for their consideration & approval and thereafter with the permission of the Chairman shall be taken on record.
<b>Item No. 4:</b>	<b>To take note of the resolutions passed by various Committees during the quarter ended March 31, 2021;</b>
	<p>The Board shall take note of the resolutions passed by following committees during the quarter ended March 31, 2021:</p> <ul style="list-style-type: none"> <li>• Risk Management Committee</li> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Asset Liability Management Committee</li> <li>• Issue &amp; Allotment Committee</li> <li>• Resource &amp; Business Committee</li> <li>• IT Strategy Committee</li> </ul>
<b>Item No. 5:</b>	<b>Action Taken Report from the previous Board Meeting</b>
	The Board shall review the observations made during the previous Board Meeting and ascertain the action taken for the same.

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<b>Item No. 6:</b>	<b>To take note of change in interests of Directors and declaration from Independent Directors</b>
	Pursuant to the provisions of Section 184(1) and Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013 the Board shall take note of Declaration received by Directors in Form MBP-1, DIR-8. Further, the Board shall also take note of declarations from the Independent Directors pursuant to the provisions of Section 149 (6) and 149(7) of the Companies Act, 2013.
<b>Item No. 7:</b>	<b>Re-appointment of Mr. Venkatesh N, Managing Director of the company, who retires by rotation</b>
	Mr. Venkatesh N, Managing Director of the company is liable to retire by rotation as per the provisions of Section 152(6) of the Companies Act, 2013. The Committee shall consider his re-appointment and approve the same, subject to the approval of the Shareholders
<b>Item No. 8:</b>	<b>To take note of the Statutory Audit Report issued for the financial year ended March 31, 2021</b>
	M/s V Sankar Aiyar and Co., Chartered Accounts –the Statutory Auditors of the Company have conducted the statutory audit of the Company and issued the Audit Report for the financial year ended <b>March 31, 2021</b> . The Board shall take note of the Report and its observations in detail.
<b>Item No. 9:</b>	<b>To consider rotation of partners of Statutory auditors as per RBI NBFC corporate governance code</b>
	The partner of the Statutory auditors firm has to be rotated once in every three years as per the NBFC (Corporate Governance Code) of RBI.
<b>Item No. 10:</b>	<b>To consider increase in remuneration of Statutory auditors</b>
	Increase in remuneration of statutory auditors has to be recommended by the Audit Committee to the Board of Directors and a Board Resolution has to be passed for the same as per the Companies Act, 2013.
<b>Item No. 11:</b>	<b>To consider and approve the Annual Financial statements of the Company for the financial year ended March 31, 2021</b>
	Based on the recommendations made by the Audit Committee and the presentation made by CFO on the Financial Statements, the Board shall consider and approve the financial statements including the Balance Sheet and Statement of Profit and Loss of the Company and other attachments to it for the financial year ended March 31, 2021

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	The financial statements of the Company shall be signed by any two Directors of the Company including the Managing Director along with the Chief Financial Officer and Company Secretary.
<b>Item No. 12:</b>	<b>To consider and approve the draft Board's Report, Management Discussion and Analysis report and its annexures for the financial year ended March 31, 2021</b>
	Based on the recommendations made by the Audit Committee, the Board shall consider and approve the draft Board's Report, Management Discussion and Analysis report and its annexures, for the financial year ended March 31, 2021 pursuant to the provisions of Section 134 of the Companies Act, 2013 and RBI guidelines issued in this behalf.
<b>Item No. 13:</b>	<b>To take note of the Secretarial Audit Report issued for the financial year ended March 31, 2021</b>
	Mr. Lakshmeenarayan Bhat, Practicing Company Secretary–the Secretarial Auditor of the Company has conducted the Secretarial Audit of the Company and has issued the Secretarial Audit Report for the financial year ended March 31, 2021 pursuant to the provisions of Section 204 of the Companies Act, 2013. The Board shall take note of the Report and its observations in detail.
<b>Item No. 14:</b>	<b>Presentation on business and operations of the Company for the year ended March 31, 2021</b>
	A detailed presentation on business and operations of the Company for the year ended March 31, 2021 shall be given to the Board by the Chief Operating Officer.
<b>Item No. 15:</b>	<b>To consider and approve the limit of issuance of Non-Convertible Debentures on Private Placement basis for the financial year 2021-22;</b>
	The Board shall set threshold limit and approve for issuance of Non-Convertible Debentures on Private Placement basis pursuant to the provisions of Section 42 of the Companies Act, 2013 read with relevant Rules made thereunder up to limit of 3000 crores for the financial Year 2021-22 subject to the approval of members at a General Meeting.
<b>Item No.16:</b>	<b>To consider and appoint Secretarial Auditors for the financial year 2021-22</b>
	Based on the recommendations made by the Audit Committee, the Board shall consider and re-appoint Mr. Lakshmeenarayan Bhat, Practicing Company Secretary as Secretarial Auditors for the financial year 2021-22.

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<b>Item No.17:</b>	<b>To consider and appoint Internal Auditors for the financial year 2021-22</b>
	Based on the recommendations made by the Audit Committee, the Board shall consider and appoint Internal Auditors for the financial year 2021-22.
<b>Item No.18:</b>	<b>Reconstitution of various Committees, if necessary</b>
	Composition of all the committees constituted by Board shall be placed before the Board for their review and suggest any changes, if required.
<b>Item No. 19:</b>	<b>Annual Evaluation of performance of the Board, its Committees and Individual Directors</b>
	The Board shall evaluate the annual performance of the Board and its Committees, Individual Directors on the basis of report furnished by Nomination and Remuneration Committee. The checklist for the evaluation shall be placed circulated to the Board of Directors in this regard.
<b>Item No. 20:</b>	<b>Approval for lending loans by the Company pursuant to the provisions of the Companies Act, 2013</b>
	The Board shall approve the limit for lending of loans to its customer's subject to the provisions of Sec 179(3) of Companies Act, 2013 on day to day basis upto an amount of Rs.10,000 Crores.
<b>Item No. 21:</b>	<b>Presentation of Asset Liability position for the quarter ended 31st March, 2021</b>
	The CFO shall make ALCO presentation to the Board for the quarter ended March 31, 2021
<b>Item No. 22:</b>	<b>Approval for increasing the borrowing limits of the Company</b>
	The Board shall increase and approve the existing borrowing limit from Rs. 5000 to 10,000 Crores pursuant to the provisions of section 180(1)(c) of the Companies Act 2013.
<b>Item No. 23:</b>	<b>Annual Review of following important policies of the Company and policy renewal, if required</b>
	The Board shall review Board approved policies of the Company, draft of which would be placed before the Directors for approval or suggest modifications, if required.

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<b>Item No. 24:</b>	<b>To review related party transactions for the quarter and year ended March 31, 2021</b>
	The Committee shall review the Related Party Transactions entered by the Company for the quarter and year ended on March 31, 2021 including the nature of transactions and proposed amount involved.  Further, Related Party Transaction Framework for the Financial Year 2021-22 as recommended by the audit Committee shall be placed before the Board for their approval.
<b>Item No. 25:</b>	<b>Approval for appointment of Tax Auditors</b>
	The tax auditor has to be appointed for the financial year 2021-22 for conducting the tax audit of the Financial Year.
<b>Item No. 26:</b>	<b>To consider Declaration of Non acceptance of Public deposits</b>
	As per Master Direction – NBFC (Acceptance of Public Deposits (Reserve Bank) Directions, 2016, an annual declaration has to be given by NBFC reconfirming that it has not accepted any public deposits
<b>Item No. 27:</b>	<b>Authorisation for filing the returns with statutory authorities</b>
	It is required to name the authorized persons to digitally sign the e-forms for filing the same with Ministry of corporate Affairs ("MCA") / Reserve Bank of India ("RBI"), BSE, NSE or any other statutory authorities as may be required from time to time.
<b>Item No. 28:</b>	<b>Taking note of statement of Investor Grievance for the quarter ended March 31, 2021 and other compliance report.</b>
	Pursuant to the provisions of Regulation 13 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the statement of Investor Grievance along with the other Compliance report for the quarter ended March 31, 2021 shall be placed before the Board for its perusal.
<b>Item No. 29:</b>	<b>Annual Disclosures/Declarations/Undertakings from the Directors of the Company as per RBI guidelines</b>
	Pursuant to RBI guidelines annual disclosures/ declarations/ undertakings from the directors need to be taken note of.
<b>Item No. 30:</b>	<b>To take note of important regulatory circulars/ notifications issued during quarter ended March 31, 2021 and status of compliance thereon.</b>
	The Board shall be appraised of the recent circulars/ notifications issued during quarter ended March 31, 2021 by the RBI, SEBI and MCA; status on such circulars and notifications shall be taken note of.

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<p><b>Item No. 31:</b></p>	<p><b>To take note of frauds for the quarter and year ended March 31, 2021</b></p> <p>Board shall discuss in detail the No. of Frauds, amount involved and action taken on the same for the year ended March 31, 2021.</p> <p>Based on the observations and suggestions made by the Audit Committee, the Board shall decide on the measures to be taken to mitigate frauds in the Company.</p>
<p><b>Item No. 32:</b></p>	<p><b>To take note of status of Customer Grievance Redressal for the quarter and year ended March 31, 2021</b></p> <p>Based on the observations and suggestions made by the Audit Committee, the Board shall give its inputs to improve the existing Grievance Redressal mechanism on the Company.</p>
<p><b>Item No. 33:</b></p>	<p><b>To take note of the Compliance Certificate under various laws applicable for the financial year ended March 31, 2021</b></p> <p>A Compliance Certificate signed by CEO, Compliance Officer / Company Secretary and the department heads for the compliance under various applicable laws for the quarter ended March 31, 2021 shall be placed before the Board.</p>
<p><b>Item No. 34:</b></p>	<p><b>To review compliance under the following applicable laws-</b></p> <ul style="list-style-type: none"> <li>a) RBI</li> <li>b) Companies Act, 2013</li> <li>c) SEBI (LODR), 2015</li> <li>d) Labour Laws</li> <li>e) Any other act to the extent applicable to us.</li> </ul> <p>The Board shall review the compliance under the above mentioned laws applicable to the Company and also to review compliance related to Fair Practices Code as per RBI Guidelines.</p>

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<b>Item No. 35:</b>	<b>To transact any other business</b>
	Any item not included in the Agenda may be taken up for consideration with the permission of the Chairman and with the consent of majority of the Directors present in the Meeting, which shall include at least one Independent Director, if any.

**For Samasta Microfinance Limited**

Sd/-

**Pramod Kulkarni**  
**Company Secretary**  
**M.No:-A49450**

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