

NOTICE OF EXTRA- ORDINARY GENERAL MEETING

Shorter Notice is hereby given that the First Extra-Ordinary General Meeting of IIFL Samasta Finance Limited (FY 2023-24), will be held on Wednesday, the 30th Day of August, 2023 at 4:00 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: 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, in supersession of all earlier resolutions to the effect, pursuant to the provisions of section 180(1)(c) of the Companies Act 2013 ("Act") 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 and the consent of the Member 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 borrowings, 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.12,000 crores (Rupees Twelve Thousand Crores Only) to Rs.15,000 crores (Rupees Fifteen Thousand Crores 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, in supersession of all earlier resolutions to the effect ,pursuant to the provisions of section 180(1) (a) of the Companies Act 2013 ("Act") 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 and the consent of the Member be and is hereby accorded (which term shall be deemed to include 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))/ agent(s), and debenture holders debenture trustee(s), security trustee or holders of other instruments to secure the loans/ borrowings/credit facilities obtained or as may be 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

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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.15,000 crores (Rupees Fifteen Thousand Crores Only) outstanding at any point of time together with interest thereon at the respective agreed rates, compounded rates, additional interest, liquidated damages, commitment charges, remuneration of agent(s), security trustee, premia on pre-payment or on redemption, costs, charges, expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company to the lender(s) / agent(s) / security trustee(s) / financial institutions / banks / other investors under the arrangements entered into/to be entered by the Company in respect of the said loans, bonds, securities or other instruments."

RESOLVED FURTHER THAT, Mr. Venkatesh N., Managing Director / Mr. Shivaprakash D., Whole Time Director / Company Secretary and Chief Compliance Officer / 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 **IIFL Samasta Finance Limited**

Sd/-

Mr. Manoranjan Biswal

Company Secretary and Chief Compliance Officer

Date: August 19, 2023

Place: Bengaluru

Registered Office:

No. 110/3, Lalbagh Main Road,
Krishnappa Layout,
Bangalore – 560 027
CIN: U65191KA1995PLC057884
Tel No. + 91 80 4291 3500
Website: <https://iiflsamasta.com/>

NOTES:

- i. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 1 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 Relations' section on the website of the Company <https://iiflsamasta.com/> 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*

Annexure -1

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

AGENDA ITEM 1:

The Board vide its Meeting dated August 19, 2023 had approved for increase in limits of borrowing limits from Rs. 12,000 crores to Rs. 15,000 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.

By Order of the Board
For **IIFL Samasta Finance Limited**

Sd/-
Mr. Manoranjan Biswal
Company Secretary and Chief Compliance Officer

Date: August 19, 2023
Place: Bangalore

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 Samasta Microfinance Limited hereby appoint –

1. Name: _____ A
Address: _____ E-
mail Id: _____ Signature: _____, or failing him / her

2. Name: _____ A
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 2023-24 of IIFL Samasta finance Limited on the 30th Day of August, 2023 at 4:00 P.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.

Affix Re. 1
Revenue
Stamp

Signed this ____ day of _____, 2023

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 2023-24 of IIFL Samasta Finance Limited on 30th Day of August, 2023 at 4:00 P.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. _____.

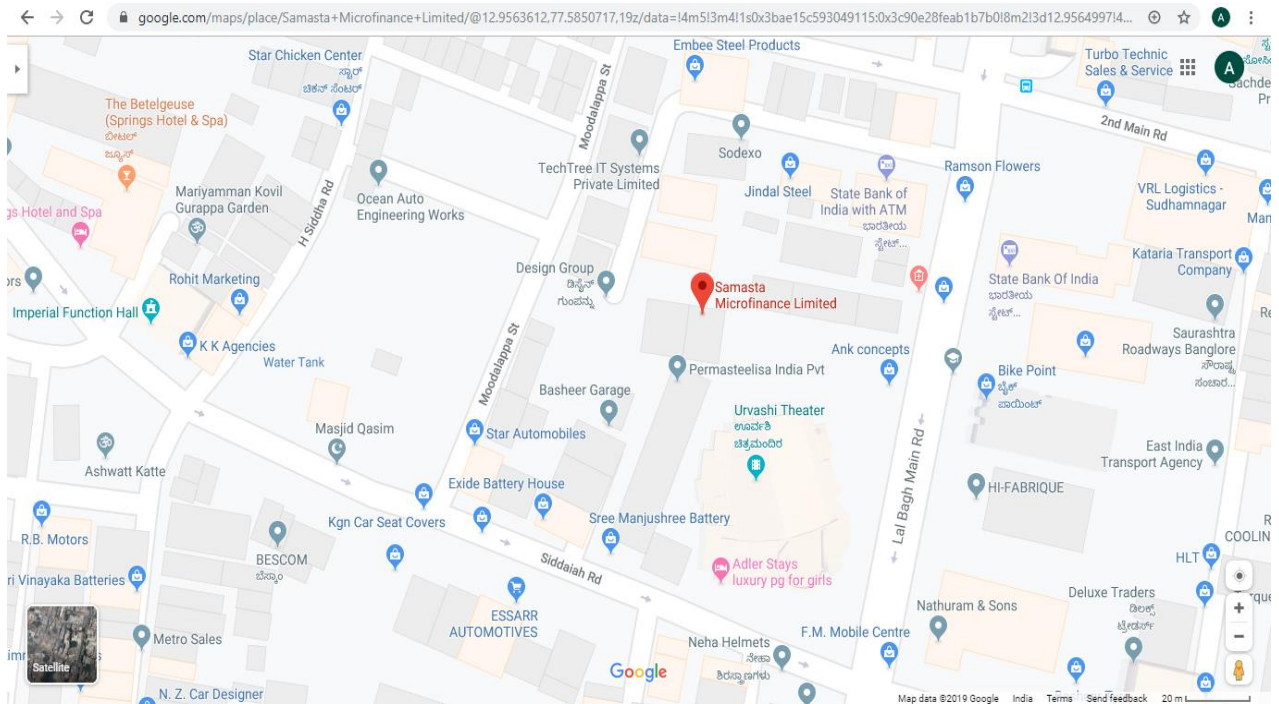
No. of Shares held: _____ (*In words* _____)

Name of Proxy (if any): _____

Signature of the Shareholder/Proxy/Corporate Representative*

* Strike out whichever is not applicable

Route map



IIFL Samasta Finance Limited

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