

SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED



Corporate Identity Number (CIN): U65990TN2014PTC096252

Permanent Account Number: AAUCS6880M

Date and Place of Incorporation: June 23, 2014 - Chennai

RBI Registration No.: N-07.00815 **Registered Office:** Baid Hi Tech Park, 8th Floor, No 129-B, ECR Road, Thiruvanmiyur, Chennai - 600041

Corporate Office:

Baid Hi Tech Park, 8th Floor, No 129-B, ECR Road, Thiruvanmiyur, Chennai - 600041

Telephone No: +91 04466762400, **Website:** www.samunnati.com, **Email:** secretarial@samunnati.com

Company Secretary & Compliance Officer S Arun Kumar

Contact details of Company Secretary: arunkumar.sridharan@samunnati.com

Group Finance Controller: Karthik Narayanan

Promoter(s): Mr. Anil Kumar S G; **Contact details of Promoter(s):** anil.sg@samunnati.com **Telephone Number:** 66762400 | **Email:** anil.sg@samunnati.com

This Issue does not form part of non-equity Tier-II / regulatory capital mentioned under Chapter V of the NCS Listing Regulations, and the Issuer hereby confirms that Chapter V of the NCS Listing Regulations is not applicable to the present Issue. The face value of each Debenture issued on private placement basis under this Issue shall be INR 1,00,000/- (Indian Rupees One Lakh).

Type of Placement Memorandum: Private Information

Date: January 10, 2024

ISSUE OF 1500 (ONE THOUSAND FIVE HUNDRED) SENIOR, UNSECURED, LISTED, RATED, REDEEMABLE, TAXABLE NON-CONVERTIBLE DEBENTURES ("NCDS" OR "DEBENTURES" OF FACE VALUE OF INR 1,00,000/- (INDIAN RUPEES ONE LAKHS ONLY) EACH, AGGREGATING TO INR 15,00,00,000/- (INDIAN RUPEES FIFTEEN CRORES ONLY) (THE "ISSUE"), BY WAY OF A PRIVATE PLACEMENT (THE "ISSUE"), BY SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED (THE "COMPANY" OR "ISSUER").

Debenture Trustee  Catalyst Trusteeship Limited No-901, 9th Floor, Tower-B, Peninsula Business Park, Senapati Bapat Marg,	Register & Transfer Agent Logo:  Integrated since 1974 Investments Simplified Name: Integrated Registry Management Services Private Limited Address: 2 nd Floor, "Kences Towers", Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017	Credit Rating Agency  Logo: An S&P Global Company Name: CRISIL Limited Address: CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400076, India Telephone Number: +91 22 3342 3000	Auditors:  Name: PKF Sridhar & Santhanam LLP Address: KRD GEE GEE Crystal, 7th Floor, 91-92, Dr. Radhakrishnan Salai, Mylapore, Chennai 600 004.
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Lower Parel (W), Mumbai-400013 Email address: mayuresh.pawar@ctltrustee.com Contact person: Mayuresh Pawar	Telephone Number: +91 99401-64773 Fax number: Website: https://www.integratedindia.in/ Email address: corpserv@integratedindia.in	Email address: prashant.mane@crisil.com	Website: http://www.pkfindia.in/index.html Email address: admin@pkfindia.in Telephone Number: (+91) 44 28112985 Contact Person: Mr. Kothandaraman V Peer Review No. 014539
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ISSUE SCHEDULE	
Issue Opening Date	January 12, 2024
Issue Closing Date	January 12, 2024
Pay in Date	January 12, 2024
Deemed Date Of Allotment	January 12, 2024
Date of earliest closing of the issue, if any	January 12, 2024

ISSUE DETAILS	
Nature	Senior, Unsecured, Listed, Rated, Redeemable, Taxable Non-Convertible Debentures
Number	1,500 Senior, Unsecured, Listed, Rated, Redeemable, Taxable Non-Convertible Debentures (“NCDs” or “Debentures”) of face value of INR 1,00,000/- (Indian Rupees One Lakh) each, aggregating up to INR 15,00,00,000/- (Indian Rupees Fifteen Crore Only)
Price per Debenture	1,00,000 (Indian Rupees One Lakh) per debentures
Amount	Rs. 15,00,00,000/- (Indian Rupees Fifteen Crores Only)
Issue size (base issue or green shoe)	Rs. 15,00,00,000/- (Indian Rupees Fifteen Crores Only) Green Shoe Option- Nil
Nature	Senior, Unsecured, Listed, Rated, Redeemable, Taxable Non-Convertible Debentures (“NCDs” or “Debentures”)
Coupon	11.50% Fixed
Coupon Payment Frequency	Monthly
Redemption Date	January 13, 2025
Redemption Amount	Each Debenture shall be redeemed at par
Credit Rating	The Debentures proposed to be issued by the Issuer have been rated by CRISIL (“Rating Agency” / “CRISIL”). The Rating Agency has <i>vide</i> its letter dated November 1st 2023 and rating rationale dated January 04, 2024 assigned a rating of “BBB” (pronounced as “Triple B”) with ‘stable’ outlook in respect of the Debentures. The above rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The ratings may be subject to revision or withdrawal at any time by the rating agency and should be evaluated independently of any other ratings. Please refer to Error! Reference source not found. of this Placement Memorandum for the letter dated January 04, 2024 and rating rationale

	dated November January 04, 2024 from the Rating Agency assigning the credit rating abovementioned and the press release by the Rating Agency in this respect.
Details of Eligible Investors	The following categories of investors, when specifically approached and have been identified upfront, are eligible to apply for this private placement of Debentures subject to fulfilling their respective investment norms/rules and compliance with laws applicable to them by submitting all the relevant documents along with the Application Form (“Eligible Investors”): - Mutual Funds - NBFCs - Provident Funds and Pension Funds - Corporates - Banks - Foreign Institutional Investors (FIIs) - Qualified Foreign Investors (QFIs) - Foreign Portfolio Investors (FPIs) - Insurance Companies - Alternative investment funds - Any other person (not being an individual or a group of individuals) eligible to invest in the Debentures. All potential Investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue of Debentures.
Details about Underwriting	NA
Listing	The Debentures are proposed to be listed on the wholesale debt market segment of the BSE Limited (“BSE” or the “Stock Exchange”). The Issuer shall comply with the requirements of the SEBI LODR Regulations (as defined in Placement Memorandum) to the extent applicable to it on a continuous basis. Please refer to ANNEXURE VIII: IN PRINCIPLE APPROVAL FROM STOCK EXCHANGE of the Placement Memorandum for the ‘in-principle’ listing approval from the Stock Exchange.
Electronic Book Provider Platform	Not Applicable
Inclusion of a compliance clause in relation to electronic book mechanism and details pertaining to the uploading the placement memorandum on the Electronic Book Provider Platform, if applicable.	Not Applicable
Specific declaration requested by BSE: non-equity regulatory capital	This issue of Debentures does not form part of non-equity regulatory capital mentioned under Chapter V of the NCS Listing Regulations. The face value of each Debenture is INR 1,00,000 (Indian Rupees One Lakh Only).

BACKGROUND

This Placement Memorandum (as defined below) is related to the Debentures to be issued by Samunnati Financial Intermediation & Services Private Limited (the “**Issuer**” or “**Company**”) on a private placement basis and contains relevant information and disclosures required for the purpose of issuing of the Debentures. The issue of the Debentures described under this Placement Memorandum has been authorised by the Issuer through resolutions passed by the shareholders of the Issuer dated March 15, 2023, the Board of Directors of the Issuer dated February 06, 2023, and the Finance Committee of the Board of Directors of the issuer dated January 06, 2024 and the Memorandum and Articles of Association of the Company. Pursuant to the resolution passed by the Company’s shareholders dated March 15, 2023 in accordance with provisions of the Companies Act, 2013, the Company has been authorised to raise funds, by way of issuance of non-convertible debentures, upon such terms and conditions as the Board may think fit for aggregate amounts not exceeding INR 800,00,00,000/- (Indian Rupees Eight Hundred Crore).

This Issue does not form part of non-equity Tier-II / regulatory capital mentioned under Chapter V of the NCS Listing Regulations and the Issuer hereby confirms that Chapter V of the NCS Listing Regulations is not applicable to the present Issue. The face value of each Debenture issued on private placement basis under this Issue shall be INR 1,00,000 (Indian Rupees One Lakh).

ISSUER’S ABSOLUTE RESPONSIBILITY

The issuer having made all reasonable inquiries, accepts responsibility for and confirms that this issue document contains all information with regard to the issuer and the issue which is material in the context of the issue, that the information contained in the issue document is true and correct in all material aspects and is not misleading, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading.

GENERAL RISK

Investment in non-convertible securities is risky and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under Section 4 of this Placement Memorandum. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor’s decision to purchase such securities.

TABLE OF CONTENTS

SECTION 1	DISCLAIMERS	6
SECTION 2	DEFINITIONS AND ABBREVIATIONS	10
SECTION 3	UNDERTAKING OF THE ISSUER.....	13
SECTION 4	RISK FACTORS.....	14
SECTION 5	REGULATORY DISCLOSURES	23
SECTION 6	ISSUER INFORMATION.....	24
SECTION 7	APPLICATION PROCESS	74
SECTION 8	SUMMARY OF TERMS.....	81
SECTION 9	DISCLOSURE PERTAINING TO WILFUL DEFAULT	89
SECTION 10	KEY TERMS OF THE ISSUE	90
SECTION 11	DECLARATION.....	113
ANNEXURE I:	LAST AUDITED FINANCIAL STATEMENTS.....	115
ANNEXURE II:	CREDIT RATING LETTER, RATING RATIONALE AND PRESS RELEASE FROM RATING AGENCY	172
ANNEXURE III:	CONSENT LETTER FROM THE DEBENTURE TRUSTEE	182
ANNEXURE IV:	BOARD RESOLUTION.....	185
ANNEXURE V:	SHAREHOLDERS RESOLUTION	186
ANNEXURE VI:	DUE DILIGENCE CERTIFICATE FROM DEBENTURE TRUSTEE	187
ANNEXURE VII:	CONSENT OF THE REGISTRAR AND TRANSFER AGENT	190
ANNEXURE VIII:	IN PRINCIPLE APPROVAL FROM STOCK EXCHANGE	191
ANNEXURE IX:	APPLICATION FORM.....	192
ANNEXURE X:	ILLUSTRATION OF BOND CASH FLOWS	196
ANNEXURE XI:	SPECIFIC DISCLOSURES REQUIRED FROM NBFC	198
ANNEXURE XII:	PAS 4.....	211

SECTION 1 DISCLAIMERS

GENERAL DISCLAIMER

This Placement Memorandum is neither a prospectus nor a statement in lieu of a prospectus and does not constitute an offer to the public to subscribe to the Issue.

The Debentures are to be listed on BSE and is being made strictly on a private placement basis. The Placement Memorandum is not intended to be circulated to more than 200 (two hundred) persons. Multiple copies hereof given to the same entity shall be deemed to be given to the same person and shall be treated as such. No invitation is being made to any persons other than to those to whom Application Form along with this Placement Memorandum have been sent. Any application by a person to whom the Placement Memorandum and Application Form have not been sent by the Company shall be rejected without assigning any reason. The person who is in receipt of the Placement Memorandum shall maintain utmost confidentiality regarding the contents of the Placement Memorandum and shall not reproduce or distribute in whole or in part or make any announcement in public or to a third party regarding the contents without the consent of the Issuer.

This Placement Memorandum has been prepared in conformity with the Securities and Exchange Board Of India (Issue And Listing Of Non-Convertible Securities) Regulations, 2021, as amended up to date and other applicable laws. Therefore, as per the applicable provisions, a copy of this Placement Memorandum has not been filed or submitted to the SEBI for its review and/or approval. It is the responsibility of potential investors to also ensure that any sale by them of the NCDs/Debentures does not constitute an offer to the public within the meaning of the Companies Act.

Apart from the Placement Memorandum, no offer document or prospectus has been prepared in connection with this Issue and that no prospectus in relation to the Issuer or the NCDs relating to this Issue has been delivered for registration nor such a document is required to be registered under the applicable laws.

The Placement Memorandum issued by the Company and the views contained in Disclosure do not necessarily reflect the views of its directors, employees, affiliates, subsidiaries, or representatives and should not be taken as such. The Placement Memorandum have been prepared to provide general information about the Issuer to potential Eligible Investors to whom it is addressed and who are willing and eligible to subscribe to the Debentures. The Placement Memorandum do not purport to contain all the information that any potential Eligible Investor may require. Where the Placement Memorandum summarize the provisions of any other document, that summary should not be relied upon and the relevant document should be referred to for the full effect of the provisions.

Neither the Placement Memorandum nor any other information supplied in connection with the Debentures is intended to provide the basis of any credit or other evaluation and any recipient of this Placement Memorandum should not consider such receipt a recommendation to purchase any Debentures. Each investor contemplating purchasing any Debentures should make its own independent investigation of the financial condition and affairs of the Issuer, and its own appraisal of the creditworthiness of the Issuer. Potential Investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and should possess the appropriate resources to analyze such investment and the suitability of such investment to such investor's particular circumstances.

This Placement Memorandum and the contents hereof are intended only for recipients who have been addressed to directly and specifically through a communication by the Issuer and only such recipients are eligible to apply

for the Debentures. All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue. The contents of this Placement Memorandum is intended to be used only by those investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced by the recipient.

DISCLAIMER TO THE ISSUER

The Issuer confirms that, as of the date hereof, this Placement Memorandum (including the documents incorporated by reference, if any) contains all information that is material in the context of the Issue, is accurate in all material respects and does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements herein, in the light of the circumstances under which they are made, are not misleading. The sale or transfer of these Debentures outside India may require regulatory approvals in India, including without limitation, the approval of the RBI.

The Issuer confirms that all information considered adequate for and relevant to the Issue and the Issuer has been made available in this Placement Memorandum for the use and perusal of the potential investors and no selective or additional information would be made available to any section of investors in any manner whatsoever. The information relating to the Company contained in the Placement Memorandum is believed by the Company to be accurate in all respects as of the date hereof.

The Issuer does not undertake to update the Placement Memorandum to reflect subsequent events after the date of the Placement Memorandum and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer.

Neither the delivery of this Placement Memorandum nor any Issue of Debentures made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof.

The Issuer having made all reasonable enquiries, accepts responsibility for and confirms that the information contained in this Placement Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Company or any of its directors, employees, advisors, affiliates, subsidiaries or representatives do not accept any responsibility and/ or liability for any loss or damage however arising and of whatever nature and extent in connection with the said information.

THE ISSUER ACCEPTS NO RESPONSIBILITY FOR STATEMENTS MADE OTHERWISE THAN IN THE DEBT DISCLOSURE DOCUMENT/ PLACEMENT MEMORANDUM OR IN THE ADVERTISEMENT OR ANY OTHER MATERIAL ISSUED BY OR AT THE INSTANCE OF THE ISSUER AND THAT ANYONE PLACING RELIANCE ON ANY OTHER SOURCE OF INFORMATION WOULD BE DOING SO AT THEIR OWN RISK.

DISCLAIMER TO THE STOCK EXCHANGE

As required, a copy of this Placement Memorandum has been submitted to the BSE for hosting the same on its website as per the applicable law.

It is to be distinctly understood that filing of this Placement Memorandum with the BSE should not in any way be deemed or construed that the same has been cleared or approved by the BSE, nor does the BSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Placement Memorandum, nor does the BSE warrant that the Issuer's Debentures will be listed or will continue to be listed on the Stock Exchange; nor does the BSE take any responsibility for the soundness of the financial and other conditions of the Issuer, its promoters, its management or any scheme or project of the Issuer. Every person who desires to apply for or otherwise acquire any Debentures of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

DISCLAIMER CLAUSE OF SEBI

This Placement Memorandum has not been filed with the SEBI. The securities have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy this Placement Memorandum. It is to be distinctly understood that filing of the issue document to the Securities and Exchange Board of India (SEBI) should not in any way be deemed or construed to mean that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the issue document. The lead manager(s) (if any) has certified that the disclosures made in the issue document are generally adequate and are in conformity with the regulations. This requirement is to facilitate investors to take an informed decision for making investment in the proposed issue.

DISCLAIMER TO THE DEBENTURE TRUSTEE

The Debenture Trustee or its agents or advisers associated with the Issue of the Debentures do not undertake to review the financial condition or affairs of the Issuer during the life of the arrangements contemplated by this Placement Memorandum and shall not have any responsibility to advise any investor or prospective Investor in the Debentures of any information available with or subsequently coming to the attention of the Debenture Trustee, its agents or advisors.

The Debenture Trustee and its agents or advisors associated with the issue of the /Debentures have not separately verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility is accepted by Debenture Trustee as to the accuracy or any other information provided by the Issuer. Accordingly, the Debenture Trustee shall have no liability in relation to the information contained in this Placement Memorandum or any other information provided by the Issuer in connection with the Issue. The Debenture Trustee is neither a principal debtor nor a guarantor of the /Debentures.

DISCLAIMER IN RESPECT OF CREDIT RATING AGENCY

The ratings of the Credit Rating Agency should not be treated as a recommendation to buy, sell or hold the Debentures. The Credit Rating Agency ratings are subject to a process of surveillance which may lead to a revision in ratings. Please visit the Credit Rating Agency's website www.crisil.com or contact the Credit Rating Agency's office for the latest information on the Credit Rating Agency's ratings. All information contained herein has been obtained by the Credit Rating Agency from sources believed by it to be accurate and reliable. Although

reasonable care has been taken to ensure that the information herein is true, such information is provided 'as is' without any warranty of any kind, and the credit rating agency in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or opinion and Credit Rating Agency shall not be liable for any losses incurred by users from any use of this publication and completeness of any such information. All information contained herein must be construed solely as statements or its contents.

DISCLAIMER OF RESERVE BANK OF INDIA

The Debentures have not been recommended or approved by the RBI nor does RBI guarantee the accuracy or adequacy of this Placement Memorandum. It is to be distinctly understood that this Placement Memorandum should not, in any way, be deemed or construed that the Debentures have been recommended for investment by the RBI. RBI does not take any responsibility either for the financial soundness of the Issuer, or the Debentures being issued by the Issuer or for the correctness of the statements made or opinions expressed in this Placement Memorandum. The potential investors may make investment decision in respect of the Debentures offered in terms of this Placement Memorandum solely on the basis of their own analysis and RBI does not accept any responsibility about servicing/repayment of such investment.

SECTION 2 DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or requires, the following terms shall have the meanings given below in this Placement Memorandum.

Act	means the Companies Act, 2013, and shall include any re-enactment, amendment or modification of the Companies Act, 2013, as in effect from time to time.
Application Form	The form which shall be circulated to the prospective investors along with the Placement Memorandum for the purpose of applying for the debentures and marked as Error! Reference source not found..
Allot/ Allotment/ Allotted	Unless the context otherwise requires or implies, the allotment of the Debentures pursuant to this Issue
Account Bank	IDFC First Bank 10104895193
Beneficial Owner(s)	means the holder(s) of the Debentures in dematerialized form whose name is recorded as such with the Depository.
Board/ Board of Director(s)	Board of Director(s) of the Issuer
BSE Limited/BSE	Stock Exchange / Designated Stock Exchange
Business Day	Business Day shall mean a day (other than a public holiday for the purpose of Section 25 of the Negotiable Instruments Act, 1881 (26 of 1881) or a Sunday) on which banks are normally open for business and the money market is functioning in Mumbai.
CDSL	Central Depository Services (India) Limited
Company / Issuer	Samunnati Financial Intermediation & Services Private Limited
Coupon	means the coupon payable on the Debentures on the Coupon Payment Date(s), at the Coupon Rate.
Coupon Payment Date	mean the date(s) as specified in Section 8 (Summary of Terms) of this Placement Memorandum.
Debentures or NCDs	1500 Senior, Unsecured, Listed, Rated, Redeemable, Taxable Non-Convertible Debentures (“NCDs” or “Debentures”) having a face value of INR 1,00,000/- (Rupees One Lakh only) each, aggregating to INR 15,00,00,000/- (Rupees Fifteen Crores Only).
Debenture Holder(s)/Investors	Person(s) holding Debenture(s) and whose name is recorded as beneficial owner with the Depository (if the Debentures are in dematerialized form) as defined under Section 2 of the Depositories Act, 1996 or the person(s) whose name appears as holder of Debentures in the Register of Debentures (if the Debentures are in the physical form)
Debenture Trust Deed / DTD	The Debenture trust deed dated on or about the date of this Placement Memorandum entered / to be entered into between the Company and the Debenture Trustee.
Debenture Trustee	Trustee for the Debenture Holder(s), in this case being Catalyst Trusteeship Limited
Debenture Trustee Agreement	means the agreement entered into by and between the Issuer and the Debenture Trustee and dated January 08 2024
Deemed Date of Allotment	means January 12, 2024

Depository Participant / DP	A Depository participant as defined under Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996 as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DRR	Debenture Redemption Reserve
EFT	Electronic Fund Transfer
Financial Year / FY	Financial year of the Company i.e. a period commencing from 1 st April and ending on 31 st March of the next calendar year
Issue Opening Date	January 12, 2024
Issue Closing Date	January 12, 2024
Listed NCDs Master Circular	means “Master Circular for issue and listing of non-convertible securities, securitized debt instrument, security receipts, municipal debt securities and commercial paper” issued vide circular no. SEBI/HO/DDHS/PoD1/P/CIR/2023/119 dated August 10, 2021 and as amended from time to time.
Master Circular for Debenture Trustee	means the SEBI circular bearing reference number SEBI/HO/DDHS-PoD1/P/CIR/2023/109 dated March 31, 2023 (updated as on July 6, 2023) on “ <i>Master Circular for Debenture Trustees</i> ”, as amended, modified, supplemented or restated from time to time.
NCS Listing Regulations/Debt Listing Regulations	Securities And Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time.
NEFT	National Electronic Fund Transfer
NSDL	National Securities Depository Limited
PAN	Permanent Account Number
Placement Memorandum	This document dated January 10, 2024 which sets out the information regarding the Debentures being issued on a private placement basis.
POA	Power of Attorney
Rating Agency/ Credit Rating Agency	CRISIL registered with SEBI pursuant to SEBI (Credit Rating Agencies) Regulations 1999, as amended from time to time and having its office at CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400076
Record Date	shall mean the date being 15 calendar days prior to the due date on which any payments are to be made to the Debenture Holder(s) in accordance with the terms of the Debentures on the basis of which the determination of the persons entitled to receive redemption of principal, Coupon, and other Payments, if any, as the case may be, in respect of the Debentures shall be made.
REF / Recovery Expense Fund	means recovery expense fund created/to be created by the Issuer with the BSE.
R&T Agent	Registrar and Transfer Agent to the Issue, in this case being Integrated Registry Management Services Private Limited
RTGS	Real Time Gross Settlement
SEBI	Securities and Exchange Board of India

TDS	Tax Deduction at Source
WDM	Wholesale Debt Market

SECTION 3 UNDERTAKING OF THE ISSUER

Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended or approved by any regulatory authority in India, including the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document.

Specific attention of investors is invited to the statement of 'Risk factors' given under the section '**General Risks**'. "The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Placement Memorandum contains all information with regard to the issuer and the issue, that the information contained in the offer document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

The issuer has no side letter with any debt securities holder except the one(s) disclosed in the offer document/offer document. Any covenants later added shall be disclosed on the stock exchange website where the debt is listed."

The Company undertakes that the Placement Memorandum has been modified to ensure compliance with SEBI (Issue and Listing of Non-Convertible Securities) (Second Amendment) Regulations, 2023 amended on 06.07.23.

The Issuer confirms that the Permanent Account Number, Aadhaar Number, Driving License Number, Bank Account Number(s) and Passport Number of the promoters of the Issuer and Permanent Account Number of the directors of the Issuer have been submitted to the stock exchange(s) on which the non-convertible securities are proposed to be listed, at the time of filing of the Placement Memorandum.

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Placement Memorandum contains all information with regard to the Issuer and the Issue, that the information contained in the Placement Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Placement Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

Issuer has amended and incorporated provisions in their Articles of Association, authorizing the Debenture Holders and the Debenture Trustee to appoint a nominee director on the board of directors of the Company as per Clause 15 (1)(e) of the Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 and Rule 18(3) (e) of Companies (Share Capital and Debentures) Rules, 2014.

SECTION 4 RISK FACTORS

AN INVESTMENT IN THE DEBENTURES INVOLVES RISKS. THESE RISKS MAY INCLUDE, AMONG OTHERS, EQUITY MARKET, BOND MARKET, INTEREST RATE, MARKET VOLATILITY AND ECONOMIC, POLITICAL AND REGULATORY RISKS AND ANY COMBINATION OF THESE AND OTHER RISKS. PROSPECTIVE INVESTORS SHOULD BE EXPERIENCED WITH RESPECT TO TRANSACTIONS IN INSTRUMENTS SUCH AS THE DEBENTURES. PROSPECTIVE INVESTORS SHOULD UNDERSTAND THE RISKS ASSOCIATED WITH AN INVESTMENT IN THE DEBENTURES AND SHOULD ONLY REACH AN INVESTMENT DECISION AFTER CAREFUL CONSIDERATION OF, (A) THE SUITABILITY OF AN INVESTMENT IN THE DEBENTURES IN THE LIGHT OF THEIR OWN PARTICULAR FINANCIAL, TAX AND OTHER CIRCUMSTANCES; AND (B) THE INFORMATION SET OUT IN THIS Placement Memorandum.

PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ THESE KEY RISKS ASSOCIATED WITH THE DEBENTURES. THESE RISKS ARE NOT, AND ARE NOT INTENDED TO BE, A COMPLETE LIST OF ALL RISKS AND CONSIDERATIONS RELEVANT TO THE DEBENTURES OR YOUR DECISION TO PURCHASE THE DEBENTURES.

More than one risk factor may simultaneously affect the Debentures such that the effect of a particular risk factor may not be predictable. In addition, more than one risk factor may have a compounding effect which may not be predictable. No assurance can be given as to the effect that any combination of risk factors may have on the value of the Debentures.

The Debentures involve a significant degree of risk and are intended for sale only to those investors capable of understanding the risks involved in such instruments. The Debentures are complex and an investment in such a product may involve a higher risk of loss of a part of the initial investment as compared to investment in other securities unless held till Maturity Date as set out in this Placement Memorandum. Prior to investing in the Debentures, a prospective investor should ensure that such prospective investor understands the nature of all the risks associated with the investment in order to determine whether the investment is suitable for such prospective investor in light of such prospective investor's experience, objectives, financial position and other relevant circumstances. Prospective investors should independently consult with their legal, regulatory, tax, financial and/or accounting advisors to the extent the prospective investor considers necessary in order to make their own investment decisions.

RISKS RELATING TO THE DEBENTURES

I. Changes in the interest rates may affect the price of the Debentures

All securities where a fixed rate of interest is offered, such as Debentures are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, i.e. when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fluctuation in the prices is a function of the existing coupon/yield to maturity, days to maturity and the increase or decrease in the level of prevailing interest rates. Any increase in rates of interest is likely to have a negative effect on the price of the Debentures.

II. Secondary market for the Debentures may be Illiquid

It is not possible to predict if and to what extent a secondary market may develop in the Debentures or at what price the Debentures will trade in the secondary market or whether such market will be liquid or illiquid. As specified in the Placement Memorandum, an application has been made to list or quote

or admit to trading the Debentures on the WSD Segment of the BSE and an in-principle approval has been obtained. If the Debentures are so listed or quoted or admitted to trading on the BSE no assurance is given that any such listing or quotation or admission to trading will be maintained. The fact that the Debentures may be so listed or quoted or admitted to trading does not necessarily lead to greater liquidity than if they were not so listed or quoted or admitted to trading.

The Issuer may, but is not obliged to, at any time purchase the Debentures at any price in the open market or by tender or private agreement. Any Debentures so purchased may be resold or surrendered for cancellation. The more limited the secondary market is, the more difficult it may be for holders of the Debentures to realize value for the Debentures prior to redemption of the Debentures.

III. Credit risk and rating downgrade risk

The Credit Rating Agency has assigned the credit rating of “BBB” rating to the Debentures. In the event of deterioration in the financial health of the Issuer, there is a possibility that the rating agency may downgrade the rating of the Debentures. In such cases, potential investors may incur losses on revaluation of their investment or make provisions towards sub-standard/ non-performing investment as per their usual norms. The Issuer cannot guarantee that this rating will not be downgraded. Such a downgrade in the credit rating may lower the value of the Debentures and may also affect the Issuer’s ability to raise further debts.

IV. The Debentures may not be a suitable investment for all potential Investors

Potential Investors should ensure that they understand the nature of the Debentures and the extent of their exposure to risk, that they have sufficient knowledge, experience and access to professional advisers such as legal, tax, accounting and other advisers to make their own legal, tax, accounting and financial evaluation of the merits and risks of investment in the Debentures and that they consider the suitability of the Debentures as an investment in the light of their own circumstances and financial condition.

V. Exercise of powers by the Debenture Trustee is subject to equitable principles and supervisory powers of courts

The exercise by the Debenture Trustee of the powers and remedies conferred on it under the Debentures and this Placement Memorandum or otherwise vested in it by applicable law, will be subject to general equitable principles regarding the enforcement of security, the general supervisory powers and discretion of the Indian courts in the context thereof and the obtaining of any necessary governmental or regulatory consents, approvals, authorisations or orders.

VI. The right of the Debenture Holders to receive payments under the Debentures will be junior to certain tax and other liabilities preferred by law on an insolvency of the Issuer

The Debentures will be subordinated to certain liabilities preferred by applicable law such as claims of the Government of India on account of taxes and certain liabilities incurred in the ordinary course of the Issuer’s business (including workmen’s dues). Upon an order for winding-up in India, the assets of a company are vested in a liquidator who has wide powers to liquidate such company to pay its debt and administrative expenses.

VII. Receipt of coupon or principal is subject to the credit risk of the Issuer.

Investors should be aware that the receipt of any coupon payment and principal amount at maturity is subject to the credit risk of the Issuer. Any stated credit rating of the Issuer reflects the independent opinion of the referenced rating agency as to the creditworthiness of the rated entity but is not a guarantee of credit quality of the Issuer. Any downgrading of the credit ratings of the Issuer by the rating agency may lower the value of the Debentures.

Potential Investors should be aware that receipt of the principal amount, (i.e. the redemption amount) and any other amounts that may be due in respect of the Debentures is subject to the credit risk of the Issuer. Potential Investors assume the risk that the Issuer will not be able to satisfy their obligations under the Debentures. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Issuer, the payment of sums due on the Debentures may not be made or may be substantially reduced or delayed.

The payment of the principal and coupon on the Debentures is subject to the credit risk of the Issuer whereby the investors may or may not recover all or part of the principal or coupon amount of the funds invested in case of default by the Issuer. Debenture Holders assume the risk that the Issuer will not be able to satisfy their obligations under the Debentures and may or may not recover all or part of the principal and/or coupon amount in case of default by the Issuer.

VIII. Payment of penalty

In case of outstanding debt instruments or deposits or borrowings, any default in compliance with the material covenants such as creation of security as per terms agreed, default in payment of interest, default in redemption or repayment, non-creation of debenture redemption reserve, default in payment of penal interest wherever applicable.

INTERNAL RISKS

Risk Factor in relation to the Issuer's business

A. *If the Issuer is unable to control the level of non-performing loans ("NPAs") in the future, or if the Issuer's loan loss reserves are insufficient to cover future loan losses, the financial condition and results of operations may be materially and adversely affected.*

The Client Loans are secured against hypothecation of stock, receivables and other current assets and the clients of these loans are of the high-risk category. There is uncertainty on the client's ability to fulfil its loan obligations. Such non-performing or low credit quality loans can negatively impact our results of operations.

As on 30th September 2023, the gross NPA was Rs. 628.80 Million on a gross portfolio of Rs. 11,000.67 Million (including managed / securitized portfolio of Rs. Nil Million).

The Issuer cannot assure that the Issuer will be able to effectively control and reduce the level of NPAs in its total loan portfolio. The amount of the Issuer's reported non-performing loans may increase in the future as a result of growth in the total loan portfolio, and also due to factors beyond the Issuer's control. Failure to manage NPAs or effect recoveries will result in operations being adversely affected. The Issuer's current loan loss reserves may not be adequate to cover an increase in the amount of NPAs or any future deterioration in the overall credit quality of the Issuer's total loan portfolio. As a result, if the quality of the Issuer's total loan portfolio deteriorates the Issuer may be required to increase the

- loan loss reserves, which will adversely affect the Issuer's financial condition and results of operations.
- B. ***The Issuer's business operates through a large number of rural and semi urban branches and is exposed to operational risks including fraud***
 The Issuer is exposed to operational risks, including fraud, petty theft and embezzlement, as it handles a large amount of cash due to high volume of small transactions. This could harm its operations and its financial position.
 As the Issuer handles a large amount of cash through a high volume of small transactions taking place in its network, the Issuer is exposed to the risk of fraud or other misconduct by its employees or outsiders. These risks are further compounded due to the high level of delegation of power and responsibilities that the Issuer's business model requires. Given the high volume of transactions processed by the Issuer, certain instances of fraud and misconduct may go unnoticed before they are discovered and successfully rectified. Even when the Issuer discovers such instances of fraud or theft and pursue them to the full extent of the law or with its insurance carriers, there can be no assurance that the Issuer will recover any such amounts. In addition, the Issuer's dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect.
 The Issuer maintains an internal audit process to ensure the operations team follows the defined procedures and reports any deviations to the operations staff and management team. The Issuer also has a strong MIS system that has a wide range of data that can be used to monitor financial and operational performance.
 To mitigate the above risk, the Issuer maintains an internal audit process to ensure the operations team follows the defined procedures and reports any deviations to the operations staff and management team. The Issuer also has a MIS system able to generate data analysis that can be used to monitor financial and operational performance.
- C. ***Loans due within two years account for almost all of the Issuer's interest income, and a significant reduction in short term loans may result in a corresponding decrease in its interest income***
 [All/ a majority] of the loans the Issuer issues are due within approximately two years of disbursement. The relatively short-term nature of the Issuer's loans means that the Issuer's long-term interest income stream is less certain than if a portion of its loans were for a longer term. In addition, the Issuer's customers may not obtain new loans from the Issuer upon maturity of their existing loans, particularly if competition increases. The potential instability of the Issuer's interest income could materially and adversely affect the Issuer's results of operations and financial position.
 The loans given by the issuer are at fixed interest rate, and the tenor of the underlying asset has increased from one year to two year which has provided stability to the portfolio and interest income and has also smoothened operating expense.
- D. ***The Issuer is exposed to certain political, regulatory and concentration of risks***
 Due to the nature of its operations, the Issuer is exposed to political, regulatory and concentration risks. The Issuer believes a mitigant to this is to expand its geographical reach and may consequently expand its operations other states. If it is not effectively able to manage such operations and expansion, it may lose money invested in such expansion, which could adversely affect its business and results of operations.
- E. ***Large scale attrition, especially at the senior management level, can make it difficult for the Issuer to manage its business.***
 If the Issuer is not able to attract, motivate, integrate or retain qualified personnel at levels of experience that are necessary to maintain the Issuer's quality and reputation, it will be difficult for the Issuer to manage its business and growth. The Issuer depends on the services of its executive officers and key employees for its continued operations and growth. In particular, the Issuer's senior management has significant experience in the [microfinance and financial services industries]. The loss

of any of the Issuer's executive officers, key employees or senior managers could negatively affect its ability to execute its business strategy, including its ability to manage its rapid growth. The Issuer's business is also dependent on its team of personnel who directly manage its relationships with its members. The Issuer's business and profits would suffer adversely if a substantial number of such personnel left the Issuer or became ineffective in servicing its members over a period of time. The Issuer's future success will depend in large part on its ability to identify, attract and retain highly skilled managerial and other personnel. Competition for individuals with such specialized knowledge and experience is intense in this industry, and the Issuer may be unable to attract, motivate, integrate or retain qualified personnel at levels of experience that are necessary to maintain its quality and reputation or to sustain or expand its operations. The loss of the services of such personnel or the inability to identify, attract and retain qualified personnel in the future would make it difficult for the Issuer to manage its business and growth and to meet key objectives.

F. *The Issuer's business and results of operations would be adversely affected by strikes, work stoppages or increased wage demands by employees*

The employees are not currently unionized. However, there can be no assurance that they will not unionize in the future. If the employees unionize, it may become difficult to maintain flexible labour policies, and could result in high labour costs, which would adversely affect the Issuer's business and results of operations.

G. *The Issuer's insurance coverage may not adequately protect it against losses. Successful claims that exceed its insurance coverage could harm the Issuer's results of operations and diminish its financial position*

The Issuer maintains insurance coverage of the type and in the amounts that it believes are commensurate with its operations and other general liability insurances. The Issuer's insurance policies, however, may not provide adequate coverage in certain circumstances and may be subject to certain deductibles, exclusions and limits on coverage.

In addition, there are various types of risks and losses for which the Issuer does not maintain insurance, such as losses due to business interruption and natural disasters, because they are either uninsurable or because insurance is not available to the Issuer on acceptable terms. A successful assertion of one or more large claims against the Issuer that exceeds its available insurance coverage or results in changes in its insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect the Issuer's business, financial condition and results of operations.

H. *Issuer requires certain statutory and regulatory approvals for conducting business and failure to obtain or retain them in a timely manner, or at all, may adversely affect operations.*

NBFCs in India are subject to strict regulation and supervision by the RBI. The Issuer requires certain approvals, licenses, registrations and permissions for operating its business, including registration with the RBI as a NBFC pursuant to Section 45-IA of the RBI Act, 1934. Further, such approvals, licenses, registrations and permissions must be maintained/renewed over time, applicable requirements may change and the Issuer may not be aware of or comply with all requirements all of the time. In particular, the Issuer is required to obtain a certificate of registration for carrying on business as a NBFC that is subject to numerous conditions. Additionally, RBI has issued detailed directions on prudential norms *inter alia* prescribing guidelines on income recognition, asset classification and provisioning requirements applicable to NBFCs, exposure norms, disclosures in the balance sheet, requirement of capital adequacy, restrictions on investments in land and building and unquoted shares besides others. In addition, its branches are required to be registered under the relevant shops and establishments laws of the states in which they are located. The shops and establishments laws regulate various employment conditions, including working hours, holidays and leave and overtime compensation. If the Issuer fails

to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, its business may be adversely affected. If the Issuer fails to comply, or a regulator claims that it has not complied, with any of these conditions, the Issuer's certificate of registration may be suspended or cancelled, and it shall not be able to carry on such activities. If the Issuer fails to comply with any directions issued applicable on NBFCs and fails to maintain the status of NBFC it may attract penal provisions under the RBI Act, 1934 for non-compliance. The penal action can also result in RBI cancelling the certificate of registration issued to the NBFC.

EXTERNAL RISK FACTORS

I. Future legal and regulatory obstructions

Future government policies and changes in laws and regulations in India and comments, statements or policy changes by any regulator, including but not limited to RBI or SEBI, may adversely affect the Debentures. The timing and content of any new law or regulation is not within the Issuer's control and such new law, regulation, comment, statement or policy change could have an adverse effect on the market for and the price of the Debentures.

Further, SEBI or any other regulatory authorities may require clarifications on this Placement Memorandum, which may cause a delay in the issuance of the Debentures or may result in the Debentures being materially affected or even rejected.

Further, the exercise by the Debenture Trustee of the powers and remedies conferred on it under the Debenture Trust Deed, or otherwise vested in them by applicable law, will be subject to general equitable principles regarding the enforcement of security, the general supervisory powers and discretion of the Indian courts in the context thereof and the obtaining of any necessary governmental or regulatory consents, approvals, authorizations or orders.

II. Political instability or changes in the government could delay further liberalization of the Indian economy and adversely affect economic conditions in India generally

Since 1991, successive Indian governments have pursued policies of economic liberalization. The role of the Central Government and State Governments in the Indian economy as producers, consumers and regulators has remained significant. If there is a slowdown in economic liberalization, or a reversal of steps already taken, it could have an adverse effect on the debt market which is as such exposed to the risks of the Indian regulatory and policy regime.

III. Company's growth depends on the sustained growth of the Indian economy. An economic slowdown in India and abroad could have direct impact on the Company's operations and profitability.

Macroeconomic factors that affect the Indian economy and the global economic scenario have an impact on Company's business. Recent trends suggest that the economy may grow at a flat pace which may have a direct impact on our business and a slowdown in the economy as a whole can increase such an impact thereby adversely impacting the Company's growth plans.

A sustained slowdown in the Indian economy could adversely affect Company's business; India's economy could be adversely affected by a general rise in interest rates, or various other factors

affecting the growth of industrial, manufacturing and services sector or general down trend in the economy

IV. Civil unrest, terrorist attacks and war could affect our business.

Terrorist attacks and other acts of violence, war, or conflicts, particularly those involving India, as well as the jurisdictions where the Company's business is situated, may adversely affect Indian and global financial markets. Such acts may negatively impact business sentiment, which could adversely affect the Company's business and profitability. India has from time to time experienced, and continues to experience, social and civil unrest, terrorist attacks and hostilities with neighboring countries. Also, some of India's neighboring countries have experienced, or are currently experiencing internal unrest. This, in turn, could have a material adverse effect on the market for securities including the Debentures. The consequences of any armed conflicts are unpredictable, and the Company may not be able to foresee events that could have an adverse effect on Company's business and the price and yield of the NCDs.

V. Company's business may be adversely impacted by natural calamities or unfavorable climatic changes.

India, Nepal, Bangladesh, Pakistan, Indonesia, and other Asian countries have experienced natural calamities such as earthquakes, floods, droughts, and a tsunami in recent years. Some of these countries have also experienced pandemics notably the ongoing Covid-19 pandemic in India and Globally including the outbreak of avian flu/ swine flu. The extent and severity of these natural disasters and pandemics determines their impact on these economies and in turn affects the Company's business and operation. Prolonged spells of abnormal rainfall and other natural calamities could have an adverse impact on the economies in which the Company has operations, which could adversely affect its business and the price of the Debentures.

VI. Any downgrading of India's sovereign rating by an international rating agency (ies) may affect the Company's business and its liquidity to a great extent.

Any adverse revision to India's credit rating for domestic and international debt by international rating agencies may adversely impact Company's ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on Company's financial performance and its ability to obtain financing to fund our growth on favorable terms, or at all.

GENERAL RISKS

I. Investment risks

Investment in debt and debt related securities involve a degree of risk and investors should not invest any funds in the debt instruments, unless they can afford to take the risks attached to such investments. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Company and the Issue including the risks involved. The Debentures have not been recommended or approved by Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this document.

II. Early Termination for Extraordinary Reasons, Illegality and Force Majeure

If the Issuer determines that, for reasons beyond its control, the performance of its obligations under the Debentures has become illegal or impractical in whole or in part for any reason, the Issuer may, at its discretion and without obligation, redeem the Debentures early.

III. Taxation

Potential purchasers and sellers of the Debentures should be aware that they may be required to pay stamp duties or other documentary charges/taxes in accordance with the laws and practices of India. Payment and/or delivery of any amount due in respect of the Debentures will be conditional upon the payment of all applicable taxes, duties and/or expenses.

Potential Investors who are in any doubt as to their tax position should consult their own independent tax advisers. In addition, potential Investors should be aware that tax regulations and their application by the relevant taxation authorities change from time to time. Accordingly, it is not possible to predict the precise tax treatment which will apply at any given time.

IV. Delays in court proceedings in India

If any dispute arises between the Issuer and any other party including Debenture Holders, the Issuer or such other party may need to take recourse to judicial proceedings before courts in India. It is not unusual for court proceedings in India to continue for extended periods. Disposition of cases may be further subject to various delays including multiple levels of appellate adjudication.

V. Accounting Considerations

Special accounting considerations may apply to certain types of taxpayers. Potential investors are urged to consult with their own accounting advisors to determine implications of this investment.

VI. Breach of contract.

A failure to observe the covenants under our financing arrangements or to obtain necessary consents required thereunder may lead to the termination of our credit facilities, acceleration of all amounts due under such facilities and the enforcement of any security provided. Any acceleration of amounts due under such facilities may also trigger cross default provisions under our other financing agreements. If the obligations under any of our financing documents are accelerated, we may have to dedicate a substantial portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. Further, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing. Any of these circumstances

OTHERS RISKS UNDER NCS LISTING REGULATION

A. RISKS IN RELATION TO LIMITED OR SPORADIC TRADING OF NON-CONVERTIBLE SECURITIES OF THE ISSUER ON THE STOCK EXCHANGES

As of date, we are not aware of any limited or sporadic trading of the non-convertible securities of the Issuer on stock exchanges and therefore, this would not be applicable.

B. RISKS IN RELATION TO THE SECURITY CREATED IN RELATION TO THE DEBT SECURITIES AND RISKS IN RELATION TO MAINTENANCE OF SECURITY COVER OR FULL RECOVERY OF THE SECURITY IN CASE OF ENFORCEMENT

Not Applicable

C. REFUSAL OF LISTING OF ANY SECURITY OF THE ISSUER DURING LAST THREE YEARS BY ANY OF THE STOCK EXCHANGES IN INDIA OR ABROAD

As on the date of this Placement Memorandum, no stock exchange in India or abroad has refused listing of any equity or debt security issued by the Issuer.

D. IN CASE OF OUTSTANDING DEBT INSTRUMENTS OR DEPOSITS OR BORROWINGS:

ANY DEFAULT IN COMPLIANCE WITH THE MATERIAL COVENANTS SUCH AS CREATION OF SECURITY AS PER TERMS AGREED: As on the date of this Placement Memorandum, the Issuer has not committed any default in compliance with the material covenants such as creation of security as per terms agreed in respect of any outstanding borrowings.

DEFAULT IN PAYMENT OF INTEREST: As on the date of this Placement Memorandum, the Issuer has not committed any default in payment of interest in respect of any outstanding borrowings.

DEFAULT IN REDEMPTION OR REPAYMENT: As on the date of this Placement Memorandum, the Issuer has not committed any default in redemption or repayment in respect of any outstanding borrowings.

NON-CREATION OF DEBENTURE REDEMPTION RESERVE: Pursuant to Rule 18 (7) of the Companies (Share Capital and Debentures) Rules, 2014, a non-banking financial company is not required to maintain debenture redemption reserve for debentures issued on a private placement basis.

DEFAULT IN PAYMENT OF PENAL INTEREST WHEREVER APPLICABLE: As on the date of this Placement Memorandum, the Issuer has not committed any default in payment of interest penal in respect of any outstanding borrowings.

SECTION 5 REGULATORY DISCLOSURES

This Placement Memorandum is prepared in accordance with the provisions of the NCS Listing Regulations and in this section, the Issuer has set out the details required as per Schedule I of the NCS Listing Regulations:

LIST OF DOCUMENTS TO BE FILED WITH THE STOCK EXCHANGE AND DEBENTURE TRUSTEE

List of disclosures to be filed along with the listing application to the Stock Exchange:

- I. Memorandum and articles of association of the Issuer and necessary resolution(s) for the allotment of the debt securities;
- II. Copy of last three years audited and adopted annual reports;
- III. Statement containing particulars of, dates of, and parties to all material contracts and agreements;
- IV. Copy of the Finance Committee Resolution dated January 06, 2024 authorizing the borrowing and list of authorized signatories;
- V. Copy of the resolution passed by the shareholders of the Company at the Extra ordinary General Meeting held on March 15, 2023 authorizing the issue/offer of non-convertible debentures by the Company;
- VI. An undertaking from the issuer stating that the necessary documents for creation of the charge, wherever applicable, including the Trust Deed has been executed within the time frame prescribed in the relevant regulations/Act/rules etc. and the same would be uploaded on the website of the designated stock exchange, where such securities have been proposed to be listed;
- VII. Any other particulars or documents that the BSE may call for as it deems fit;
- VIII. An undertaking that permission/ consent from the existing creditor for an exclusive/ first or *pari passu* charge being created, wherever applicable, in favour of the trustees to the proposed issue has been obtained;
- IX. Due diligence certificates from the Debenture Trustee as per the format specified in the SEBI Debenture Trustees Master Circular and Schedule IV of the SEBI Debt Listing Regulations.

SECTION 6 ISSUER INFORMATION

I. Promoters of the Company

Details of Promoters of the Issuer Company

A complete profile of all the promoters, including their name, date of birth, age, personal addresses, educational qualifications, experience in the business or employment, positions/posts held in the past, directorships held, other ventures of each promoter, special achievements, their business and financial activities, photograph, Permanent Accountant Number:

The details of the Promoters of the Issuer are set out below:

S.no	Details of Promoter	Description
1.	Name of promoter	Mr. Anil Kumar S G
2.	Date of Birth	06 th April 1972
3.	Age	51
4.	Personal Addresses	No 1402, Aurora Block, 14th Floor, ASV Alexandria, Sholinganallur, Chennai - 600119
5.	Education Qualifications	Master's in management from Asian Institute of Management, Manila, Masters in Business Administration from Symbiosis Institute of Management, Graduation in Humanities from Osmania University, Hyderabad
6.	Experience in the business or employment	Banker with over 28 years of experience. Anil Kumar embarked on a journey in Rural & Agri finance from 2007 onwards as Founder Trustee of IFMR Trust. Later, embarked on an entrepreneurial venture by starting SAMUNNATI - a Non-Banking Finance Company focused exclusively on Agriculture with focus on Small Holder Farmers.
7.	positions/posts held in the past by the promoter	CEO - IFMR Rural Channels & Services Private Limited
8.	Directorships held by the promoter	Samunnati Agro Solutions Private Limited Samunnati Finance Private Limited Samunnati Investment Management Private Limited Ripples of Change Foundation
9.	Other ventures of the promoter	NA
10.	Special achievements	- The Best Social Entrepreneur in the Global Social Entrepreneurship Programme 2018; - TiE Impact Entrepreneur of the Year Award in 2013;

		- Real Leaders Impact Award 2020 (ranked 83 in top 100); - ET Social Enterprise Start-up award in 2020; - Best Social Entrepreneur Award by Hand in Hand at the Global Social Entrepreneurship Programme; - Naanayam Vikatan Business Startup Champion Award under the category “Start-up Champion” for the year 2021.
11.	Business and financial activities of the promoter	Same as company
12.	Photograph	
13.	Permanent Account Number	AGQPS1971G

Declaration of the Promoter:

The Permanent Account Number, Aadhaar Number, Driving License Number, Bank Account Number(s) and Passport Number of the promoters and Permanent Account Number of directors have been submitted to the stock exchanges on which the nonconvertible securities are proposed to be listed, at the time of filing the draft Placement Memorandum.

II. Credit Rating of Debenture

Details of credit rating, along with the latest press release of the Credit Rating Agency in relation to the issue, and a declaration that the rating is valid as on the date of issuance and listing. Such press release shall not be older than one year from the date of opening of the issue

CRISIL has assigned “BBB” rating to these Debentures by a letter dated January 04, 2024. Instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk

The rating letter as released by CRISIL is enclosed as Error! Reference source not found..

III. Listing

Name(s) of the stock exchange(s) where the non-convertible securities are proposed to be listed and the details of their in-principle approval for listing obtained from these stock exchange(s). If non-convertible securities are proposed to be listed on more than one stock exchange(s) then the issuer shall specify the designated stock exchange for the issue. The issuer shall specify the stock exchange where the recovery expense fund is being/has been created as specified by the Board.

The Debentures are proposed to be listed on the WDM segment of the BSE. The Issuer shall comply with the requirements of the listing agreement for debt securities to the extent applicable to it on a continuous basis. The Issuer has obtained the in-principle approval for the listing of the Debentures on the WDM segment of the BSE.

The Debentures are not proposed to be listed on more than one stock exchange.

The Issuer has created the Recovery Expense Fund in accordance with the Master Circular for Debenture Trustee with the BSE. In this regard, please also refer to the section on “*Creation of recovery expense fund*” under Section 8 (*Summary of Terms*) below.

IV. Issue schedule

ISSUE SCHEDULE	
Issue Opening Date	January 12, 2024
Issue Closing Date	January 12, 2024
Pay in Date	January 12, 2024
Deemed Date Of Allotment	January 12, 2024
Date of earliest closing of the issue, if any	January 12, 2024

- I. Name, logo, addresses, website URL, email address, telephone number and contact person of the following:

Name:	Saravanan K Contact: 9500417882 Email: saravanan.k@samunnati.com
Arrangers, if any	Northern Arc Capital Limited  Address: No. 1, Kanagam Village, 10th Floor IITM Research Park, Taramani, Chennai, Tamil Nadu, India, 600113. Telephone No: (+91 44) 6668 7000; Website: https://www.northernarc.com/ ; Email: srividhya.r@northernarc.com

Debenture Trustee:	 CATALYST Believe in Yourself... Trust Us! Catalyst Trusteeship Limited GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune - 411038, Maharashtra, India and branch office at No-901, 9th Floor, Tower-B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel (W), Mumbai-400013 Email: mayuresh.pawar@ctltrustee.com Contact person: Mayuresh Pawar Website: www.catalysttrustee.com
Register and Transfer Agent	Name: Integrated Registry Management Services Private Limited Address: 2 nd Floor, "Kences Towers", Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017  Logo:  Integrated since 1974 Investments Simplified Telephone Number: +91 99401-64773 Fax number: Website: https://www.integratedindia.in/ Email address: corpserv@integratedindia.in
Credit Rating Agency	Name: CRISIL Limited Address: CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400076, India  Logo:  An S&P Global Company Telephone Number: +91 22 3342 3000 Email address: prashant.mane@crisil.com contact person Prashant Mane
Auditors:	 Name: PKF Sridhar & Santhanam LLP Address: KRD GEE GEE Crystal, 7th Floor, 91-92, Dr. Radhakrishnan Salai, Mylapore, Chennai 600 004. Website: http://www.pkfindia.in/index.html Email address: admin@pkfindia.in Telephone Number: (+91) 44 28112985 Contact Person: V Kothandaraman

	Peer Review No: 014539
Valuation Agency	Not Applicable
Guarantor	Not Applicable
Legal Counsel	 VERIST LAW The Empire Business Centre, 414 Senapati Bapat Marg Lower Parel, Mumbai-400013 Telephone Number.: +91-22 66907368 Contact person: Ms. Srishti Ojha, Partner

V. About the Issuer

Company Overview

Samunnati is focused on financial services and Value Chain Finance for Inclusive Growth with a belief that for a value chain to work well, all the chain actors need have access to formal financial instruments including non-asset products customized to suit the requirements of the Value Chain as well as the stakeholders operating within. The organization functions to permeate targeted sectors viz. enterprises and value chains in homogeneous economies (like a district). The key to the interventions of Samunnati is to understand the local needs of a district specifically the major value chains, to develop selective customized financial solutions across these value chains and thus create vibrant local economies that are efficiently connected to mainstream financial markets. Samunnati aims to address major drivers of an economy together with catalytic interventions like Warehousing, Bulk milk chilling plants etc., to make the entrepreneurial and value chain activities operate more efficiently.

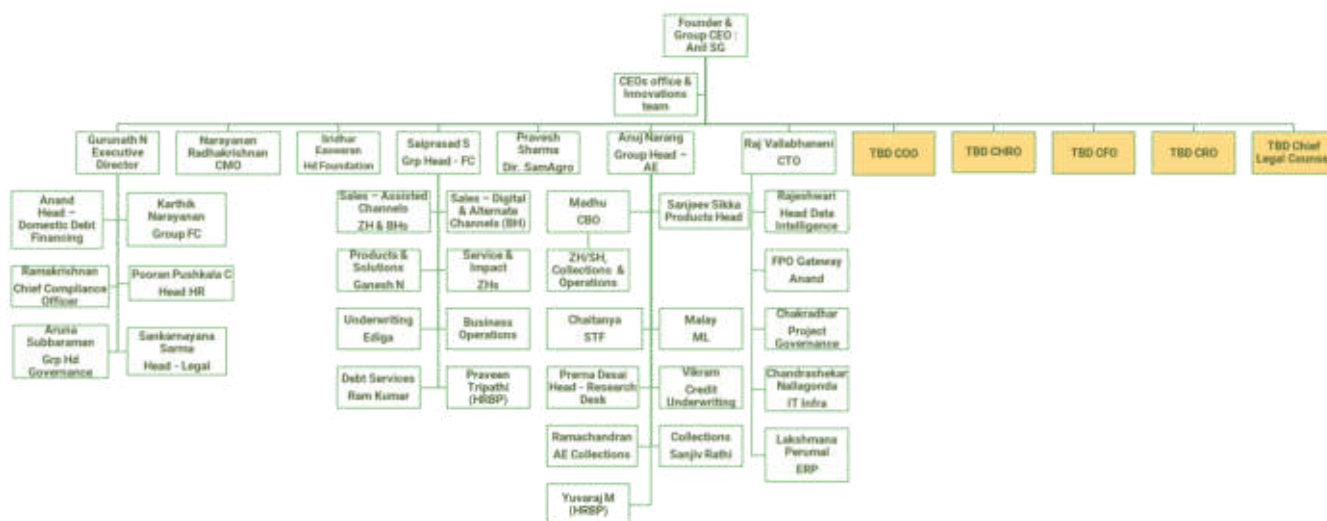
Industry Overview

Agricultural value chain actors need access to finance to develop their businesses. For example take smallholder farmers with fragmented land holdings Smallholder farmers have very restricted access to markets and lack access to warehouses or storage facilities to store their harvest. Consequently, they are strained to sell their surplus produce during the harvest season, when the prices are low. Intermediaries (traders) who can invest their capital as well as access storage space, time and again take advantage of smallholders' limitations: they accumulate agricultural harvest at very low prices and sell them during the most beneficial market conditions. In addition, farmers face enormous difficulties in obtaining credit for their agricultural activities because of the lack of financial services in rural areas. Existing products from formal financial institutions like Banks, MFIs are usually ill suited to the smallholder farmers' livelihoods and frequently on account of their cash flows. Hence these farmers are constrained to resort to borrowing from informal sources.

Even for small enterprises that constitute the MSMES (Micro Small and Medium Enterprises), which play a vital role in the nation's economy, the lack of access to finance and timely credit is the most important

reasons for below than normal utilization of their capabilities. The MSMEs which add value to the agricultural produce and also play intermediation role in an Agri value chain, need finance to increase their capacity. MSMEs that operate in activities like dairy farms, trading of commodities need funds to procure raw materials, and stock, pay wages to staff, meet other working capital requirements and at the same time for expansion of business.

a. Structure of the group



b. A brief summary of the business activities of the subsidiaries of the issuer:

- Samunnati Agro Solutions Private Limited is a wholly owned subsidiary of the Company which trades in Agro commodities.
- Samunnati Finance Private Limited is a wholly owned subsidiary of the Company incorporated on September 22, 2021. The wholly owned subsidiary is yet to commence its business operations and is awaiting the issuance of Non-Banking Finance Company license from the Reserve Bank of India.
- Samunnati Agri Innovations Lab Private Limited (“SAIL”) (formerly known as Kamatan Farm Tech Private Limited), which deals in trading of Agro commodities, was acquired as a wholly owned subsidiary on April 16, 2021. During the year under review, the name was changed in order to align the name with the strategic and innovation verticals handled by SAIL. Apart from trading in Agro Commodities, SAIL also strives to make markets work for small holder farmers through strategy, innovation, establishing non-linear business growth channels of crowd and community sourced rural franchisee network of Agri Entrepreneurs, Village Level Entrepreneurs, Farmer Financing, Agri value chain financing through anchor institutions like Agri startups, Business Correspondents and online debt marketplace channels.
- Samunnati Foundation, a wholly owned subsidiary, is a not-for-profit company incorporated under Section 8 of the Companies Act, 2013. It was established to enable inclusive growth and create opportunities for the unserved/ underserved communities in the agricultural ecosystem in order to make a tangible difference to the livelihood of small holder farmers. Samunnati

Foundation has been excluded from consolidation as its inclusion is not material to the Group and being not for profit organisation, impairs its ability to transfer any benefit to the Company.

- Samunnati Investment Management Services Private Limited was incorporated as a wholly owned subsidiary of Samunnati Agro Solutions Private Limited on March 08, 2022, which will manage an Alternative Investment Fund (“AIF”) (Category 2 - Debt fund) with emphasis on Sustainability, Scalability and Impact. Samunnati Investment Management Services Private Limited is in the process of obtaining requisite license and approvals and is yet to commence its business operations.

c. Details of branches or units where the issuer carries on its business activities, if any:

d. Subsidiary details:

- Samunnati Agro Solutions Private Limited
- Samunnati Finance Private Limited
- Samunnati Agri Innovations Lab Private Limited (“SAIL”)
- Samunnati Foundation
- Samunnati Investment Management Services Private Limited

e. Project cost and means of financing, in case of funding of new projects:

Not Applicable

VI. Expenses of the Issue

Expenses of the issue along with a break up for each item of expense, including details of the fees payable to separately as under (in terms of amount, as a percentage of total issue expenses and as a percentage of total issue size), as applicable

Particulars	Amount	As a percentage of the Issue proceeds (in %)	As a percentage of the total expenses of the Issue (in %)
Lead manager(s) fees,	0	0.00%	0.00%
Underwriting commission	0	0.00%	0.00%
Brokerage, selling commission and upload fees	0	0.00%	0.00%
Fees payable to the registrars to the issue	0	0.00%	0.00%
Fees payable to the legal Advisors	1,00,000	0.07%	75.76%
Advertising and marketing expenses	0	0.00%	0.00%
Fees payable to the regulators including stock exchanges	30,000	0.02%	22.73%
Expenses incurred on printing and distribution of issue stationary	2,000	0.00%	1.52%

Any other fees, commission or payments under whatever nomenclature	0	0.00%	0.00%
Grand Total	1,32,000	0.90%	100.00%

VII. Financial Information

Columnar Representation of Audited Consolidated (wherever available) and Standalone Financial Information (like Profit & Loss statement, Balance Sheet and Cash Flow statement) for at least last three years and Latest Unaudited Half Yearly -

Standalone Basis:

Balance Sheet as at 31st March 2021, 31st March 2022, 31st March 2023, and 30th September 2023

(INR MN)

Particulars	As at September 30, 2023 (Unaudited)	As at March 31, 2023 (Audited)	As at March 31, 2022 (Audited)	As at March 31, 2021 (Audited)
Assets				
Financial assets				
Cash and cash equivalents	383.24	935.83	990.48	1,157.74
Bank balances other than (a) above	625.50	218.08	221.45	523.55
Loans	10,263.95	10,448.04	12,481.26	9,676.19
Investments	3,376.98	2,679.90	1,811.11	1,156.14
Other financial assets	96.78	32.38	81.74	111.33
Non-financial assets				
Current tax assets (net)	344.02	296.23	175.89	58.42
Deferred tax assets (net)	521.86	563.60	245.22	105.09
Property, plant and equipment	33.24	42.77	59.97	54.38
Right of use assets	8.80	13.61	12.37	11.22
Other intangible assets	31.81	38.96	24.76	25.23
Intangible assets under development	30.27	22.92	27.68	0.46
Other non-financial assets	43.09	31.25	37.63	28.68
Total assets	15,759.54	15,323.57	16,169.56	12,908.43
Liabilities and Equity				
Liabilities				
Financial liabilities				
Payables				
(I) Trade Payables				
(i) total outstanding dues of micro enterprises and small enterprises	0.00	0.00	0.67	0.13

(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	5.36	22.84	45.45	15.96
Debt securities	4,311.29	5,075.53	5,301.33	4,213.92
Borrowings (other than debt securities)	4,232.17	4,437.07	5,300.64	3,479.32
Other financial liabilities	124.81	127.90	116.77	29.46
Non-financial liabilities				
Provisions	40.90	31.88	34.43	27.30
Other non-financial liabilities	21.42	26.89	26.73	16.75
Equity				
Equity share capital	22.59	21.25	20.45	19.76
Other equity	7,001.00	5,580.21	5,323.09	5,105.83
Total Equity	7,023.59	5,601.46	5,343.54	5,125.59
Total Liability and equity	15,759.54	15,323.57	16,169.56	12,908.43

Profit and Loss statement as at 31st March 2021, 31st March 2022, 31st March 2023, and 30th September 2023

(INR MN)

		Particulars	As at September 30, 2023 (Unaudited)	As at March 31, 2023 (Audited)	As at March 31, 2022 (Audited)	As at March 31, 2021 (Audited)
I		Revenue from operations				
	i	Interest income	992.08	1884.03	1692.47	1603.86
		Bad debts recovered	41.26	87.51	30.01	0.00
			1033.34	1971.54	1722.48	1603.86
II		Other income	51.71	140.58	81.54	72.97
III		Total income (I+II)	1085.05	2112.12	1804.02	1676.82
		Expenses				
	i	Finance costs	534.40	1215.74	977.17	684.09
	ii	Impairment on financial instruments	24.46	1370.73	744.54	322.51
	iii	Employee benefit expenses	216.36	484.98	627.69	465.75
	iv	Depreciation and amortization	25.67	49.31	47.61	28.08
	v	Other expenses	138.95	288.83	223.00	173.61
IV		Total expenses	939.84	3409.58	2620.01	1674.05
V		Profit before tax (III-IV)	145.21	-1297.46	-815.99	2.77

VI	Tax expense					
	i	Current tax	0.00	1.26	0.00	0.00
	ii	MAT Credit Entitlement	0.00	0.00	0.00	0.00
	iii	Deferred tax	46.60	-318.99	-149.81	-0.96
			46.60	-317.73	-149.81	-0.96
VII	Profit/ (loss) for the year (V-VI)		98.61	-979.74	-666.18	3.74
VIII	Other comprehensive income (OCI)					
	i	Items that will not be reclassified to profit or loss				
		a) Remeasurement (gains) and losses on defined benefit plans	1.81	-3.97	1.52	-5.49
		b) (Gains) and losses on Hedge Accounting	17.51	0.00	0.00	0.00
	ii	Income tax impact thereon	-4.86	-3.65	-5.03	1.38
	Other comprehensive income (i)+(ii)		14.46	-7.61	-3.50	-4.11
IX	Total comprehensive income for the year (VII+VIII)		84.15	-972.12	-662.68	7.85
X	Earnings per equity share (face value Rs. 10/- per equity share)					
	Basic (₹)		43.78	-472.61	-325.9	10.35
	Diluted (₹)		43.78	-472.61	-325.9	10.35

Cashflow statement as at 31st March 2021, 31st March 2022, 31st March 2023, and 30th September 2023

Particulars	(INR MN)			
	As at September 30, 2023 (Unaudited)	As at March 31, 2023 (Audited)	As at March 31, 2022 (Audited)	As at March 31, 2021 (Audited)
A. Operating activities				
Profit / (loss) before tax	145.23	(1,297.38)	(816.00)	2.77
<i>Adjustments for:</i>				
Depreciation and amortization	25.67	49.32	47.61	28.09
Employee stock option expenses	(2.24)	58.29	57.03	40.98
Gratuity and leave encashment expenses	7.74	12.42	17.39	-
Loss on sale of property, plant and equipment	-	(0.92)	(0.27)	0.74
Income from mutual funds	(17.51)	(35.66)	(13.84)	(4.00)
Income from debt funds	-	(1.31)	(16.58)	(9.65)
Interest expenses towards financing activities	533.79	1,214.02	975.19	
Interest expense on lease liability	0.61	1.72	1.98	

Unwinding interest of debt component of OCRPS		1.03	-	
MTM gain booked on ECB loans		(17.84)	-	
Impairment on financial instruments	(276.55)	660.73	200.24	23.59
Bad debts written off	301.01	710.00	555.91	298.92
Amortisation of origination costs of borrowings	13.61	75.60	43.74	22.59
	586.13	2,727.40	1,868.40	401.26
Cash generated from operations before working capital changes	731.36	1,430.02	1,052.40	404.03
Changes in working capital:				
Loans	159.63	662.49	(3,561.22)	(2,570.43)
Other financial assets	(64.40)	49.36	29.02	(4.91)
Other non-financial assets	(11.84)	6.38	(9.61)	2.88
Net movement in provisions	(0.53)	(14.09)	(7.81)	3.51
Trade Payables	(17.48)	(23.28)	30.03	(0.68)
Other financial and non-financial liabilities	(17.23)	10.27	70.13	(39.89)
Cash used in operations	779.51	2,121.15	(2,397.06)	(2,205.49)
Income taxes paid (net of refunds)	(47.79)	(125.37)	(108.17)	(43.53)
Net cash (used in) operating activities (A)	731.72	1,995.78	(2,505.23)	(2,249.02)
B. Investing activities				
Purchase of property, plant and equipment and intangible assets	(11.83)	(30.50)	(74.07)	(12.21)
Proceeds from sale of property, plant and equipment	0.30	1.96	2.59	1.02
Movement in capital advances		-	0.57	1.98
Movement in deposits with banks and financial institutions	(407.42)	3.37	302.10	(259.51)
Purchase of investments	(8,150.00)	(17,155.17)	(23,686.62)	(376.04)
Proceeds from sale of investments	7,452.92	16,286.38	23,845.29	-
Income received on investments measured at amortised cost, FVTPL and at cost	17.49	36.97	30.42	13.65
Net cash (used in) investing activities (B)	(1,098.54)	(856.99)	420.28	(631.11)
C. Financing activities				
Utilisation of securities premium	-	-	10.72	-
Issue of Compulsorily Convertible Preference Shares	1,340.00	800.00	0.68	-
Issue of Optionally convertible redeemable preference shares	-	400.00	-	
Proceeds from debt securities	745.00	585.00	2,078.23	3,143.37
Repayment of debt securities	(1,509.24)	(810.80)	(990.82)	(575.00)
Repayment of principal portion of lease liability	(8.84)	(12.74)	(9.35)	
Repayment of interest portion of lease liability	(0.61)	(1.72)	(1.98)	
Proceeds from other than debt securities	2,894.00	4,541.71	6,466.97	3,756.50

Repayment of other than debt securities	(3,116.44)	(5,487.39)	(4,675.02)	(3,471.02)
Interest paid	(529.64)	(1,207.51)	(961.74)	
Net cash generated from financing activities (C)	(185.77)	(1,193.45)	1,917.69	2,853.85
Net (decrease)/ increase in cash and cash equivalents (A+B+C)	(552.59)	(54.66)	(167.26)	(26.28)
Cash and cash equivalents at the beginning of the year	935.83	990.48	1,157.74	1,184.02
Cash and cash equivalents at the end of the year	383.24	935.82	990.48	1,157.74
Components of cash and cash equivalents				
Cash and cash equivalents at the end of the year				
- Cash on hand		-	-	0.08
- Balances with banks in current accounts	383.24	935.83	582.44	1,157.66
-in deposit account (with original maturity up to 3 months)	-		408.04	-
Total	383.24	935.83	990.48	1,157.74

Consolidated Basis

Balance Sheet as at 31st March 2021, 31st March 2022, 31st March 2023, and 30th September 2023

(INR MN)

Particulars	As at September 30, 2023 (Unaudited)	As at March 31, 2023 (Audited)	As at March 31, 2022 (Audited)	As at March 31, 2021 (Audited)
ASSETS				
Financial assets				
Cash and cash equivalents	683.82	1,247.45	1,167.65	1,352.37
Bank balances other than (a) above	650.50	421.01	512.15	651.74
Trade receivables	3,281.73	2,846.83	3,477.40	2,719.66
Loans	10,115.49	10,153.51	11,061.68	9,220.76
Investments	756.73	11.92	192.37	455.95
Other financial assets	68.62	59.90	152.09	167.31
Non-financial assets				
Inventories	552.85	1,056.56	849.16	22.68
Current tax assets (net)	413.98	354.45	189.33	62.51
Deferred tax assets (net)	782.30	824.05	396.54	145.61
Property, plant and equipment	127.54	139.68	108.13	60.71
Right of use assets	22.40	32.64	31.23	18.41
Other intangible assets	856.21	869.85	800.48	25.39
Intangible assets under development	40.70	22.92	71.50	15.38
Biological Assets	0.56	0.59	0.64	

Other non-financial assets	132.36	441.42	243.94	74.59
Total assets	18,485.80	18,482.77	19,254.29	14,993.07
LIABILITIES AND EQUITY				
Liabilities				
Financial liabilities				
Trade payables				
Total outstanding dues of micro enterprises and small enterprises	-	-	0.67	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	144.19	306.21	697.42	77.84
Borrowings				
Debt securities	4,311.29	5,075.53	5,294.84	4,213.92
Borrowings (other than debt securities)	7,633.76	7,983.20	8,017.28	5,343.40
Other financial liabilities	184.65	192.09	176.19	131.17
Non Financial Liabilities				
Current tax liabilities (Net)	0.04	0.02	-	
Provisions	60.31	51.28	44.46	30.95
Other non-financial liabilities	262.85	294.37	216.69	181.99
Equity				
Equity share capital	22.59	21.25	20.45	19.76
Other equity	5,866.11	4,558.83	4,786.29	4,994.04
Total Equity	5,888.70	4,580.09	4,806.74	5,013.80
Total Liabilities and Equity	18,485.80	18,482.77	19,254.29	14,993.07

Profit and Loss Statement as at 31st March 2021, 31st March 2022, 31st March 2023, and 30th September 2023

(INR MN)

Particulars			As at September 30, 2023 (Unaudited)	As at March 31, 2023 (Audited)	As at March 31, 2022 (Audited)	As at March 31, 2021 (Audited)
I	Revenue from operations					
	i	Interest income	951.73	1,745.41	1,640.28	1,574.20
		Bad debts recovered	49.26	88.25	30.01	
	ii	Sale of traded goods	10,079.97	16,885.84	21,155.79	7,567.48
	iii	Other operating revenue	0.94	54.97	102.98	80.27

			11,081.91	18,774.47	22,929.06	9,221.95
II	Other income		123.87	223.25	58.08	43.88
III	Total income I+II		11,205.77	18,997.72	22,987.14	9,265.83
	Expenses					
	i	Finance costs	726.57	1,491.71	1,215.52	793.39
	ii	Impairment on financial instruments & Allowance for expected credit loss	24.46	1,308.96	1,006.72	396.45
	iii	Purchase of stock-in-trade	9,332.89	16,727.45	21,590.20	7,370.26
	iv	Changes in inventories of stock-in-trade	595.76	-291.01	-845.11	-15.45
	v	Employee benefit expenses	360.30	880.87	878.33	525.96
	vi	Depreciation and amortization	44.36	60.74	64.79	33.68
	vii	Other expenses	90.96	706.99	403.80	247.93
IV	Total expenses		11,175.29	20,885.71	24,314.24	9,352.22
V	Loss before tax III-IV		30.48	-1,887.99	-1,327.10	-86.39
VI	Tax expense					
	i	Current tax	-	5.10	-	-
	ii	Deferred tax	46.60	-427.72	-260.71	-20.10
VII	Loss for the year V-VI		-16.12	-1,465.37	-1,066.39	-66.29
VIII	Other comprehensive income OCI					
	i	Items that will not be reclassified to profit or loss				
		- Remeasurement gain / (loss) on defined benefit plans	1.81	-0.94	-2.28	6.39
		(Gains) and losses on Hedge Accounting	17.51			
	ii	Income tax impact thereon	-4.86	0.21	0.34	-1.64
	Other comprehensive income i+ii		14.46	-0.73	-1.94	4.75
IX	Total comprehensive income/loss for the year VII+VIII		-30.58	-1,464.64	-1,064.45	-61.54
X	Earnings per equity share face value ₹ 10/- per equity share					
	Basic ₹		-13.57	-703.95	-521.68	-183.97
	Diluted ₹		-13.57	-703.95	-521.68	-183.97

Cashflow Statement as at 31st March 2021, 31st March 2022, 31st March 2023, and 30th September 2023

(INR MN)

Particulars	As at September 30, 2023 (Unaudited)	As at March 31, 2023 (Audited)	As at March 31, 2022 (Audited)	As at March 31, 2021 (Audited)
A. Operating activities				
Profit / (loss) before tax	30.48	-1,887.99	-1,327.10	-86.39
<i>Adjustments for:</i>				
Depreciation and amortization	44.36	60.74	64.79	33.68
Employee stock option expenses	-2.24	58.29	57.03	40.98
<i>Gratuity and leave encashment expenses</i>				
Gratuity and leave encashment expenses	10.78	26.79	26.95	
Loss on sale of property, plant and equipment	-	0.38	0.08	0.74
Income from mutual funds	-17.51	-42.18	-14.40	-4.06
Income from debt funds	-	-1.31	-16.58	-9.65
Interest expenses towards financing activities	173.94	250.79	194.82	94.37
Interest expense on lease liability	2.16	4.05	4.37	
Unwinding interest of debt component of OCRPS		1.03	-	
MTM gain booked on ECB loans		-17.84	-	
Impairment on financial instruments	-276.55	660.73	200.24	-45.48
Impairment on trade receivables	-54.93	72.51	220.56	73.94
Bad debts written off	301.01	651.56	515.20	368.85
Provision on Inventory	-	83.61	20.15	
Amortisation of origination costs of borrowings	31.84	97.42	87.27	33.62
Gain on fair valuation on investments		-	-	-0.51
Cash generated from operations before working capital changes	243.34	18.58	33.37	500.09
Changes in working capital:				
Loans	13.56	-404.12	-2,556.36	-2,540.43
Other financial assets	-8.71	92.19	3.99	-31.95
Trade receivables	-379.98	558.07	-978.30	-1,198.78
Other non-financial assets	309.05	-197.48	-169.92	2.88
Net movement in provisions	-1.75	-20.91	18.07	4.28
Other financial and non-financial liabilities	-56.47	71.16	74.84	65.59
Inventories	503.71	-291.01	-846.63	-13.93
Trade payables	-162.02	-391.88	620.25	56.49
Cash used in operations	460.73	-565.40	-3,800.69	-3,155.76
Income taxes paid (net of refunds)	-59.54	-170.22	-117.52	-38.54
Net cash used in operating activities (A)	401.18	-735.63	-3,918.21	-3,194.30
B. Investing activities				
Purchase of property, plant and equipment and intangible assets	-26.09	(116.82)	-178.96	-27.06

Proceeds from sale of property, plant and equipment		1.96	8.22	1.11
Movement in capital advances		-	0.57	1.98
Movement in deposits with banks and financial institutions	-229.49	91.14	139.59	-320.92
Purchase of investments	-744.81	-16,360.24	-26,370.45	
Proceeds from sale of investments	-	16,540.69	26,634.03	-342.45
Interest income received on investments measured at amortised cost, FVTPL	17.51	43.49	30.98	13.84
Net cash (used in) investing activities (B)	-982.89	200.22	263.98	-673.50
C. Financing activities				
Issue of Compulsorily Convertible Preference Shares	1,340.00	800.00	0.69	
Issue of Optionally convertible redeemable preference shares	-	400.00	-	
Proceeds from debt securities	-	1,235.00	2,078.23	
Repayment of debt securities	-764.24	-1,454.31	-990.82	
Proceeds/Repayment from debt securities				2,568.37
Repayment of principal portion of lease liability		-23.74	-6.01	
Repayment of interest portion of lease liability		-4.05	-4.37	
Proceeds from other than debt securities	-349.75	12,646.89	9,756.38	
Repayment of other than debt securities		-12,635.34	-7,082.50	
Proceeds/Repayment from other than debt securities				1,462.84
Interest expenses	-207.94	-349.24	-282.09	-95.88
Net cash generated from financing activities (C)	18.08	615.21	3,469.52	3,935.33
Net increase in cash and cash equivalents (A+B+C)	-563.62	79.79	-184.72	67.53
Cash and cash equivalents at the beginning of the year	1,247.45	1,167.65	1,352.37	1,284.84
Cash and cash equivalents at the end of the year	683.82	1,247.45	1,167.65	1,352.37
Components of cash and cash equivalents				
Cash and cash equivalents at the end of the year (also, refer note 3)				
- Cash on hand	0.03	0.23	-	1.66
- In deposit accounts (with original maturity of 3 months or less)	211.79	179.46	408.23	56.94
- Balances with banks in current accounts	472.01	1,067.76	759.42	1,293.77
Total	683.82	1,247.45	1,167.65	1,352.37

- a. Issuers other than unlisted REITs / unlisted InvITs desirous of issuing debt securities on private placement basis and who are in existence for less than three years may disclose financial statements mentioned at (a) above for such period of existence, subject to the following conditions:

- i. The issue is made on the EBP platform irrespective of the issue size; and
- ii. The issue is open for subscription only to Qualified Institutional Buyers.

Not applicable

b. Key Operational and Financial Parameters on a consolidated basis and standalone basis

A brief overview of the financial performance of the Issuer for past three years is given below:

(INR MN)

<i>Standalone Basis</i>	H1 FY 2023-24	FY 2022-23	FY 2021-22	FY 2020-21
Particulars	(Unaudited)	(Audited)	(Audited)	(Audited)
BALANCE SHEET				
Assets				
Property, Plant and Equipment	33.24	-	-	-
Financial Assets	14746.45	14314.23	15586.04	12624.95
Non-financial Assets excluding property , plant and equipment	979.85	1009.34	583.52	282.82
Total assets	15759.54	15323.57	16169.56	12907.77
Liabilities				
Financial Liabilities				
-Derivative financial instruments	0	0	0	0
-Trade Payables	5.36	22.84	46.12	0
-Debt Securities	4311.29	5075.53	5301.33	4213.92
-Borrowings (other than Debt Securities)	4232.17	4437.07	5300.64	3479.32
-Subordinated liabilities	0	0	0	0
-Other financial liabilities	124.81	127.9	116.77	44.89
Non-Financial Liabilities				
-Current tax liabilities (net)	0	0	0	0
-Provisions	40.9	31.88	34.43	27.3
-Deferred tax liabilities (net)	0	0	0	0
-Other non-financial liabilities	21.42	26.89	26.73	16.75
Equity (Equity Share Capital and Other Equity)	7023.59	5601.46	5343.54	5125.59
Total Liabilities and Equity	15759.54	15232.57	16169.56	12907.77

PROFIT AND LOSS				
Revenue from operations	1033.34	1972.28	1733.17	1603.86
Other income	51.73	78.99	82.73	72.97
Total Income	1085.07	2051.27	1815.9	1676.83
Total Expense	939.84	3348.64	2631.9	1674.06
Profit after tax for the year	98.63	-983.8	-666.19	3,73
Other comprehensive income	-14.46	0.66	2.07	4.11
Total comprehensive income	84.17	-983.14	-664.12	7.84
Earnings per equity share (Basic)	43.78	-472.61	-325.9	10.35
Earnings per equity share (Diluted)	43.78	-472.61	-325.9	1.64
CASH FLOW				
Net cash from / used in(-) operating activities	731.72	1995.79	-2505.23	-2249.02
Net cash from / used in(-) investing activities	-1098.54	-856.99	420.28	-631.11
Net cash from / used in(-) financing activities	-185.77	-1193.45	1917.69	2853.85
Net increase/decrease(-) in cash and cash equivalents	-552.59	-54.65	-167.26	-26.28
Cash and cash equivalents as per Cash Flow Statement as at end of the Year	383.24	935.83	990.48	1157.74
Additional Information				
Net worth	7023.59	5601.46	5343.54	5125.59
Cash and Cash Equivalents	383.24	935.83	990.48	1157.74
Loans				
Loans (Principal Amount)	10263.95	11461.3	12833.79	9829.63
Total Debts to Total Assets	0.54	0.50505	0.65567	0.73697
Interest Income	1033.34	1884.03	1703.16	1603.86
Interest Expense	534.4	1215.74	977.17	684.1
Impairment on Financial Instruments	24.46	1,308.96	715.44	322.51
Bad Debts to Loans	2.93%	5.66%	3.67%	2.80%

% Stage 3* Loans on Loans (Principal Amount)	4.28%	5.75%	2.61%	1.66%
% Net Stage 3* Loans on Loans (Principal Amount)	0.48%	0.23%	0.44%	0.66%
Tier I Capital Adequacy Ratio (%)	25.37%	14.81%	20.16%	39.08%
Tier II Capital Adequacy Ratio (%)	4.23%	5.37%	0.27%	0.24%

Consolidated Basis

(INR MN)

Particulars	H1 FY 2023-24	FY 2022-23	FY 2021-22	FY 2020-21
	(Unaudited)	(Audited)	(Audited)	(Audited)
BALANCE SHEET				
Assets				
Property, Plant and Equipment	107.92	139.68	108.13	0
Financial Assets	15556.90	14740.61	16563.34	14567.79
Non-financial Assets excluding Property, Plant and Equipment	2928.90	3602.48	2582.82	425.28
Total assets	18485.80	18482.77	19254.29	14993.07
Liabilities				
Financial Liabilities				
-Derivative financial instruments	0	0	0	0
-Trade Payables	144.19	306.21	698.09	77.84
-Other Payables	0	0	0	0
-Debt Securities	4311.29	5075.53	5294.84	4213.92
-Borrowings (other than Debt Securities)	7633.76	7963.48	8017.28	5343.4
-Deposits	0	0	0	0
-Subordinated liabilities	0	0	0	0
-Lease liabilities	0	0	0	0
-Other financial liabilities	184.65	211.82	176.19	131.17
Non-Financial Liabilities				
-Current tax liabilities (net)	0.04	0	0	0
-Provisions	60.31	51.28	44.46	30.95
-Deferred tax liabilities (net)	262.85	294.37	216.69	181.99
-Other non-financial liabilities	0	0	0	0

Equity (Equity Share Capital and Other Equity)	5888.7	4580.08	4806.74	5013.8
Non-controlling interest				
Total Liabilities and Equity	18485.8	18482.77	19254.29	14993.07
PROFIT AND LOSS				
Revenue from operations	11081.91	18774.47	22929.09	9221.95
Other income	123.87	223.25	58.08	43.88
Total Income	11205.77	18997.72	22987.14	9265.83
Total Expenses	11175.29	20885.71	24314.24	9352.22
Profit after tax for the year	-16.12	-1465.37	-1066.39	-66.29
Other comprehensive income	-14.46	-0.73	-1.94	4.75
Total Comprehensive Income	-30.58	-1464.64	-1064.45	-71.04
Earnings per equity share (Basic)	-13.57	-703.95	-521.68	-183.97
Earnings per equity share (Diluted)	-13.57	-703.95	-521.68	-183.97
CASH FLOW				
Net cash from / used in(-) operating activities	401.18	-715.9	-3918.21	-3194.3
Net cash from / used in(-) investing activities	-982.89	200.21	263.98	-673.5
Net cash from / used in(-) financing activities	18.08	595.49	3469.51	3935.33
Net increase/decrease(-) in cash and cash equivalents	-563.62	79.8	-184.72	67.53
Cash and cash equivalents as per Cash Flow Statement as at end of Half Year	683.82	1247.45	1167.65	1352.37
Additional Information				
Net worth	5888.70	4580.08	4806.74	5013.8
Cash and Cash Equivalents	683.82	1247.45	1167.65	1352.37
Loans	10115.49	10153.51	11061.68	9220.76
Total Debts to Total Assets	0.65	0.51704	0.69138	0.86967
Interest Income	951.73	1745.41	1640.28	1574.2
Interest Expense	726.57	1491.71	1215.52	793.29

Impairment on Financial Instruments	24.46	1308.96	936	396.45
Bad Debts to Loans	4.23%	5.66%	3.67%	2.80%

c. Details of any other contingent liabilities of the issuer based on the last audited financial statements including amount and nature of liability. As Given Below.

Claims against the company not acknowledged as debts :

The Company had received orders from Income Tax Assessing Officer (AO) pertaining to AY 2016-17, AY 2017-18, AY 18-19 and AY 20-21 wherein certain additions were made under section 56, section 68 and section 143(3) of Income Tax Act, 1961. The Company has obtained a stay on collection of the demand provided below. The Company considers the claims to be erroneous and as not payable under the provisions of Income Tax Act, 1961.

As at March 31, 2023

	AY 2016-17	AY 2017-18	AY 2018-19	AY 2020-21
Amount of demand	10.24	-	0.26	106.03
Amount paid against stay	2.10	-	-	21.21

As at March 31, 2022

	AY 2016-17	AY 2017-18	AY 2018-19
Amount of demand	10.18	3.57	0.29
Amount paid against stay	2.10	0.80	-

d. The amount of corporate guarantee or letter of comfort issued by the issuer along with details of the counterparty (viz. name and nature of the counterparty, whether a subsidiary, joint venture entity, group company etc.) on behalf of whom it has been issued

Name : Samunnati Agro Solutions Pvt. Limited
Nature of counter Party: Subsidiary
Amount : ₹ 2199.23 Mn

VIII. BRIEF HISTORY OF THE ISSUER

i. Share Capital

Details of Share Capital as at last quarter ended on 30th September, 2023 is given below:

Share Capital	Amount (INR) (Millions)
Authorised	
Equity Share Capital	7.50
Preference	23
TOTAL	30.50
Issued, Subscribed and Paid-up Share Capital	
Equity Shares	5.74
Preference Shares	18.98
TOTAL	24.72

ii. Change in Capital Structure

Change in the capital structure as on last quarter ended on September 30, 2023, for the preceding three financial years and current financial year:

Date of change (AGM/ EGM)	Issued and Paid up Capital (Face Value) (Amount in Rs)	Particulars
10-02-2015 (EGM)	Equity Share Capital Rs 50,00,000/- Preference Share Capital Rs 40,00,000/-	Increase of the authorized share capital of the Company from Rs. 1,00,000/- (Rupees One Lac only) divided into 10,000 (Ten thousand) Equity shares of Rs. 10/- (Rupees ten only) each to Rs. 90,00,000/- (Rupees Ninety Lacs only) divided into 5,00,000 (Five Lacs) Equity shares of Rs. 10/- (Rupees ten only) each and 4,00,000 (Four lacs) Preference shares of the Company of Rs. 10/- (Rupees Ten only)
30-01-2017 (EGM)	Equity Share Capital Rs 75,00,000/- Preference Share Capital Rs 75,00,000/-	Increase of the authorized share capital of the Company from Rs. 90,00,000/- (Rupees Ninety Lacs only) divided into 5,00,000 (Five Lacs) Equity shares of Rs. 10/- (Rupees ten only) each and 4,00,000 (Fours lacs) Preference shares of Rs 10/-each to Rs 1,50,00,000/-(Rupees One Crore Fifty Lacs only) divided into 7,50,000 (Seven Lacs Fifty Thousand) Equity shares of Rs 10/- (Rupees Ten only) each and 7,50,000 (Seven Lacs Fifty Thousand) Preference shares of Rs 10/- (Rupees ten only) each
20-12-2017 (EGM)	Equity Share Capital Rs 75,00,000/- Preference Share Capital Rs 1,25,00,000/-	Increase of the authorized share capital of the Company from Rs 1,50,00,000/-(Rupees One Crore Fifty Lacs only) divided into 7,50,000 (Seven Lacs Fifty Thousand) Equity shares of Rs. 10/- (Rupees Ten only) each and 7,50,000 (Seven Lacs Fifty Thousand) Preference shares of Rs 10/-each to Rs 2,00,00,000(Rupees Two Crores only) divided into 7,50,000 (Seven Lacs Fifty Thousand) Equity shares of Rs 10/- (Rupees Ten Only) each and 12,50,000 (Twelve Lacs Fifty Thousand) Preference shares of Rs 10/- (Rupees ten only) each
29-04-2019 (EGM)	Equity Share Capital Rs 75,00,000/-	Increase of the authorized share capital of the Company from Rs 2,00,00,000 (Rupees Two Crores) divided into 7,50,000 (Seven Lacs fifty thousand) Equity shares of Rs. 10/-

	Preference Share Capital Rs 1,75,00,000/-	(Rupees ten only) each and 12,50,000 (Twelve Lacs Fifty Thousand) Preference shares of Rs 10/-each to Rs 2,50,00,000 (Rupees Two Crores Fifty lacs) divided into 7,50,000 (Seven Lacs Fifty Thousand) Equity shares of Rs 10/- (Rupees ten only) each and 17,50,000 (Seventeen Lacs Fifty Thousand) Preference shares of Rs 10/- (Rupees ten only) each
06-10-2022 (EGM)	Equity Share Capital Rs 75,00,000/- Preference Share Capital Rs 1,90,00,000/-	Increase of the authorized share capital of the Company from Rs 2,50,00,000 (Rupees Two Crores Fifty Lakhs) divided into 7,50,000 (Seven Lacs fifty thousand) Equity shares of Rs. 10/- (Rupees ten only) each and 17,50,000 (Seventeen Lacs Fifty Thousand) Preference shares of Rs 10/- each to Rs 2,65,00,000 (Rupees Two Crores Sixty Five lacs) divided into 7,50,000 (Seven Lacs Fifty Thousand) Equity shares of Rs 10/- (Rupees ten only) each and 19,00,000 (Nineteen Lacs) Preference shares of Rs 10/- (Rupees ten only) each
15.03.2023 (EGM)	Equity Share Capital Rs 75,00,000/- Preference Share Capital Rs 2,30,00,000/-	Increase of the authorized share capital of the Company from Rs 2,65,00,000 (Rupees Two Crores Sixty Five Lakhs) divided into 7,50,000 (Seven Lacs fifty thousand) Equity shares of Rs. 10/- (Rupees ten only) each and 19,00,000 (Nineteen Lacs) Preference shares of Rs 10/-each to Rs 3,05,00,000 (Rupees Three Crores Five lacs) divided into 7,50,000 (Seven Lacs Fifty Thousand) Equity shares of Rs 10/- (Rupees ten only) each and 23,00,000 (Twenty Three Lacs) Preference shares of Rs 10/- (Rupees ten only) each

iii. History of Equity Share Capital

Details of the equity share capital for the preceding three financial years and current financial year:

Date of Allotment	No of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration (cash, other than cash)	Nature of Allotment	No of Equity Shares	Equity Shares Capital	Equity Share Premium (Rs)	Remarks
23-Jun-14	5,000	10	10	50,000	Preferential Issue on Private	5,000	50,000	-	

					Placement Basis				
19-Feb-15	2,40,000	10	10	24,00,000	-	2,45,000	24,50,000	-	
23-Jun-14	5,000	10	10	50,000	-	2,50,000	25,00,000	-	
19-Feb-15	62,500	10	10	6,25,000	-	3,12,500	31,25,000	-	
25-Feb-15	100	10	384	38,400	-	3,12,600	31,26,000	37,400	
31-Mar-16	61,142	10	654.22	4,00,00,319	-	3,73,742	37,37,420	3,93,88,899	
30-Jan-17	6,794	10	263.65	17,91,238	-	3,80,536	38,05,360	17,23,298	
28-Jan-17		10	10	0	-	3,80,536	38,05,360	-	
02-Feb-17	14,557	10	1030.4	1,49,99,533	-	3,95,093	39,50,930	1,48,53,963	
27-Feb-17	100	10	1030.4	1,03,040	-	3,95,193	39,51,930	1,02,040	
20-Dec-17	70,368	10	1240.21	8,72,71,097	-	4,65,561	46,55,610	8,65,67,417	
27-Dec-17	100	10	2676.97	2,67,697	-	4,65,661	46,56,610	2,66,697	
22-Apr-19		10	10	0	-	4,65,661	46,56,610	-	
29-Apr-19	1,15,000	10	3752.55	43,15,43,250	-	5,80,661	58,06,610	43,03,93,250	
24-May-19	100	10	6172.02	6,17,202	-	5,80,761	58,07,610	6,16,202	

24-May-19	100	10	6172.0 2	6,17,202	-	5,80,86 1	58,08,61 0	6,16,202	
24-May-19	100	10	6172.0 2	6,17,202	-	5,80,96 1	58,09,61 0	6,16,202	
24-May-19	100	10	6172.0 2	6,17,202	-	5,81,06 1	58,10,61 0	6,16,202	
24-May-19	100	10	6172.0 2	6,17,202	-	5,81,16 1	58,11,61 0	6,16,202	
20-Jan-20	(7,300)					573,861	57,38,61 0		Buyback of shares

iv. **History of Preference Share Capital**

Preference Share Capital History of the Company as on last quarter ended on September 30, 2023, for the preceding three financial years and current financial year

Date of Allotment	No of Preference Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration (cash, other than cash)	Nature of Allotment	Cumulative		
						No of Preference Shares	Preference Shares Capital (Rs. In Lakhs)	Preference Share Premium (Rs)
25-Feb-2015	98,585	10	384	37,856,640	Preferential Issue on Private Placement Basis	98,585	985,850	36,870,790
29-Jul-2015	125,501	10	654.22	82,105,264	-	224,086	2,240,860	80,850,254
31-Mar-2016	30,571	10	654.22	20,000,160	-	254,657	2,546,570	19,694,450
31-Mar-16	30,571	10	654.22	20,000,160		285,228	2,852,280	19,694,450
2-Feb-17	67,935	10	1030.4	70,000,224	-	353,163	3,531,630	69,320,874
2-Feb-17	7,279	10	1030.4	7,500,282	-	360,442	3,604,420	7,427,492
2-Feb-17	7,279	10	1030.4	199,896,570	-	367,721	3,677,210	7,427,492
27-Feb-17	193,999	10	1030.4	199,896,570	-	561,720	5,617,200	197,956,580
27-Dec-17	74,711	10	2676.97	199,999,106	-	636,431	6,364,310	199,251,996
27-Dec-17	168,101	10	2676.97	450,001,334	-	804,532	8,045,320	448,320,324
27-Dec-17	317,423	10	2676.97	849,731,848	-	1,121,955	11,219,550	846,557,618
24-May-19	63,549	10	6172.02	392,225,699	-	1,185,504	11,855,040	391,590,209
24-May-19	110,075	10	6172.02	679,385,102	-	1,295,579	12,955,790	678,284,352
24-May-19	22,583	10	6172.02	139,382,728	-	1,318,162	13,181,620	139,156,898

24-May-19	28,254	10	6172.02	174,384,253	-	1,346,416	13,464,160	174,101,713
24-May-19	226,730	10	6172.02	1,399,382,095	-	1,573,146	15,731,460	1,397,114,795
24-May-19	11,342	10	6172.02	70,003,051	-	1,584,488	15,844,880	69,889,631
24-May-19	12,849	10	6172.02	79,304,285	-	1,597,337	15,973,370	79,175,795
24-May-19	18,858	10	6172.02	116,391,953	-	1,616,195	16,161,950	116,203,373
16-04-21	43,448	10	12031.7	522,753,302	-	1,659,643	16,596,430	522,318,822
16-04-21	19,617	10	12031.7	236,025,859	-	1,679,260	16,792,600	235,829,689
16-04-21	1,912	10	12031.7	23,004,610	-	1,681,172	16,811,720	22,985,490
16-04-21	2,647	10	12031.7	31,847,910	-	1,683,819	16,838,190	31,821,440
11-10-22	40,000	10	10,000	400,000,000	-	1,723,819	17,238,190	399,600,000
11-10-22	30,000	10	10,000	300,000,000	-	1,753,819	17,538,190	299,700,000
13-10-22	10,000	10	10,000	100,000,000	-	1,763,819	17,638,190	99,900,000
01-12-22	40,000	10	10,000	400,000,000	-	1,803,819	18,038,190	399,600,000
06-04-23	122,000	10	10,000	1,220,000,000	-	1,925,819	19,258,190	1,218,780,000
06-04-23	1,000	10	10,000	10,000,000	-	1,926,819	19,268,190	9,990,000
06-04-23	2,000	10	10,000	20,000,000	-	1,928,819	19,288,190	19,980,000
06-04-23	1,000	10	10,000	10,000,000	-	1,929,819	19,298,190	9,990,000
06-04-23	4,000	10	10,000	40,000,000	-	1,933,819	19,338,190	39,960,000
06-04-23	4,000	10	10,000	40,000,000	-	1,937,819	19,378,190	39,960,000

v. Amalgamation/ Acquisition

Details of any Acquisition or Amalgamation in the preceding one year: NIL

vi. Reorganization or Reconstruction

Details of any Reorganization or Reconstruction in the preceding one year:

Type of Event	Date of Announcement	Date of Completion	Details
Nil	Nil	Nil	Nil

vii. Details Of The Shareholding Of The Company As On The Latest Quarter End

Details of the shareholding of the Company as at January 05, 2024 as per the format specified under the listing regulations: -

S. No.	Name of the Shareholder	Equity Shares	CCPS	No. of shares on fully diluted basis	No. of shares held in Demat form	% 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	2,38,257	9.64

2	Samunnati Employees Stock Option Plan Welfare Trust represented by its Trustee Ms. Aruna Subbaraman	2,13,523	0	2,13,523	-	8.64
3	Accel India V (Mauritius) Ltd	75,733	3,84,949	4,60,682	4,60,682	18.64
4	Elevor I-IV AIF	19,746	1,48,957	1,68,703	1,68,832	6.83
5	responsAbility Agriculture I, SLP	7,637	3,66,594	3,74,231	-	15.14
6	Elevor- M- III	7,571	4,21,522	4,29,093	3,85,645	17.36
7	Mr. Adithya Krishna Somanapalli	5,000	0	5,000	-	0.20
8	Mr. Nitin Chaudhary	2,815	0	2,815	2,815	0.11
9	Mr. N. Gurunath	1,200	0	1,200	1,200	0.05
10	Mr. Sridhar Easwaran	1,080	0	1,080	1,080	0.04
11	Mr. Ritesh Nair	519	0	519	519	0.02
12	Ms. Poorna Pushkala Chandrasekaran	450	0	450	450	0.02
13	Accel Growth Fund V L.P	100	1,10,075	1,10,175	-	4.46
14	responsAbility SICAV (Lux) Micro and SME Finance Leaders	100	22,583	22,683	-	0.92
15	Teachers Insurance and Annuity Association of America	100	2,66,730	2,66,830	40,000	10.80
16	Mr. Jayottam Ganguly	10	0	10	10	0.00
17	Mr. Jagadeesan J	10	0	10	10	0.00
18	Mr. Suresh Babu G	10	0	10	10	0.00
19	Mr. Ramaraj Rajasekhar	0	41,850	41,850	41,850	1.69
20	Mr. Pravesh Sharma	0	1,912	1,912	1,912	0.08
21	Mr. Amol Patil	0	2,647	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	-	4.94
23	Mr. Colladi Venkatesan Janakiraman	0	1,000	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	4,000	0.16
	Total	5,73,861	18,97,819	24,71,680	13,50,919	100.00

viii. Top 10 shareholders of the Company

The list of top 10 shareholders of the Company as on the latest quarter ended September 30, 2023

S. No.	Name of the Shareholder	Equity Shares	CCPS	No. of Shares on fully diluted basis	No. of shares held in Demat form	% of holding on fully diluted basis
1	Accel India V (Mauritius) Ltd	75,733	3,84,949	4,60,682	4,60,682	18.64
2	Elevor- M- III	7,571	4,21,522	4,29,093	3,85,645	17.36
3	responsAbility Agriculture I, SLP	7,637	3,66,594	3,74,231	-	15.14
4	Teachers Insurance and Annuity Association of America	100	2,66,730	2,66,830	40,000	10.80
5	Mr. Anil Kumar S G	2,38,257	0	2,38,257	2,38,257	9.64
6	Samunnati Employees Stock Option Plan Welfare Trust represented by its Trustee Ms. Aruna Subbaraman	2,13,523	0	2,13,523	-	8.64
7	Elevor I-IV AIF	19,746	1,48,957	1,68,703	1,68,832	6.83
8	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	-	4.94
9	Accel Growth Fund V L.P	100	1,10,075	1,10,175	-	4.46
10	responsAbility SICAV (Lux) Micro and SME Finance Leaders	100	22,583	22,683	-	0.92

IX. DIRECTORS OF THE COMPANY

i. The details of the current directors of the Company is given below:

S. No.	Name of the Directors	Designation	Age	Address	DIN	Date of appointment	Details of other directorship	Whether willful defaulter (Yes/No)
1	Mr. Narsimhan Srinivasan	Independent Director	69	T2, 403, Kapil Malhar, Baner Road, Baner, Pune, 411045, Maharashtra, India	01501266	06/03/2015	Equitas Small Finance Bank Limited	No
2	Mr. Sunil Satyapal Gulati	Independent Director	62	Flat No.703, Sterling Sea Face, Dr. AB	00016990	25-09-2017	Varthana Finance	No

				Road, Near Poonam Chambers, Worli, Mumbai - 400018			Private Limited	
							Tapstart Capital Private Limited	
							PNB Metlife India Insuranc e Company Limited	
							Fincare Small Finance Bank Limited	
							Boson Systems Private Limited	
							Merisis Advisors Private Limited	
							Visage Holdings and Finance Private Limited	
							Arthan Finance Private Limited	
							SBI Mutual Fund Trustee	

							Company Private Limited Perfios Account Aggregation Services Private Limited Revgro Capital Private Limited	
3	Mr. Krishnan K	Independent Director	69	2B, Block D, Raintree Apartments, 21 Venus Colony, 2 nd Cross Street, Alwarpet, Chennai - 600018	01109189	15/02/1955	Thinksynq Solutions Private Limited EM3 Agriservices Private Limited Chennai Business School Limited	
4	Ms. Jyotsna Krishnan	Nominee Director	42	1031, Prestige Woodland Park, Banaswadi Main Road, Next to ITC Infotech, Maruthisevanagar, Cox Town, Bengaluru, Karnataka - 560005	06572288	06/03/2015	Elevar Advisors Private Limited QFI Technologies Private Limited Curebay Technologies Private Limited	No

							Empact NXT Advisory Private Limited	
5	Mr. Mahendran Balachandran	Nominee Director	59	301, F Block, 3, Raheja Residency, Koramangla, Bangalore - 560034	00121 640	17/03/20 17	Vinculum Solutions Private Limited Probe Informati on Services Private Limited Universal Sportsbiz Private Limited Power2s me Private Limited Sayre Therape utics Private Limited Indifi Technolo gies Private Limited Mynvax Private Limited	No
6	Mr. Akshay Dua	Nominee Director	44	H.No.V- 11/57, DLF PH-3, BLOCK- V, VILL	03144 843	08/02/20 18	Wingree ns Farms Private Limited	No

				Nathupur, Gurgaon - 122002			Sara Plast Private Limited Suminter India Organics Private Limited Arthasha stra Fintech 7Private Limited	
7	Mr. Stephen Dongwon Lee	Nominee Director	4	3 Hullet Road 08-03 ,NA,Singapor e,22 9158,NA,Sing apore	08640 160	30/11/20 23	Kinara Capital Private Limited Aviom India Housing Finance Private Limited Arohan Financial Services Limited Aavishka ar Venture Managem ent Services Private Limited	No
8	Mr. Anil Kumar S G	Founder and CEO	60	No. 1402, Aurora Block, 14th Floor, ASV Alexandria, Sholinganallu	01189 011	23/06/20 14	Samunna ti Agro Solutions Private Limited	No

				r, Chennai - 600119			Ripples of Change Foundation Samunna ti Finance Private Limited Samunna ti Investment Management Services Private Limited	
9	Mr. Gurunath N	Wholetime Director	60	Plot No.16, Ahaan Old 116, New 49, Govind Royal Enclave, Vettuvankeni , Injambakkam , Kancheepura m - 600115	02799 586	21/06/20 17	Samunna ti Finance Private Limited Tequip Software Solutions (OPC) Private Limited	No

ii. Change in directors:

The details of change in directors in the preceding three financial years and current financial year:-

Name	Designation	DIN	Date of appointment	Date of cessation, if applicable	Date of resignation, if applicable	Remarks
Mr. Krishnan K	Independent Director	01109189	18.09.2023			NIL
Dr. Venkatesh Tagat	Independent Director	02728441		17.09.2023		NIL
Ms. Rekha Natrajan Unnithan	Nominee Director	08354141		29.11.2023		NIL

Mr. Stephen Dongwon Lee	Nominee Director	08640160	30.11.2023			NIL
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iii. Details of directors' remuneration, and such particulars of the nature and extent of their interests in the issuer (during the current year and preceding three financial years)

INR MN

Sr No.	Name of the Director	2022-23	2021-22	2020-21	2019-20
1.	Mr. Anil Kumar S G	23.02	21.75	18.12	16.50
2.	Mr. Gurunath N	8.20	11.86	8.28	8.05

- a. Remuneration payable or paid to a director by the issuer, its subsidiary or associate company; shareholding of the director in the company, its subsidiaries and associate companies on a fully diluted basis;

Details of remuneration to executive directors is given above. No remuneration except sitting fee is paid to Independent Directors. Other directors are not paid any remuneration.

- b. Appointment of any relatives to an office or place of profit of the issuer, its subsidiary or associate company; NIL

- c. Full particulars of the nature and extent of interest, if any, of every director:

- i. in the promotion of the issuer company; or

NIL

- ii. in any immoveable property acquired by the issuer company in the two years preceding the date of the issue document or any immoveable property proposed to be acquired by it; or

NIL

- iii. where the interest of such a director consists in being a member of a firm or company, the nature and extent of his interest in the firm or company, with a statement of all sums paid or agreed to be paid to him or to the firm or company in cash or shares or otherwise by any person either to induce him to become, or to help him qualify as a director, or otherwise for services rendered by him or by the firm or company, in connection with the promotion or formation of the issuer company shall be disclosed

NIL

- iv. Contribution being made by the directors as part of the offer or separately in furtherance of such objects.

Not Applicable

- v. Any financial or other material interest of the directors, promoters, key managerial personnel or senior management in the offer and the effect of such interest in so far as it is different from the interests of other persons.

Not Applicable

X. AUDITORS OF THE COMPANY

i. Current auditor

The details of the auditors of the Company:

Name	Address	Date of Appointment
PKF SRIDHAR & SANTHANAM LLP	PKF SRIDHAR & SANTHANAM LLP, KRD GEE GEE Crystal, 7th Floor, 91-92, Dr. Radhakrishnan Salai, Mylapore, Chennai 600 004.	August 31, 2021

ii. Details of change in auditors:

Details of change in auditor for preceding three financial years and current financial year:-

Name	Address	Date of Appointment	Date of Cessation, if applicable	Date of resignation, if applicable
Walker Chandiok & Co LLP	Walker Chandiok & Co LLP, 7 th Floor, Prestige Polygon, 471, Anna Salai, Teynampet, Chennai - 600018 Tamil Nadu	September 30, 2015	NA	August 31, 2021
PKF SRIDHAR & SANTHANAM LLP	PKF SRIDHAR & SANTHANAM LLP, KRD GEE GEE Crystal, 7th Floor, 91-92, Dr. Radhakrishnan Salai, Mylapore, Chennai 600 004.	August 31, 2021	NA	NA

XI. DETAILS OF THE BORROWING OF THE COMPANY AS ON THE LATEST QUARTER END

Details of the following liabilities of the issuer, as at the end of the last quarter, i.e 30th September 2023, or if available, a later date :

i. Secured Loan Facilities

As on September 2023

Lender's Name	Type of facility and currency	Sanction Amount (in Rs Mn)	Outstanding Principal Amount (in Rs. Mn)	Repayment date	Security	Credit Rating, if applicable	Asset Classification
FMO	Debenture	448.00	224.00	15-Dec-23	100%		Standard
Triodos	Debenture	450.00	450.00	24-Sep-24	101%		Standard
Triodos	Debenture	448.00	224.00	15-Dec-23	101%		Standard
Symbiotics	Debenture	506.25	0.05	20-Aug-25	100%		Standard
Symbiotics	Debenture	345.00	345.00	15-Jul-26	100%		Standard
Symbiotics	Debenture	585.00	585.00	02-Aug-28	100%		Standard
responsAbility	Debenture	245.00	245.00	17-Apr-25	110%		Standard
DWM	Debenture	354.00	354.00	30-Apr-24	100%		Standard
Blue Orchard	Debenture	400.00	300.00	30-Apr-24	105%		Standard
Blue Orchard	Debenture	594.00	594.00	15-Feb-26	105%		Standard
Incofin	Debenture	244.00	244.00	06-Sep-24	105%		Standard
Vivriti Asset Management	Debenture	370.00	185.00	28-Dec-24	110%		Standard
Alteria Capital	Debenture	250.00	235.29	01-Feb-25	110%		Standard
Northern Arc	Commercial Paper	250.00	250.00	28-Nov-23	0%		Standard
Triple Jump	ECB	353.18	117.79	14-Aug-25	100%		Standard
Triple Jump	ECB		117.66	14-Aug-25	100%		Standard
Triple Jump	ECB	332.64	332.64	16-Jun-25	100%		Standard
USDFC	ECB	1,640.00	624.00	15-Mar-29	115%		Standard
IDFC First Bank	Term Loan	750.00	300.00	05-Sep-24	110%		Standard
IDFC First Bank	Term Loan	250.00	218.75	25-May-25	110%		Standard
Incred	Term Loan	150.00	127.09	10-Dec-24	110%		Standard

MAS Financial Services	Term Loan	150.00	100.00	25-Mar-24	115%		Standard
MAS Financial Services	Term Loan	150.00	100.00	25-Mar-24	115%		Standard
MAS Financial Services	Term Loan	100.00	66.67	25-Mar-24	115%		Standard
MAS Financial Services	Term Loan	100.00	88.89	05-Apr-24	115%		Standard
MAS Financial Services	Term Loan	100.00	88.89	05-Apr-24	115%		Standard
MAS Financial Services	Term Loan	100.00	88.89	05-Apr-24	115%		Standard
Nabkisan Finance	Term Loan	150.00	62.50	01-Nov-24	110%		Standard
Nabsamruddhi	Term Loan	150.00	4.88	31-Oct-23	110%		Standard
State Bank of India	Term Loan	400.00	48.80	01-Jul-24	133%		Standard
State Bank of India	Term Loan	150.00	54.40	30-Jul-24	133%		Standard
Northern Arc	Term Loan	300.00	51.82	05-Oct-23	110%		Standard
Northern Arc	Term Loan	350.00	235.75	25-Jan-24	110%		Standard
Northern Arc	Term Loan	300.00	300.00	05-Apr-24	110%		Standard
Vivriti Capital	Term Loan	300.00	225.00	15-Mar-25	110%		Standard
Vivriti Capital	Term Loan	250.00	170.00	25-Oct-24	110%		Standard
Maanaveeya	Term Loan	250.00	35.80	20-Dec-23	110%		Standard
Maanaveeya	Term Loan	350.00	250.00	31-May-25	110%		Standard
TATA Capital	Term Loan	100.00	100.00	15-Sep-25	110%		Standard
CSB Bank	Term Loan	300.00	75.00	31-Mar-24	110%		Standard
Chola Finance	Term Loan	75.00	54.94	05-Feb-25	110%		Standard
Magnet	Term Loan	160.00	37.50	01-Jan-25	110%		Standard
Magnet	Term Loan	200.00	150.00	01-Apr-25	110%		Standard
IDFC Bank	FD OD	200.00	-		100%		Standard

IDFC Bank	CC	20.00	-	19-May-24	110%		Standard
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ii. **Details of Unsecured Loan**

The Company has availed unsecured loan as on the latest quarter end on 30th September 2023:

Lender's Name	Type of facility	Sanction Amount (in Rs. Lakhs)	Outstanding Principal Amount (in Rs. Lakhs)	Repayment date or Schedule	Credit Rating, if applicable
Nil	Nil	Nil	Nil	Nil	Nil

iii. **Non-Convertible Debentures**

Details of Debentures

The details of outstanding non-convertible securities in the following format:

Institution	Tenure (Months)	ROI	Amount Sanctioned in INR Mn	Date of Disbursement	Last Due Date	Credit rating	Secured/unsecured	Security
FMO: Entrepreneurial Development Bank	48	12.30%	353.10	12-Dec-18	12-Dec-22	CRISIL BBB+	Secured	Book debt hypothecation
FMO: Entrepreneurial Development Bank	36	12.06%	448.00	15-Dec-20	15-Dec-23	CRISIL BBB+	Secured	Book debt hypothecation
Triodos	36	12.75%	450.00	24-Sep-18	24-Sep-21	CRISIL BBB+	Secured	Book debt hypothecation
Triodos	36	12.06%	448.00	15-Dec-20	15-Dec-23	CRISIL BBB+	Secured	Book debt hypothecation
CSB	36	12.75%	150.00	17-Jun-20	17-Jun-23	CRISIL BBB+	Secured	Book debt hypothecation
DCB Bank Ltd	36	13.00%	50.00	19-Jun-20	19-Jun-23	CRISIL BBB+	Secured	Book debt hypothecation
Bank of India	36	12.00%	250.00	17-Jul-20	17-Jul-23	CRISIL BBB+	Secured	Book debt hypothecation

Symbiotics	60	12.39%	506.25	20-Aug-20	20-Aug-25	CRISIL BBB+	Secured	Book debt hypothecation
Symbiotics	60	10.70%	345.00	26-Jul-21	15-Jul-26	CRISIL BBB+	Secured	Book debt hypothecation
responsAbility	33	11.72%	330.00	25-Sep-20	25-Jun-23	CRISIL BBB+	Secured	Book debt hypothecation
DWM	36	12.30%	354.00	31-Mar-21	1-Apr-24	CRISIL BBB+	Secured	Book debt hypothecation
Blue Orchard	36	11.00%	400.00	5-Apr-21	5-Apr-24	CRISIL BBB+	Secured	Book debt hypothecation
Incofin	36	10.85%	244.00	6-Sep-21	6-Sep-24	CRISIL BBB+	Secured	Book debt hypothecation
Vivriti Asset Management	36	11.60%	370.00	28-Dec-21	27-Dec-24	CRISIL BBB+	Secured	Book debt hypothecation

iv. Details of commercial paper issuances as at the end of the last quarter in the following format

As of 30th September 2023, the company hasn't issued any commercial papers.

List of Top 10 ten holders of non-convertible securities in terms of value (on a cumulative basis):

Sr. No	Name of Holders	Category of holder	Face value of holding in INR Mn	Holding as a % of total outstanding non-convertible securities of the issuer
1	FMO		448.00	8%
2	Triodos		450.00	8%
3	Triodos		448.00	8%
4	CSB		150.00	3%
5	DCB Bank Ltd		50.00	1%
6	Bank of India		250.00	5%
7	Symbiotics		506.25	9%
8	Symbiotics		345.00	6%
9	Symbiotics		585.00	11%
10	Responsibility		330.00	6%
11	DWM		354.00	6%
12	Blue Orchard		400.00	7%
13	Blue Orchard		594.00	11%
14	Incofin		244.00	4%

15	Vivriti Asset Management		370.00	7%
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v. **List of Top 10 holders of Commercial Paper in terms of value (in cumulative basis)**

Sr. No	Name of Debenture Holders	Category of holder	Face value of holding	Holding as a % of total commercial paper outstanding of the issuer
	Not Applicable			

vi. **Other Borrowings**

Details of bank fund based facilities/ Rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares) as on September 30, 2023: Not Applicable

Party Name	Type of Facility / Instrument	Amount Sanctioned / Issue	Principal Amount outstanding	Date of Repayment / Schedule	Credit Rating	Secured / Unsecured	Security
Not Applicable							

vii. The amount of corporate guarantee or letter of comfort issued by the issuer along with name of the counterparty (like name of the subsidiary, joint venture entity, group company, etc.) on behalf of whom it has been issued, contingent liability including debt service reserve account guarantees/ any put option etc. (Details of any outstanding borrowings taken/ debt securities issued for consideration other than cash). This information shall be disclosed whether such borrowing/ debt securities have been taken/ issued:

- i. in whole or part,
- ii. at a premium or discount, or
- iii. in pursuance of an option or not:

Name:	Samunnati Agro Solutions Pvt. Limited
Nature of counter Party:	Subsidiary
Amount:	₹ 2199.23 Mn

XII. **ADDITIONAL DISCLOSURES BY NBFC AS REQUIRED UNDER CHAPTER IV OF SEBI MASTER CIRCULAR 2021**

As set out ANNEXURE XI: SPECIFIC DISCLOSURES REQUIRED FROM NBFC of this Placement Memorandum.

XIII. **Defaults in borrowing**

The details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities, commercial paper (including technical delay) and other financial indebtedness including corporate guarantee or letters of comfort issued by the company, in the preceding three years and the current financial year:

NIL

XIV. Material event/ development affecting investment decision

Any material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the issuer/promoters, litigations resulting in material liabilities, corporate restructuring event etc.) at the time of issue which may affect the issue or the investor's decision to invest / continue to invest in the non-convertible securities/ commercial paper.

The Issuer hereby declares that there has been no material event, development or change on the financials/credit quality (e.g. any material regulatory proceedings against the Issuer/promoters, tax litigations resulting in material liabilities, corporate restructuring event etc.) at the time of issue, which may affect the Issue or the Investor's decision to invest/ continue to invest in the debt securities of the Issuer.

XV. Any litigation or legal action pending or taken by a Government Department or a statutory body or regulatory body during the three years immediately preceding the year of the issue of the issue document against the promoter of the company.

NIL

XVI. Details of default and non-payment of statutory dues for the preceding three financial years and current financial year.;

NIL

XVII. Details of pending litigation involving the issuer, promoter, director, subsidiaries, group companies or any other person, whose outcome could have material adverse effect on the financial position of the issuer, which may affect the issue or the investor's decision to invest / continue to invest in the debt securities and/ or non-convertible redeemable preference shares.

Nil

XVIII. Details of acts of material frauds committed against the issuer in the preceding three financial years and current financial year, if any, and if so, the action taken by the issuer.

Nil

XIX. Details of pending proceedings initiated against the issuer for economic offences, if any.

Nil

XX. Related party transactions entered during the preceding three financial years and current financial year with regard to loans made or, guarantees given or securities provided.

Nature of Transaction	As at	As at	As at
	31-03-2023	31-03-2022	31-03-2021
<u>Samunnati Agro Solutions Private Limited</u>			
Loans given	4265.00	3000.00	700.00

Nature of Transaction	As at	As at	As at
	31-03-2023	31-03-2022	31-03-2021
Loans Repaid	5465.00	2050.00	670.00
Interest income on Loans	133.04	95.75	46.70
Corporate Guarantee Provided	2199.23	249.77	350.00
Investment in Equity Shares (Non-Current)	999.24	-	-
Income from subsidiary for shared services	21.49	44.59	47.73
Salaries and wages (Deputation Charges)	2.87	2.10	19.11
<u>Samunnati Foundation</u>			
Donations made	-	-	2.18
Investment in Share capital	-	8.40	0.10
Loans given	1.10	-	-
<u>Samunnati Agri Innovations Lab Private Limited</u>			
Investment in equity shares	50.00	813.64	-
Loan given	155.00	5.50	-
Loans repaid	69.75	-	-
Interest Income	5.57	0.17	-
<u>Samunnati Finance Private Limited</u>			
Investment in equity shares	-	25.00	-
Re-imbursement of expenses	-	0.32	-
<u>Samunnati Investment Management Services Private Limited</u>			
Investment in equity shares	1.00	-	-
Loan given	0.01	-	-
<u>Anil Kumar S G</u>			
Remuneration	23.02	21.75	18.12
<u>Gurunath N</u>			
Remuneration	8.20	11.86	8.28
<u>Nitin Chaudhary</u>			
Remuneration	-	9.12	8.86
Loans given	-	-	1.00
Loans Repaid	-	0.15	0.85
<u>Ashok Dhamankar</u>			
Remuneration	-	16.94	12.74
<u>Niranjan Chandrasekaran</u>			
Remuneration paid	-	-	0.17
<u>Ashwini Venkataraman</u>			
Remuneration	-	0.28	0.28
<u>Arunkumar Sridharan</u>			
Remuneration paid	3.20	0.10	-
<u>Lalit Malik</u>			
Remuneration paid	1.98	-	-
<u>Sitting Fees paid</u>			
Sunil Satyapal Gulati	0.85	1.26	0.83
Narasimhan Srinivasan	0.85	1.11	0.70

Nature of Transaction	As at	As at	As at
	31-03-2023	31-03-2022	31-03-2021
Venkatesh Tagat	0.85	0.76	0.53

(In INR Millions)

- XXI. The issue document shall not include a statement purporting to be made by an expert unless the expert is a person who is not, and has not been, engaged or interested in the formation or promotion or management, of the company and has given his written consent to the issue of the issue document and has not withdrawn such consent before the delivery of a copy of the issue document to the Registrar (as applicable) for registration and a statement to that effect shall be included in the issue document.

Not Applicable

- XXII. Declaration in case of public issue with regards to the following:

- a. procedure of allotment of debt securities and non-convertible redeemable preference shares and unblocking of funds in case of refund;

N.A.

- b. a statement by the Board of Directors about the separate bank account where all monies received out of the issue are to be transferred, and disclosure of details of all monies including utilised and unutilised monies out of the previous issue in the prescribed manner;

N.A.

- c. the details of all utilized and unutilised monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized, the purpose for which such monies have been utilized, and the securities or other forms of financial assets in which such unutilized monies have been invested; and

N.A.

- d. the interim use of funds, if any.

N.A.

- XXIII. Consent of directors, auditors, bankers to issue, trustees, solicitors or advocates to the issue, legal advisors to the issue, lead managers to the issue, Registrar to the Issue, and lenders (if required, as per the terms of the agreement) and experts.

- Not Applicable

- XXIV. The names of the debenture trustee(s) shall be mentioned with statement to the effect that debenture trustee(s) has given its consent for appointment along with the copy of the consent letter from the debenture trustee.**

Catalyst Trusteeship Limited has been appointed as Debenture Trustee for the proposed Issue. The Debenture Trustee has given their consent to the Issuer for its appointment under the Securities and Exchange Board Of India (Issue And Listing Of Non-Convertible Securities) Regulations, 2021, as amended up to date, and a copy of the consent letter is enclosed as Error! Reference source not found. to this Placement Memorandum. The Company will enter into a Trusteeship Agreement/ Debenture Trust Deed, inter-alga, specifying the powers, authorities and obligations of the Company and the Debenture Trustee in respect of the Debenture.

All rights and remedies under the Debenture Trust Deed / Trusteeship Agreement shall rest in and be exercised by the Debenture Trustee without having it referred to the Debenture holders. Any payment made by the Company to the Debenture Trustee on behalf of the Debenture holder(s) shall discharge the Company to that extent to the Debenture holder(s). No Debenture holder shall be entitled to proceed directly against the Company unless the Debenture Trustee, having become so bound to proceed, fails to do so.

Company reserves the rights to appoint any other SEBI registered Trustee.

- XXV. If the security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed. In case such document does not contain detailed payment structure (procedure of invocation of guarantee and receipt of payment by the investor along with timelines), the same shall be disclosed in the offer document.**

Not applicable.

- XXVI. Disclosure of Cash flow with date of interest/dividend/ redemption payment as per day count convention.**

a. The day count convention for dates on which the payments in relation to the debt securities /non- convertible redeemable preference shares which need to be made, should be disclosed.

Coupon and all other charges shall accrue based on actual/actual day count convention in accordance with the SEBI Circular on day count convention dated November 11, 2016, as may be amended from time to time.

b. Procedure and time schedule for allotment and issue of securities should be disclosed;

The issue schedule for the issue of the Debentures is as follows:

PARTICULARS	DATE
Issue Opening Date	January 12, 2024
Issue Closing Date	January 12, 2024
Pay In Date	January 12, 2024
Deemed Date of Allotment	January 12, 2024

Date of earliest closing of the issue, if any	Not Applicable
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Please also refer Section 7 (*Application Process*).

c. Cash flows emanating from the debt securities / non- convertible redeemable preference shares shall be mentioned in the offer document, by way of an illustration.

As set out **Error! Reference source not found.** of this Placement Memorandum.

XXVII. Disclosures pertaining to wilful defaulter:

The disclosures pertaining to wilful defaulter is as provided in **Error! Reference source not found.** 9 (*Disclosure Pertaining to Wilful Default*) of this Placement Memorandum.

XXVIII. UNDERTAKING BY THE ISSUER

Please refer to Section 3 (*Undertaking of the Issuer*) of this Placement Memorandum.

XXIX. Risk Factors

Please refer to Section 4 (*Risk Factors*) of this Placement Memorandum.

XXX. Other Details

1. DRR creation - relevant regulations and applicability

Not Applicable as the Issuer is a Non-banking finance company.

2. Issue/ instrument specific regulations

The Debentures are governed by and will be construed in accordance with the Indian Law. The Issuer, the Debentures and Issuer's obligations under the Debentures shall, at all times, be subject to the directions of the Reserve Bank of India (RBI), Securities & Exchange Board of India (SEBI), Stock Exchanges, Companies Act, 2013 and other applicable laws and regulations from time to time.

Over and above, the said debentures shall be subject to the term and conditions as contained in the offer letter /term sheet, application form and the Debenture Trust Deed / Trustee Agreement.

3. Default in Payment;

Nil

Please refer to the column on "Default Interest Rate" under Section 8 (*Summary of Terms*) of Placement Memorandum

4. Delay in Listing:

The Debentures are proposed to be listed on Bombay Exchange of India Ltd. (BSE'), being the Designated Stock Exchange. The details of BSE Limited are as below:

The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Phone: +91 22 2272 1233/4
Fax: +91 22 2272 1919

In accordance with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time, read together with the requirements in respect of the timelines for listing of debt securities issued on a private placement basis prescribed in Chapter VII (Standardization of timelines for listing of securities issued on a private placement basis) of the SEBI circular no. SEBI/HO/DDHS/PoD1/P/CIR/2023/119 dated August 10, 2021 on "Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper", the Issuer confirms that in the event there is any delay in listing of the Debentures beyond 3 (three) Business Days from the date of closure of the issue for the Debentures, the Company (i) will pay to the Debenture Holders, penal interest of 1% (one percent) per annum over the Coupon Rate for the period of delay (from the date of allotment to the date of listing) from the date of closure of the issue for the Debentures until the listing of the Debentures is completed.

5. Delay in allotment of securities:

- (i) The Issuer shall ensure that the Debentures are allotted to the respective Debenture Holders and are credited into the demat accounts of the relevant Debenture Holders within the timelines prescribed under the SEBI Listing Timelines Requirements.
- (ii) If the Issuer fails to allot the Debentures to the Applicants within 60 (sixty) calendar days from the date of receipt of the Application Money ("**Allotment Period**"), it shall repay the Application Money to the Applicants within 15 (fifteen) calendar days from the expiry of the Allotment Period ("**Repayment Period**").
- (iii) If the Issuer fails to repay the Application Money within the Repayment Period, then Issuer shall be liable to repay the Application Money along with interest at 12% (twelve percent) per annum from the expiry of the Allotment Period.

6. Issue details:

As detailed in Section 7 (*Application Process*) of this Placement Memorandum.

7. Disclosure prescribed under PAS-4 of Companies (Prospectus and Allotment of Securities), Rules, 2014 but not contained in this schedule, if any.

The finalised form of the PPOA prepared in accordance with the Form PAS 4 prescribed under the Companies (Prospectus and Allotment of Securities), Rules, 2014 is provided as Error! Reference source not found.. Please refer **Error! Reference source not found.** for all disclosures required under the Companies (Prospectus and Allotment of Securities), Rules, 2014 are set out therein.

8. Project details: gestation period of the project; extent of progress made in the project; deadlines for completion of the project; the summary of the project appraisal report (if any), schedule of implementation of the project;

Not applicable

9. The issue document shall include the following other matters and reports, namely:

- (a) If the proceeds, or any part of the proceeds, of the issue of the debt securities/nonconvertible redeemable preference shares are or is to be applied directly or indirectly:

- (1) in the purchase of any business; or
- (2) in the purchase of an interest in any business and by reason of that purchase, or anything to be done in consequence thereof, or in connection therewith, the company shall become entitled to an interest in either the capital or profits and losses or both, in such business exceeding fifty per cent. thereof, a report made by a chartered accountant (who shall be named in the issue document) upon -
 1. the profits or losses of the business for each of the three financial years immediately preceding the date of the issue of the issue document; and
 2. the assets and liabilities of the business as on the latest date to which the accounts of the business were made up, being a date not more than one hundred and twenty days before the date of the issue of the issue document.

Not Applicable

- (b) In purchase or acquisition of any immoveable property including indirect acquisition of immoveable property for which advances have been paid to third parties, disclosures regarding:

- (1) the names, addresses, descriptions and occupations of the vendors;
- (2) the amount paid or payable in cash, to the vendor and where there is more than one vendor, or the company is a sub-purchaser, the amount so paid or payable to each vendor, specifying separately the amount, if any, paid or payable for goodwill;
- (3) the nature of the title or interest in such property proposed to be acquired by the company; and
- (4) the particulars of every transaction relating to the property completed within the two preceding years, in which any vendor of the property or any person who is or was at the time of the transaction, a promoter or a director or proposed director of the company, had any interest, direct or indirect, specifying the date

of the transaction and the name of such promoter, director or proposed director and stating the amount payable by or to such vendor, promoter, director or proposed director in respect of the transaction:

Provided that if the number of vendors is more than five, then the disclosures as required above shall be on an aggregated basis, specifying the immovable property being acquired on a contiguous basis with mention of the location/total area and the number of vendors from whom it is being acquired and the aggregate value being paid. Details of minimum amount, the maximum amount and the average amount paid/payable should also be disclosed for each immovable property.

Not Applicable

(c) If:

- (1) the proceeds, or any part of the proceeds, of the issue of the debt securities/non-convertible redeemable preference shares are or are to be applied directly or indirectly and in any manner resulting in the acquisition by the company of shares in any other body corporate; and
- (2) by reason of that acquisition or anything to be done in consequence thereof or in connection therewith, that body corporate shall become a subsidiary of the company, a report shall be made by a Chartered Accountant (who shall be named in the issue document) upon -
 1. the profits or losses of the other body corporate for each of the three financial years immediately preceding the issue of the issue document; and
 2. the assets and liabilities of the other body corporate as on the latest date to which its accounts were made up.

(d) The said report shall:

- (1) indicate how the profits or losses of the other body corporate dealt with by the report would, in respect of the shares to be acquired, have concerned members of the issuer company and what allowance would have been required to be made, in relation to assets and liabilities so dealt with for the holders of the balance shares, if the issuer company had at all material times held the shares proposed to be acquired; and
- (2) where the other body corporate has subsidiaries, deal with the profits or losses and the assets and liabilities of the body corporate and its subsidiaries in the manner as provided in paragraph (c) (ii) above.

Not Applicable

(e) The broad lending and borrowing policy including summary of the key terms and conditions of the term loans such as re-scheduling, prepayment, penalty, default; and where such lending or borrowing is between the issuer and its subsidiaries or associates,

matters relating to terms and conditions of the term loans including rescheduling, prepayment, penalty, default shall be disclosed. Nil

- (f) The aggregate number of securities of the issuer company and its subsidiary companies purchased or sold by the promoter group, and by the directors of the company which is a promoter of the issuer company, and by the directors of the issuer company and their relatives, within six months immediately preceding the date of filing the issue document with the Registrar of Companies, shall be disclosed. NIL

- (g) The matters relating to:

(1) Material contracts:

Material contracts and agreements

S. No.	Nature of Contract
1.	Certified true copy of the Memorandum & Articles of Association of the Issuer.
2.	Board Resolution dated February 06, 2023, authorizing the issue of Debentures offered under the terms of this Placement Memorandum.
3.	Shareholders' Resolution dated March 15, 2023, authorizing the issue of non-convertible debentures by the Company.
4.	Finance Committee Resolution dated January 06, 2024, authorizing the issue of non-convertible debentures by the Company.
5.	Copies of Annual Reports of the Company for the last three financial years.
6.	Credit rating letter from the Rating Agency dated January 04, 2024.
7.	Letter from Debenture Trustee dated December 19, 2023 giving its consent to act as Debenture Trustee. ("Consent Letter").
8.	Letter for Registrar and Transfer Agent dated December 27, 2023.
9.	Certified true copy of the certificate of incorporation of the Company.
10.	Certified true copy of the tripartite agreement between the Company, the Registrar & Transfer Agent and the NSDL/CDSL dated May 5, 2017.
11.	Debenture Trustee Agreement dated January 08, 2024 executed between the Issuer and the Debenture Trustee.
12.	Debenture Trust Deed date January 11, 2024 executed between the Issuer and the Debenture Trustee.

- (2) Time and place at which the contracts together with documents will be available for inspection from the date of issue document until the date of closing of subscription list.

The contracts and documents referred to hereunder are material to the Issue, may be inspected at the registered office of the Company between 10.00 am to 4.00 pm on Business Days.

- (h) Reference to the relevant page number of the audit report which sets out the details of the related party transactions entered during the three financial years immediately preceding the issue of issue document. Refer Page 57

- (i) The summary of reservations or qualifications or adverse remarks of auditors in the three financial years immediately preceding the year of issue of issue document, and of their impact on the financial statements and financial position of the company, and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remarks. Nil
- (j) The details of: any inquiry, inspections or investigations initiated or conducted under the securities laws or Companies Act, 2013 (18 of 2013) or any previous companies law; prosecutions filed, if any (whether pending or not); and fines imposed or offences compounded, in the three years immediately preceding the year of issue of issue document in the case of the issuer being a company and all of its subsidiaries. nil
- (k) The details of acts of material frauds committed against the issuer in the preceding three financial years and current financial year, if any, and actions taken by the issuer. Nil

10. Other compliances

This issue is done in compliance with Master Direction on Money Market Instruments: Call/Notice Money Market, Commercial Paper, Certificates of Deposit and Non-Convertible Debentures (original maturity up to one year) dated July 07, 2016. Details of the disclosures are as set out in **Error! Reference source not found.**

SECTION 7 APPLICATION PROCESS

I. Who can invest /apply?

The investors, who specifically approached, who are eligible to apply for this private placement of Debentures are mentioned in the Term Sheet. All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue.

All such Investors / transferees are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue of / purchasing the Debentures and with respect to any subsequent transfer of the Debentures and shall be bound by the terms and conditions of the Debentures as set out in this Placement Memorandum. It is clarified that applications are not to be made by a 'person resident outside India' as defined under the Foreign Exchange Management Act, 1999 (including foreign portfolio investors, non-resident Indians, overseas corporate bodies, etc.)

Only Eligible Investors as given hereunder may apply for the Debentures by completing the Application Form as set out in Error! Reference source not found. in the prescribed format in BLOCK LETTERS in English as per the instructions contained therein. The minimum number of Debentures that can be applied for and the multiples thereof shall be set out in the relevant Application Form. No application can be made for a fraction of a Debenture. The series of Debentures applied for must be clearly indicated in the Application Form. Application Forms should be duly completed in all respects and applications not completed in the said manner are liable to be rejected. The name of the applicant's bank, type of account and account number must be duly completed by the applicant. This is required for the applicant's own safety and these details will be printed on the refund orders and interest/ redemption warrants.

An Application Form must be accompanied by either demand draft(s) or cheque(s) drawn or made payable in favour of the Issuer or otherwise as may be set out in the Application Form and crossed "Account Payee Only". Cheque(s) or demand (s) may be drawn on any bank including a co-operative bank, which is a member or a sub-member of the bankers clearing house located at Chennai. If permitted, the applicant may transfer payments required to be made in relation to any by electronic transfer of funds/RTGS, to the bank account of the Issuer as per details mentioned in the Application Form.

Force Majeure: The Company reserves the right to withdraw the issue prior to the closing date in the event of any unforeseen development adversely affecting the economic and regulatory environment. The Company reserves the right to change the Issue Schedule.

Right to Accept or Reject Applications: The Company reserves its full, unqualified and absolute right to accept or reject the application, in part or in full, without assigning any reason thereof. The rejected applicant will be intimated along with the refund warrant, if applicable. No interest on application money will be paid on rejected applications. The application form that is not complete in all respects is liable to be rejected and would not be paid any interest on the application money. Application would be liable to be rejected on one or more technical grounds, including but not restricted to:

- A. Number of Debentures applied for is less than the minimum application size;
- B. Application exceeding the issue size;
- C. Bank account details not given;
- D. Details for issue of Debentures in electronic or dematerialised form not given; PAN or GIR and IT Circle or Ward or District not given;

- E. In case of applications under Power of Attorney by limited companies, corporate bodies, trusts, etc. relevant documents not submitted;
- F. In the event, if any Debentures applied for is or are not allotted in full, the excess application monies of such Debentures will be refunded, as may be permitted.

Basis of Allotment:

Notwithstanding anything stated elsewhere, the Company reserves the right to accept or reject any application, in part or in full, without assigning any reason. Subject to the aforesaid, in case of over subscription, priority will be given to Investors on a first cum first serve basis. The Investors will be required to remit the funds as well as submit the duly completed Application Form along with other necessary documents to the Company by the Deemed date of allotment.

Deemed date of allotment for the issue is January 13, 2025, by which date Investors would be intimated of allotment.

Payment Instructions

Upon receipt of intimation of allotment, application form along with cheque(s)/drafts favouring “Samunnati Financial Intermediation & Services Private Limited”, crossed Account Payee only the entire amount of Rs. 1,00,000 (Indian Rupees One Lakh only) per debenture is payable on the application. Applicants can alternatively, remit the application amount through RTGS on IDFC First Bank. The RTGS details of the Issuer are as under:

Bank Name and Address	IDFC First Bank, KRM Tower, 7 th Floor, No. 1, Harrington Road, Chetpet, Chennai - 600031
IFSC Code	IDFB0080101
Bank Account No:	10104895193
Type of Account	Current Account

II. Documents to be provided by Investors / applicants

Investors need to submit the following documents, along with the Application Form, as applicable

- a. Memorandum and Articles of Association along with Certificate of Incorporation/Documents Governing Constitution
- b. Board Resolution / letter authorizing the investment and containing operating instructions
- c. Certified true copy of the Power of Attorney, if applicable
- d. PAN card
- e. Form 15AA for investors seeking exemption from Tax Deduction at Source (TDS) – both on Interest on Application Money as well as annual interest payments
- f. Specimen signature of the authorized signatories, duly certified by an appropriate authority
- g. SEBI Registration Certificate, as applicable
- h. Application form (including RTGS details)

III. Applications to be accompanied with bank account details

Every application shall be required to be accompanied by the bank account details of the applicant and the magnetic ink character reader code of the bank for the purpose of availing direct credit of interest and all other amounts payable to the Debenture Holder(s) through electronic transfer of funds or RTGS.

IV. Applications under Power of Attorney

In case of applications made under a Power of Attorney or by a Limited Company or a Body Corporate etc., the relevant Power of Attorney or the relevant resolution or authority to make the application, as the case may be, together with the certified true copy thereof along with the certified copy of the Memorandum and Articles of Association and/or Bye-Laws as the case may be must be attached to the Application Form or lodged for scrutiny separately with the photocopy of the Application Form, quoting the serial number of the Application Form at the Company's branch where the application has been submitted failing which the applications are liable to be rejected.

V. Interest on Application Money

Interest on Application Money will be paid at the applicable coupon rate (subject to deduction of tax at source at the rates prevailing from time to time under the provisions of Income Tax Act, 1961 or any statutory modification or re-enactment thereof) and will be paid on the entire application money on all valid applications.

Such interest shall be paid for the period commencing from the date of credit by way of funds transfer / Real time gross settlement up to one day prior to the date of allotment.

No interest on application money would be payable in cases of invalid applications.

VI. Letters of Allotment

The Debentures will be credited in dematerialised form within 2 (two) Business Days from the Deemed Date of Allotment

VII. Record Date

The Record Date for payment of Coupon or repayment of principal shall be 15 (fifteen) calendar days before the due date of redemption of such Debentures.

VIII. Refunds

For applicants whose applications have been rejected or allotted in part, refund orders will be dispatched within 7 (seven) days from the Deemed Date of Allotment of the Debentures.

In case the Issuer has received money from applicants for Debentures in excess of the aggregate of the application money relating to the Debentures in respect of which allotments have been made, the Registrar shall upon receiving instructions in relation to the same from the Issuer repay the moneys to the extent of such excess, if any.

IX. Payment on Redemption

Payment on redemption will be made by way of cheque(s)/ redemption warrant(s)/ demand draft(s)/ credit through RTGS system/ funds transfer in the name of the relevant Debenture Holder(s) whose names appear on the List of beneficial owners given by the Depository to the Company as on the Record Date. The Debentures shall be taken as discharged on payment of the redemption amount by the Company on relevant maturity date(s) to the respective registered Debenture Holder(s) whose name appears in the register of debenture holder(s) on the Record Date. Such payment will be a legal discharge of the liability of the Company towards the Debenture Holder(s) of such series. On such payment being made, the Company will inform NSDL/CDSL and accordingly the account of the Debenture Holder(s) with NSDL/CDSL will be adjusted. The Company's liability to the Debenture Holder(s) towards all their rights including for payment or otherwise shall cease and stand extinguished from the due dates of redemption in all events. Further the Company will not be liable to pay any interest or compensation from the dates of such redemption. On the Company dispatching the amount as specified above in respect of the Debentures, the liability of the Company shall stand extinguished.

X. Mode of Payment

All payments must be made through cheque(s)/draft(s)/transfers/RTGS as set out in the application form.

XI. Effect of Holidays

In the event that any date on which any Coupon payment is required to be made by the Issuer is not a Business Day, the immediately succeeding Business Day shall be considered as the effective date(s) for that payment. In the event that the Redemption Date(s) in respect of the Debentures is not a Business Day, the immediately preceding Business Day shall be considered as the effective date for redemption of Debentures.

XII. Payment of Coupon

Coupon for each of the Coupon periods shall be computed on an actual/actual days a year basis on the principal outstanding on the Debentures at the Coupon Rate. If the Coupon period from start date to end date includes February 29, then interest shall be paid on the basis of (end date-start date)/366.

XIII. Tax Deduction at Source

Income tax will be deducted as applicable as per the provisions of Income Tax Act, 1961. Where any deduction of Income Tax is made at source, the Company shall send to the Debenture holder a Certificate of Tax Deduction at Source.

XIV. PAN/GIR Number

Applicant should mention their Permanent Account Number or the GIR Number allotted under Income Tax Act, 1961 and the Income Tax Circle / Ward / District. In case where neither the PAN nor the GIR Number has been allotted, the fact of such a non-allotment should be mentioned in the Application Form in the space provided.

XV. Signatures

Signatures should be made in English or in any of the Indian Languages. Thumb impressions must be attested by an authorized official of a Bank or by a Magistrate/Notary Public under his/her official seal.

XVI. Basic terms of the present offer

Refer Section 8 (Summary of Terms) for issue specific details.

XVII. Minimum Subscription

INR. 1,00,00,000/- (Indian Rupees One Crore only) and in multiples of INR 1,00,000 (Indian Rupees One Lakh only) thereafter.

XVIII. Deemed Date of Allotment

Deemed Date of Allotment All the benefits under the Debentures, including but not limited to the payment of Coupon, will accrue to the Investor from the deemed date of allotment. The deemed date of allotment for the Issue is **January 12, 2024**.

All benefits related to the Debentures will be available to the Debenture Holders from the Deemed Date of Allotment. The actual allotment of the Debentures may take place on a date other than the Deemed Date of Allotment. The Company reserves the right to keep multiple allotment date(s)/Deemed date(s) of Allotment at its sole and absolute discretion without any notice to the Debenture holders. In case the Issue Closing Date is revised, the Deemed Date of Allotment may also be revised by the Company at its sole and absolute discretion.

XIX. Market Lot Market lot will be one Debenture

Contributions being made by the promoters or directors either as part of the Issue or separately in furtherance of such objects- **None**

XX. Security

The Debentures are unsecured.

XXI. Debentures in Dematerialized Form

The Company is issuing the Debentures only in dematerialized form and hence no Debentures are being issued in physical form in terms of the Placement Memorandum. The Company has entered in to Depository Arrangements with NSDL for dematerialization of the Securities.

Applicants have to mention their Depository Participant's name, DP-ID and Beneficiary Account Number/Client ID in the appropriate place in the Application Form. Debentures of successful Debenture Holders having Depository Account shall be credited to their Depository Account.

The Debentures shall be held in dematerialised form and no action is required on the part of the Debenture Holder(s) for redemption purposes and the redemption proceeds will be paid by way of cheque(s)/ redemption warrant(s)/ demand draft(s)/ credit through RTGS system/ funds transfer to those Debenture Holder(s) whose names appear on the list of Beneficiaries provided by the Depositories to the Issuer. The names would be as per the Depositories' records on the relevant Record Date fixed for the purpose of redemption. All such Debentures will be simultaneously redeemed through appropriate debit corporate action. The list of beneficiaries as of the relevant Record Date setting out the relevant beneficiaries' name and account number, address, bank details and DP's identification number will be given by the Depositories to the Issuer and the Registrar. Based on the information provided above, the Issuer/Registrar will dispatch the cheque for interest / Coupon payments to

the beneficiaries. If permitted, the Issuer may transfer payments required to be made in relation to any by electronic transfer of funds/RTGS, to the bank account of the Debenture Holder for redemption and interest/ Coupon payments.

XXII. Joint-Holders

Where two or more persons are holders of any Debenture(s), they shall be deemed to hold the same as joint holders with benefits of survivorship in the same manner and to the same extent and be subject to the same restrictions and limitations as in the case of the existing equity shares of the Company, subject to other provisions contained in the Articles of Association of the Company.

XXIII. Mode of Transfer

The Debentures shall be transferable and transmittable in the same manner and to the same extent and be subject to the same restrictions and limitations as in the case of the existing equity shares of the Company. The provisions relating to transfer and transmission, nomination and other related matters in respect of equity shares of the Company, contained in the Articles of Association of the Company, shall apply mutatis mutandis to the transfer and transmission of the Debentures and nomination in this respect.

The Debentures held in dematerialised form shall be transferred subject to and in accordance with the rules/ procedures as prescribed by NSDL/CDSL and the relevant Depositories of the transferor or transferee and any other applicable laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, Coupon will be paid/ redemption will be made to the person, whose name appears in the register of debenture holders maintained by the Depositories under all circumstances. In cases where the transfer formalities have not been completed by the transferor, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in electronic form. The transferor should give delivery instructions containing details of the transferee's depository account to his Depository. Investors may note that subject to applicable law, the Debentures of the Issuer would be issued and traded in dematerialised form only.

XXIV. Succession

In the event of demise of the sole holder of the Debentures, the Company will recognize the executor or administrator of the deceased Debenture holder, or the holder of succession certificate or other legal representative as having title to the Debentures. The Company shall not be bound to recognize such executor, administrator or holder of the succession certificate, unless such executor or administrator obtains probate or letter of administration or such holder is the holder of succession certificate or other legal representation, as the case may be, from a court in India having jurisdiction over the matter. The Directors of the Company may, in their absolute discretion, where they think fit, dispense with production of probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Debentures standing in the name of the deceased Debenture holder on production of sufficient documentary proof and / or indemnity.

XXV. Governing law

The Debentures shall be construed to be governed in accordance with Indian Law.

The courts and tribunals at Chennai shall have exclusive jurisdiction in connection with any dispute arising out of or in connection with this Debentures. The Debenture Holders and the Debenture Trustee shall not be prevented from taking proceedings relating to a dispute in any other courts and tribunals with jurisdiction. To the extent allowed by applicable law, the Debenture Holders and the Debenture Trustee may take concurrent proceedings in any number of jurisdictions. Over and above the aforesaid Terms and Conditions, the said Debentures shall be subject to the Terms and Conditions to be incorporated in the Debentures to be issued to the Debenture Holders and the Debenture Trust Deed.

SECTION 8 SUMMARY OF TERMS

The following term sheet summarizes the principal items with respect to the financing facility to be provided to Samunnati Financial Intermediation & Services Private Limited (“**Borrower**” or “**Company**”) by the Investor for ongoing business purposes and general corporate purposes of the Company.

For the avoidance of the doubt, except as specifically stated, this term sheet does not attempt to describe all terms and conditions of the transaction contemplated herein. The term sheet is intended to outline certain basic terms around which transaction could be structured. All proposed terms and conditions are subject to execution of mutually satisfactory transaction documents, satisfactory legal, technical & financial diligences, meeting of stipulations as contained herein etc.

Particulars	Terms and Conditions
Security Name	11.50% Samunnati Financial Intermediation & Services Private Limited 2023
Borrower/Issuer	Samunnati Financial Intermediation & Services Private Limited
Type of Instrument	Senior, Unsecured, Listed, Rated, Redeemable, Taxable Non-Convertible Debentures (“NCDs” or “Debentures”)
Nature of the Instrument (Secured or Unsecured)	Unsecured
Seniority (Senior or Subordinated)	Senior
Eligible Investors	The following categories of investors, when specifically approached and have been identified upfront, are eligible to apply for this private placement of Debentures subject to fulfilling their respective investment norms/rules and compliance with laws applicable to them by submitting all the relevant documents along with the Application Form (“Eligible Investors”): - Mutual Funds - NBFCs - Provident Funds and Pension Funds - Corporates - Banks - Foreign Institutional Investors (FIIs) - Qualified Foreign Investors (QFIs) - Foreign Portfolio Investors (FPIs) - Insurance Companies - Alternative investment funds - Any other person (not being an individual or a group of individuals) eligible to invest in the Debentures. All potential Investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue of Debentures.
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing)	The Debentures are to be listed on the WDM of the BSE within a maximum period of 3 (three) trading days from the date of closure of the Issue for the Debentures.
Rating of Instrument	BBB
Issue Size	Rs. 15,00,00,000/- Crore (Rupees Fifteen Crore Only)
Minimum Subscription	INR. 1,00,00,000/- (Indian Rupees One Crore only)

Option to retain oversubscription	N.A.
Objects of the Issue/ Purpose for which there is requirement of funds	Proceeds of the Issuance will be utilized to originate agricultural commodity backed loans.
In case the issuer is an NBFC and the objects of the issue entail loan to any entity who is a 'group company' then disclosures shall be made in the following format:	As set out in ANNEXURE XI: SPECIFIC DISCLOSURES REQUIRED FROM NBFC .
Details of the utilization of the Proceeds	i. The funds raised by the Issue shall be utilized by the Company solely towards the Purpose. ii. The Company shall not use the proceeds of the Issue towards: iii. any capital market instrument such as equity and equity linked instruments or any other capital market related activities iv. any real estate activity; v. any speculative purposes; vi. any purpose, that is not eligible for the providing of financing by banks to non-banking financial companies for bank finance to non-banking financial companies, or, which results in a breach of the RBI's master circular no. DOR.CRE.REC.No.77/21.04.172/2021-22 dated January 5, 2022 on "Bank Finance to Non-Banking Financial Companies (NBFCs)"; vii. in contravention of any guidelines, rules or regulations of the RBI applicable to non-banking financial companies.
Coupon Rate	11.50% (Eleven Decimal Five Zero per cent) per annum
Step Up/ Step Down Coupon Rate	NA
Coupon / Dividend Payment Frequency	Monthly
Coupon / Dividend Payment Dates	
Cumulative / non-cumulative, in case of dividend	Not Applicable
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.).	Not Applicable
Day Count Basis (Actual/Actual)	Actual/Actual
Interest on Application Money	Interest at the rate of 11.50% (Eleven decimal Five Zero per cent) p.a. (subject to deduction of tax at source at the rate prevailing from time to time under the provisions of the Income Tax Act, 1961) will be paid on Application Money to the Applicants/ Initial Debenture Holders from the date of realization of the cheques / drafts or credit through RTGS / NEFT / direct credit up to one day prior to the Deemed Date of Allotment. This is applicable for all valid applications within 5 (five) Business Days from the Deemed Date of Allotment. Where the entire subscription amount has been refunded, the interest on Application Money will be paid along with the refund orders or through RTGS / NEFT / direct credit to the bank account of the Applicant as described in the Application Form.

Default Interest Rate	<i>Event of Default</i> If, at any time, there shall be a payment default or any other Event of Default, the Company agrees to pay an additional interest rate of 2.00% (Two point Zero Zero percent) per annum above the applicable Interest Rate on the Outstanding Principal Amount from the date of the occurrence of the Payment Default or Event of Default until such Payment Default or Event of Default is cured or the Debentures are fully redeemed. <i>Delay in execution of Debenture Trust Deed</i> If not already executed, the Company shall execute the Debenture Trust Deed within the timelines prescribed by SEBI. In case of a delay in execution of Debenture Trust Deed, the Company will pay penal interest of at least 2% p.a. (two percent per annum) over the Coupon Rate till the execution of Debenture Trust Deed. <i>Breach of Covenants</i> If any breach occurs of any covenants (including any financial covenants) (other than a Payment Default) set out in the Deed or the Disclosure Documents or other Transaction Documents, unless waived in writing by the Debenture Trustee (acting on the instructions of the Majority Debenture Holders), the Issuer will pay additional interest at 2% (Two percent) per annum over the Coupon Rate in respect of the Debentures on the outstanding principal amounts from the date of the occurrence of any breach of any covenants (including any financial covenants) (other than a Payment Default) set out in the Deed or the Disclosure Documents or other Transaction Documents until such breach is cured or the Debentures are redeemed in full. <i>Delay in reporting</i> The Issuer shall be required to pay a penalty of INR 6,000/- for each day of delay in the event of non-adherence reporting covenants.
Tenor	12 (Twelve) Months and 1 (One) day from the Deemed Date of Allotment
Redemption Date	
Redemption Amount	Each Debenture shall be redeemed at par
Redemption Premium / Discount	NA
Issue Price	Debentures will be issued at par
Discount at which security is issued and the effective yield as a result of such discount.	Not Applicable
Premium/Discount at which security is redeemed and the effective yield as a result of such premium/discount.	Not Applicable
Put Date	NA
Put Price	NA

Call Date	NA
Call Price	NA
Put Notification Time (Timelines by which the investor need to intimate Issuer before exercising the put)	NA
Call Notification Time (Timelines by which the investor need to intimate Issuer before exercising the put)	NA
Face Value	Rs. 1,00,000 per debenture instrument
Minimum Application and in multiples of Debt securities thereafter	INR. 1,00,00,000/- (Indian Rupees One Crore only) and in multiples of INR 1,00,000 (Indian Rupees One Lakh only) thereafter
Issue Timing 1. Issue Opening Date 2. Issue Closing Date 3. Date of earliest closing of the issue, if any 4. Pay-in Date 5. Deemed Date of Allotment	1. Issue Opening Date: January 12, 2024 2. Issue Closing Date: January 12, 2024 3. Issue Pay in Date: January 12, 2024 4. Deemed Date of Allotment: January 12, 2024
Settlement mode of the Instrument	Dematerialised form
Depository	National Securities Depository Limited and Central Depository Services Limited
Disclosure of Interest/Dividend / redemption dates	
Record Date	15 (fifteen) calendar days prior to any Due Date
All covenants of the issue (including side letters, accelerated payment clause, etc.)]	Refer to Section 10 (<i>Key Terms of the Issue</i>) of this Placement Memorandum.
Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Debenture Trust Deed and disclosed in the Offer Document/ Placement Memorandum	Not Applicable. The Debentures are unsecured

Transaction Documents	Including but not limited to the following documents: 1. Debenture Trust Deed 2. Placement Memorandum 3. Debenture Trustee Appointment Agreement; 6. Term Sheet; 7. Board and Shareholders Resolution authorising the Issue; and Any other documentation as may be desired by the Debenture Trustee and mutually agreed with Issuer
Conditions Precedent to Disbursement	(i) A certified true copy of the constitutional documents of the Company (being its Memorandum and Articles of Association and Certificate of Incorporation) shall have been submitted to the Debenture Trustee. (ii) All corporate approvals from the Board of Directors and shareholders of the Company, if applicable, shall have been received for the issuance of the Debentures and the execution, delivery and performance by the Company of the Transaction Documents in accordance with the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules prescribed. (iii) Execution of Transaction Documents shall have taken place; (iv) Rating of the Debentures being completed and the rating agency having provided a rating of 'BBB' for the Debentures and the rating letter issued by the Rating Agency being in a form and manner satisfactory to the Debenture Trustee; (v) The Company shall have provided to the Debenture Trustee a certificate from a director/company secretary of the Company certifying that: - a. the Company and its Directors have the necessary powers under the Memorandum and Articles of Association of the Company to borrow moneys pursuant to the issuance of the Debentures; b. the borrowing of moneys pursuant to the issuance of the Debentures will not cause any limit binding on the Company to be exceeded; c. no Material Adverse Effect has occurred in the Company, and/or the business of the Company; d. absence of any Event of Default, any potential Event of Default, any force majeure event and any Material Adverse Effect; e. all representations and warranties contained in this Deed are true and correct in all material respects on and as of the Deemed Date of Allotment, before and after giving

	effect to the Issue and to the application of the proceeds therefrom; and f. the Debenture Trustee shall have received from the Company its audited account statements for the Previous Year. (vi) Due execution of the Depository Agreements by, inter-alia, the Depository and the Company; (vii) Due execution of the Tripartite Agreement by, inter-alia, the Registrar and Transfer Agent, Depository and the Company; (viii) The Company shall have received consent from the Debenture Trustee to act as the debenture trustee for the issue of Debentures; (ix) The Company shall have submitted to the Debenture Trustee, all required documents for the purpose of satisfying its respective KYC requirements; (x) The Issuer shall furnish a certificate issued by a statutory auditor certifying the end use of the proceeds of the Debentures within 10 (ten) days from the Deemed Date of Allotment. (xi) Submit to the Debenture Trustee, the audited financial statements along with independent auditor's report of the Company for the Financial Year ended March 31, 2023. (xii) such other information, documents, certificates, opinions and instruments as the Debenture Holders may reasonably request.
Conditions Subsequent to Disbursement	Company shall fulfil each of the following conditions within the stipulated timelines: i. the Company shall ensure that the Debentures are allotted to the respective Debenture Holders and are credited into the demat accounts of the relevant Debenture Holders within the timelines prescribed under the SEBI Listing Timelines Requirements; ii. the Company shall make the application for listing of the Debentures and obtain listing of the Debentures within the time period prescribed under the SEBI Listing Timelines Requirements; iii. the Company shall file a return of allotment of securities under Form PAS-3 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 with the ROC within 15 (fifteen) calendar days of the allotment of the Debentures along with a list of the Debenture Holders and with the prescribed fee; iv. if so required, the Company shall maintain and file a copy of Form PAS-5 in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014 in respect of the issue of the Debentures;

Events of Default (including manner of voting /conditions of joining Inter Creditor Agreement)	Refer to Section 10 (<i>Key Terms of the Issue</i>) of this Placement Memorandum.
Creation of recovery expense fund	Details and purpose of the recovery expense fund The Issuer shall create and maintain the Recovery Expense Fund up to the amounts prescribed under the Master Circular for Debenture Trustee, in accordance with and within the timelines prescribed in the Master Circular for Debenture Trustee. The Company shall create a Recovery Expense Fund which shall be equal to 0.01% (Zero decimal point Zero One percent) of the Issue Size subject to maximum of Rs. 25 lakhs (Indian Rupees Twenty-Five lakhs) per issuer in the form of cash or cash equivalent(s) (including bank guarantees) maintained with the designated stock exchange. The Recovery Expense Fund shall be created to enable the Debenture Trustee to take prompt action in relation to the enforcement in accordance with the Transaction Documents. The amounts in the Recovery Expense Fund shall be utilised in the manner as may be prescribed by the Debenture Holders by a Special Resolution duly passed at the meeting of the Debenture Holders held in accordance with the provisions set out in the Transaction Documents. On the occurrence of an Event of Default, the Debenture Trustee shall follow the procedure set out in the Master Circular for Debenture Trustee for utilisation of the Recovery Expense Fund.
Conditions for breach of covenants (as specified in Debenture Trust Deed)	Refer to Section 10 (<i>Key Terms of the Issue</i>) of this Disclosure Document
Provisions related to Cross Default Clause	The Company (i) defaults in any payment of any Financial Indebtedness beyond the period of grace (not to exceed 30 days), if any, provided in the instrument or agreement under which such Financial Indebtedness was created; (ii) defaults in the observance or performance of any agreement or condition relating to any Financial Indebtedness or contained in any instrument or agreement evidencing, securing or relating thereto or any other event shall occur or condition exist, the effect of which default or other event or condition is to cause or to permit the holder or holders of such Financial Indebtedness to cause (determined without regard to whether any notice is required) any such Financial Indebtedness to become due prior to its stated maturity; or (iii) any Financial Indebtedness of the Company shall be declared to be due and payable, or required to be prepaid other than by a regularly scheduled required prepayment, prior to the stated maturity thereof.

Role and Responsibilities of Debenture Trustee	Refer to Section 10 (<i>Key Terms of the Issue</i>) of this Placement Memorandum.
Risk factors pertaining to the issue	Refer to Section 4 (<i>Risk Factors</i>) of the Placement Memorandum
Governing Law and Jurisdiction	Indian laws. Non-exclusive jurisdiction of the courts of Chennai.

Notes:

- a. If there is any change in coupon rate pursuant to any event including lapse of certain time period or downgrade in rating, then such new coupon rate and the events which lead to such change should be disclosed.
- b. The list of documents which have been executed in connection with the issue and subscription of debt securities shall be annexed.
- c. The issuer shall provide granular disclosures in their issue document, with regards to the “Object of the Issue” including the percentage of the issue proceeds earmarked for each of the “object of the issue”.

100% of the Issue proceeds will be utilized to originate agricultural commodity backed loans.

- d. While the debt securities are secured to the tune of 100% of the principal and interest amount or as per the terms of offer document/ Placement Memorandum, in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the security is maintained, however, the recovery of 100% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.

Not Applicable

SECTION 9 DISCLOSURE PERTAINING TO WILFUL DEFAULT

The following disclosures shall be made if the issuer or its promoter or director is declared wilful defaulter:

- a) Name of the bank declaring the entity as a willful defaulter:
NIL
- b) The year in which the entity is declared as a willful defaulter:
NIL
- c) Outstanding amount when the entity is declared as a willful defaulter:
NIL
- d) Name of the entity declared as a willful defaulter:
NIL
- e) Steps taken, if any, for the removal from the list of willful defaulters:
NIL
- f) Other disclosures, as deemed fit by the issuer to enable Investors to take informed decisions:
NIL
- g) Any other disclosure as specified by the Board:
NIL

SECTION 10 KEY TERMS OF THE ISSUE

A. AFFIRMATIVE COVENANTS

The Company shall comply with the following covenants until the Final Redemption Date.

(a) ***Utilization of the issue proceeds***

The Issuer shall utilize the proceeds of this issue in accordance with applicable Laws and regulations and as provided in this Deed

(b) ***Amendment of Articles of Association***

Issuer has incorporated provisions in their Articles of Association, authorizing the Debenture Holders and the Debenture Trustee to appoint a nominee director on the board of directors of the Company as per Clause 15 (1)(e) of the Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 and Rule 18(3) (e) of Companies (Share Capital and Debentures) Rules, 2014 by September 30, 2023 as specified SEBI Listed Debentures Circulars and Regulations.

(c) ***Notice of winding up or other legal process***

Company shall promptly inform the Debenture Trustee if it has notice of any application for winding up having been made or any statutory notice of winding up under the provisions of the Act or any other notice under any other statute relating to winding up or otherwise of any suit or other legal process intended to be filed or initiated against the Company;

(d) ***Loss or damage by uncovered risks***

Company shall promptly inform the Debenture Trustee of any material loss or significant damage which the Company may suffer due to any force majeure circumstances or act of God, such as earthquake, flood, tempest or typhoon, etc. against which the Company may not have insured its properties;

(e) ***Costs and expenses***

Company shall pay all costs, charges and expenses in any way incurred by the Debenture Trustee towards protection of Debenture Holders' interests, including traveling and other allowances and such taxes, duties, costs, charges and expenses in connection with or relating to the Debentures subject to such expenses, costs or charges being approved in writing by the Company before they are incurred and shall not include any foreign travel costs;

(f) ***Payment of Rents, etc.***

Company shall punctually pay all rents, royalties, taxes, rates, levies, cesses, assessments, impositions and outgoings, governmental, municipal or otherwise imposed upon or payable by the Company as and when the same shall become payable and when required by the Debenture Trustee produce the receipts of such payment and also punctually pay and discharge all debts and obligations and liabilities which may have priority over the Debentures and observe, perform and comply with all covenants and obligations which ought to be observed and performed by the Company under this Deed;

(g) ***Preserve corporate status; authorisations***

Company shall

- (i) diligently preserve and maintain its corporate existence and status and all rights, contracts privileges, franchises and concessions now held or hereafter acquired by it in the conduct of its business and comply with each and every term of the said franchises and concessions and all acts, authorizations, consents, permissions, rules, regulations, orders and directions of any legislative, executive, administrative or judicial body applicable to its Assets or any part thereof PROVIDED THAT the Company may contest in good faith the validity of any such acts, rules, regulations, orders and directions and pending the determination of such contest may postpone compliance therewith if the rights enforceable under the Debentures are not thereby materially endangered or impaired. The Company will not do or voluntarily suffer or permit to be done any act or thing whereby its right to transact its business might or could be terminated or whereby payment of the principal of or interest on the Debentures might or would be hindered or delayed; and
- (ii) conduct its business with due diligence and efficiency and in accordance with sound technical, managerial and financial standards and business practices with qualified and experienced management and personnel;
- (iii) promptly obtain all consents and authorizations as maybe necessary for performing its obligations in relation to the issue of the Debentures;

(h) ***Pay stamp duty***

Company shall pay all such stamp duty (including any additional stamp duty), other duties, taxes, charges and penalties, if and when the Company may be required to pay according to the applicable state laws and in the event of the Company failing to pay such stamp duty, other duties, taxes and penalties as aforesaid, the Debenture Trustee will be at liberty (but shall not be bound) to pay the same and the Company shall reimburse the same to the Debenture Trustee on demand;

(i) ***Furnish information to trustee***

Company shall give to the Debenture Trustee or its nominee(s)/ agent(s) such information/copies of relevant extracts as they shall require as to all matters relating to the business of the Company or any part thereof and to investigate the affairs thereof and the Company shall allow the Debenture Trustee to make such examination and investigation as and when felt necessary and shall furnish him with all such information as they may require and shall pay all reasonable costs, charges and expenses incidental to such examination and investigation;

(j) ***Grievance***

Promptly and expeditiously attend to and redress the grievances, if any, of the Debenture Holders. The Company further undertakes that it shall promptly comply with the suggestions and directions that may be given in this regard, from time to time, by the Debenture Trustee and shall advise the Debenture Trustee periodically of the compliance;

(k) ***Specific Information to be provided to the Debenture Trustee***

Company shall inform and provide the Debenture Trustee with applicable documents in respect of the following:

- (i) notice of any Event of Default or potential Event of Default, each as listed in **Schedule XI (Events of Default)** of this Deed;
- (ii) periodic review of the ratings obtained by the Company by the credit rating agencies and any revision in the rating as per the listing agreement entered into with the stock exchange;
- (iii) details of any material litigation, arbitration or administrative proceedings, etc. including those that are required to be disclosed to the stock exchange under the listing agreement entered into with the stock ;
- (iv) any and all information required to be provided to the Debenture Holders under the listing agreement that may be entered into between the Company and the BSE; and
- (v) the declaration or distribution of dividend;

(l) ***Comply with Investor Education and Protection Fund requirements***

Company shall comply with the provisions of the Act relating to transfer of unclaimed/ unpaid amounts of interest on Debentures and redemption of Debentures to Investor Education and Protection Fund (IEPF), if applicable to it;

(m) ***Further assurances***

Company shall

- (i) execute and/or do, at their own expense, all such deeds, assurances, documents, instruments, acts, matters and things, in such form and otherwise as the Debenture Trustee may reasonably or by Law require or consider necessary in relation to enforcing or exercising any of the rights and authorities of the Debenture Trustee;
- (ii) furnish to the Debenture Trustee details of all grievances received from the Debenture Holders and the steps taken by the Company to redress the same. At the request of any Debenture Holder, the Debenture Trustee shall, by notice to the Company call upon the Company to take appropriate steps to redress such grievance and the Company shall comply with the instructions of the Debenture Trustee issued in this regard;
- (iii) obtain, comply with the terms of and do all that is necessary to maintain in full force and effect all authorisations necessary to enable it to lawfully enter into and perform its obligations under this Deed or to ensure the legality, validity, enforceability or admissibility in evidence in India of this Deed;
- (iv) comply with:
 - (A) all Laws, rules, regulations and guidelines (including but not limited to environmental, social and taxation related Laws), as applicable in respect of the Debentures and obtain such regulatory approvals as may be required from time to time, including but not limited, in relation to the following the provisions of the Issue and Listing of Structured Debt Securities Market Linked Debt Securities Guidelines for Issue and Listing of Structured Products/ Market Linked Debentures issued on September 29, 2011 or any amendments

thereto,, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, NCS Listing Regulation and (iv) the provisions of the listing agreement to be entered into by the Company with the BSE in relation to the Debentures;

- (B) the Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 as in force from time to time, in so far as they are applicable to the Debentures and furnish to the Debenture Trustee such data, information, statements and reports as may be deemed necessary by the Debenture Trustee in order to enable them to comply with the provisions of Regulation 15 thereof in performance of their duties in accordance therewith to the extent applicable to the Debentures;
- (C) the provisions of the Act in relation to the issue of the Debentures;
- (D) procure that the Debentures are rated and continued to be rated until the redemption of the Debentures; and
- (E) The Company shall ensure that, at time of making any payment of interest or repayment of the principal amount of the Debentures in full or in part, the Company shall do so in the manner that is most tax efficient for the Debenture Holders (including withholding tax benefit) but without, in any way, requiring the Company to incur any additional costs, expenses or taxes and the Company shall avail of all the benefits available under any treaty applicable to the Company and/or the Debenture Holders.
- (F) Permit visits and inspection of books of records, documents and accounts to Debenture Trustee as and when required by them.
- (G) Comply with any monitoring and/or servicing requests from Debenture Trustee;
- (H) The Issuer shall ensure compliance with RBI digital lending guidelines (as applicable from time to time) on a continuing basis till the Debentures maturity.

(n) ***Filings***

The Company shall file with the BSE such information as required under SEBI Listed NCDs Circulars and Regulations.

(o) ***Amounts to be reimbursed to the Debenture Trustee***

Company shall, forthwith upon demand by the Debenture Trustee, reimburse to the Debenture Trustee all amounts paid by the Debenture Trustee;

(p) ***Books of Account***

Company shall maintain proper books of account as required by the Act and therein make true and proper entries of all dealings and transactions of the business of the Company and keep such books of account and all other books, registers and other documents relating to the affairs of the Company at its registered office or, where permitted by Law, at other place or places where the books of account and documents of a similar nature may be kept. The Company will ensure that all entries in the same relating to the business of the Company shall at all reasonable times be open for inspection of the Debenture

Trustee and such person or persons as the Debenture Trustee shall, from time to time, in writing for the purpose, appoint.

(q) ***Material Adverse Effect***

Company shall promptly inform the Debenture Trustee in writing of the occurrence of any, or the occurrence of any event that is likely to have a, Material Adverse Effect, together with explanation of the reasons thereof;

(r) ***Insurance***

Company shall maintain insurances on and in relation to its business and assets with insurance companies against those risks and to the extent as is usual for companies carrying on the same or substantially similar business and any other insurances as may be required by Law and ensure that all premiums are paid on time and other obligations of the Company under the insurance policies are duly complied with;

(s) ***Corporate Governance***

- (i) the Company shall maintain the highest standards of corporate governance in accordance with the NBFC Master Directions;
- (ii) shall at all times until the redemption of all outstanding Debentures, ensure that there is at least 2 (two) independent director; and
- (iii) the Company shall at all times comply with the NBFC Master Directions and Digital Lending Guidelines issued by Reserve Bank of India dated September 02, 2022, as applicable and any amendments from time to time.

(t) ***General***

- i. the Company shall perform all of its obligations under the terms of the Transactions Documents and maintain in full force and effect each of the Transaction Documents;
- ii. the Company shall promptly pay and discharge all its financial obligations and regularly make all payments due and payable by the Company, including but not limited to taxes and also such payment due and payable under or in respect of the Issue or any documents executed in connection there with;
- iii. the Company shall give the Debenture Trustee any information, relating to the business, property, affairs of the Company, that materially impacts the interests of the Debenture Holders;
- iv. the Company shall comply with the 'Guidelines on Fair Practices Code for Non-Banking Financial Companies' as prescribed by the RBI from time to time;
- v. the Company shall obtain, comply with and maintain all necessary licenses / authorisations; and
- vi. the Company shall at all times act and proceed in relation to its affairs and business in compliance with applicable Law.

(u) ***Access***

Company shall permit the Debenture Trustee (and the Debenture holders) and/or accountants or other professional advisers and contractors appointed by the Debenture Trustee access at all reasonable times and on reasonable notice of the Company to:

- i. check the management of the funds made available through subscription to the Debentures;
 - ii. inspect and take copies and extracts from the books, accounts and records of the Company;
 - iii. visit and inspect the premises of the Company; and
 - iv. meet and discuss matters with senior management employees of the Company.
- Provided that the Company is served with a prior notice of 15 days before any such access to the Debenture Trustee (and the Debenture holders) or its representatives.

(v) ***Conditions Subsequent***

Company shall comply with the conditions stipulated in **Schedule XII** (*Conditions Subsequent*).

(w) ***Financial Covenants***

Company shall comply with the financial covenants stipulated in **Schedule VIII** (*Financials Covenants*).

(x) ***Issue Terms and Conditions***

At all times during the term of these presents comply with each of the Issue Terms and Conditions.

(y) ***Internal Controls***

Company shall maintain appropriate internal controls for the purpose of (i) preventing fraud on monies lent by the Company; and (ii) preventing money being used for money laundering or illegal purposes.

(z) ***Information to Debenture Trustee***

The Company shall promptly provide all assistance, documents and information to the Debenture Trustee as may be required by it to enable the Debenture Trustee to fulfill its obligations as may be required by SEBI from time to time.

B. NEGATIVE COVENANTS

The Issuer shall not without the prior written permission of the majority Debenture Holders and Debenture Trustee, do or undertake to do any of the following:

(a) ***Change of business***

Change the general nature of its business from that which is permitted by the RBI. The Issuer shall not undertake any new major business outside financial services or any diversification of its business outside financial services, without approval of majority Debenture Holders.

(b) ***Change in Constitutional Documents***

Change or make any alteration to its Constitutional Documents, without prior consent of the Debenture Trustee, except for increase in authorised share capital due to equity infusion.

(c) ***Change in Promoter holding in the Issuer***

- Promoter of the Company ceases to remain in an executive position in the Company without the consent of the Debenture Trustee.
- Any change in Promoters, or Control without the consent of the Debenture Trustee.
- Without the prior written consent of the Debenture Trustee, the Issuer shall not make any material change in its management; cause or permit change in control (as defined under the under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011) of the Issuer; cause or permit acquisition of the ownership of or entitlement to more than ten percent of shares or capital or profits of the Issuer by any natural person(s), who, whether acting alone or together, or through one or more juridical person; enter into any compromise arrangement with its shareholders or creditors, pass a resolution of voluntary winding up or implement any scheme for restructuring or reconstruction, consolidation, amalgamation, merger or other similar purposes or change its shareholding structure by more than 5%.

(d) ***Change in Key Shareholders of the Issuer***

- (i) Each of the persons mentioned below (collectively "Key Shareholders") shall not transfer or encumber the shares of the Issuer held by them respectively without the prior written consent of the Debenture Trustee. Issuer shall procure and furnish the Debenture Trustee with undertaking(s) issued by the Key Shareholders to that effect as a condition precedent for disbursement of the Debentures or any part thereof.
- (ii) Any change in the stake of the Key Shareholders in the Issuer below the existing level set out in the following table shall require prior written consent of the Trustee.

Name	Type Of Shareholding	Existing %'age
Somanapalli Family Private Trust Represented by S.G. Anil Kumar as the Trustee	Diluted	9.64%

(e) **Dividend**

Declare or pay any dividend or make any distributions on its share capital (other than dividends or distributions payable on shares of the Company), unless:

- (i) the proposed payment or distribution is out of net income of the current Financial Year (excluding any amount resulting from the revaluation of any of the Company's assets);
- (ii) no Event of Default has occurred and is then continuing, or could occur or is reasonably likely to occur, as a result of such payment or declaration of any dividend or distribution and after giving effect to any such action;
- (iii) the Company is in compliance with the financial covenants set forth in **Schedule VIII (Financial Covenants)**; and
- (iv) the company has paid or made satisfactory provision for the payment of the installments of principal and interest due on the Debentures.

(f) **Arrangement/ consolidation, etc.**

Undertake or permit any demerger, consolidation, restructuring, re-organisation, scheme of arrangement or compromise or effect any scheme of amalgamation or reconstruction (*other than the Composite Scheme of Arrangement between Samunnati Financial Intermediation & Services Private Limited, Samunnati Finance Private Limited & Samunnati Agro Solutions Private Limited & their their respective shareholders, as approved by the Hon'ble NCLT, Division Bench-II, Chennai vide its Order dated 23rd December 2022*) with its creditors or shareholders or other similar purposes or change its shareholding structure provided however that this restriction shall not apply in the event that the compliance with this restriction would result in the Issuer defaulting in relation to any of its payment obligations in relation to the Debentures.

(g) **Associates, Subsidiaries, and Joint Ventures**

Dispose of, acquire or incorporate any associates (as defined in the Act), subsidiary (as defined in the Act) or joint ventures without the prior written consent of the Majority Debenture Holders.

(h) **Merger/ Acquisition**

Undertake any merger, acquisition, restructuring, amalgamation (*other than the Composite Scheme of Arrangement between Samunnati Financial Intermediation & Services Private Limited, Samunnati Finance Private Limited & Samunnati Agro Solutions Private Limited & their their respective shareholders, as approved by the Hon'ble NCLT, Division Bench-II, Chennai vide its Order dated 23rd December 2022*), or other similar purposes or change its shareholding structure without the prior written consent of the Majority Debenture Holders over and above 10% of the Net worth of the Issuer in a financial year.

The Issuer shall not, without the prior approval of Debenture Holders, enter into any transaction of merger, de-merger, consolidation, re-organization, scheme of arrangement or compromise with its creditors or shareholders or effect any scheme of amalgamation or reconstruction; provided however that this restriction shall not apply in the event that the compliance with this restriction would result in the Issuer defaulting in relation to any of its payment obligations in relation to the Debentures.

(i) ***Joint Venture***

Without the prior written consent of the Majority Debenture Holders:

- (i) acquire (or agree to acquire) any shares, stocks, securities or other interest in any joint venture; or
- (ii) transfer any assets or lend to or guarantee or indemnify or give security for the obligations of a joint venture (or agree to transfer, lend, guarantee, indemnify or give security for the obligations of a joint venture).

(j) ***Loans and Guarantees***

The Company shall not:

- i. extend a loan to any single individual or entity amounting to greater than 15% (Fifteen percent) of its Net Worth;
- ii. undertake to guarantee the liabilities of any individual or entity (unless the entity is a wholly owned subsidiary of the Company).

(k) ***Arm's length basis; No profit-sharing arrangements***

The Company shall not, without the prior written consent of the Majority Debenture Holders:

- (i) enter into any transaction with any person or enter into or continue business relations with its shareholders, employees, affiliate(s), holding company(ies), and/or subsidiary(ies) except on proper commercial terms negotiated on an arm's length basis;
- (ii) enter into or establish any partnership, profit sharing, royalty agreement or other similar other arrangement whereby the Company's income or profits are, or might be, shared with any other person; or
- (iii) enter into any management contract or similar arrangement whereby its business or operations are managed by any other person.
- (iv) The Issuer shall not without the prior written consent of the Debenture Trustee enter into or perform any transaction other than in its ordinary course of business.

For the purpose of this clause, ordinary course of business' shall mean activities which are carried out by the Issuer in line with its Memorandum and Articles of Association and will generally fulfill the following conditions:

- (i) It is normal for the particular business.
- (ii) It is as per customs and practices of its business and of the Issuer.
- (iii) It involves the usual allocation of resources considering the size and volume of the transaction.

(iv) It is necessary, normal and usual from the perspective of the Issuer and its line of business.

(v) It is at arm's length basis.

(l) ***Immunity***

Claim any immunity or limitation of liability against any payment obligations arising towards the Debenture Holders.

(m) ***Auditor***

Change its auditor (other than pursuant to operation of law), without the prior written consent of the Majority Debenture Holders.

(n) ***Liabilities***

Incur, create, assume, or allow any Financial Indebtedness that ranks prior to the Debentures or subordinates the Debentures.

(o) ***Change of Control***

Issue any additional shares or equity interests and shall not have its existing shares or equity interests transferred, sold, pledged or otherwise encumbered, if such action results in dilution of shareholding of the Promoter or key shareholders leading to change in Control of the Company. Any dilution of control over the Board composition, other than appointment of independent directors.

The Company will not purchase or redeem any of its issued shares or reduce its share capital without the Debenture Trustees' prior written consent, except for conversion of preference shares;

Without the prior written consent of the Debenture Trustee, the Issuer shall not make any material change in its management; cause or permit change in control (as defined under the under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011) of the Issuer; cause or permit acquisition of the ownership of or entitlement to more than ten percent of shares or capital or profits of the Issuer by any natural person(s), who, whether acting alone or together, or through one or more juridical person; enter into any compromise arrangement with its shareholders or creditors, pass a resolution of voluntary winding up or implement any scheme for restructuring or reconstruction, consolidation, amalgamation, merger or other similar purposes or change its shareholding structure by more than 5%.

(p) ***Buy-back***

Issuer shall not, without the prior written consent of the Debenture Trustee, redeem, purchase, buyback, defease, retire, return or repay any of its equity share capital or resolve to do so.

(q) ***Disposal of Assets***

Sell, transfer, or otherwise dispose of in any manner whatsoever any material Assets of the Company, sell any business/division that has the effect of exiting the business or re-structuring of the existing

business, to be with the prior consent of the Debenture Trustee, other than any securitization/portfolio sale of assets undertaken by the Company in its ordinary course of business.

(r) ***Management Control***

Any change in Management Control of the Company except as stated in this Deed.

(s) ***Material compromise or Settlement***

Enter into material compromise or arrangement or settlement with any of its creditors without the prior written consent of the Debenture Trustee, except in the ordinary course of and pursuant to the reasonable requirements of the Issuer's business and upon fair and reasonable terms.

(t) ***Anti-money laundering***

Permit any of the Debenture proceeds to be used to fund any form of violent political activity, terrorists or terrorist organizations, nor any money laundering process or scheme to disguise illegally obtained funds, nor any other criminal activity including arms sales, drug trafficking, robbery, fraud or racketeering.

(u) ***Related Party Transactions***

Without prior written intimation to the Debenture Trustee, the Issuer shall not enter into or perform any transaction(s) with a related party except for Samunnati Agro Solutions Private Limited. Without prejudice to the foregoing, the Issuer shall not without the prior written consent of the Debenture Trustee(i) into any transaction(s) whereby the overall outstanding amount owed to the Issuer under all such transactions exceeds 20.00% (Twenty Point Zero Zero percent) of its tangible net worth, (ii) whereby the overall expense incurred through such transactions during any financial year exceeds 15.00% (Fifteen Point Zero Zero percent) of its net profit. The Debenture Trustee shall be granted access to any additional information that it deems necessary to monitor and evaluate this covenant. For the purposes of this clause, the terms 'net worth' and 'related party' shall respectively have the meaning ascribed to them in sections 2 (57) and 2 (76) of the Companies Act, 2013 (and the Rules framed thereunder).

(v) ***Financial Year***

Company shall not change its financial year-end from 31st March (or such other date as may be approved by Majority Debenture Holders) without the prior written consent of the Debenture Trustee.

(w) ***Others***

Without prejudice to Clause (a) (*Change of business; Role of Promoter*) of this **Schedule X (Negative Covenants)**, permit sale/ transfer/ disposal of (i) equity shares of the Company, or (ii) instruments that are compulsorily and mandatorily convertible into equity shares of the Company, by the Promoter(s) and/ or (iii) permit the Promoter(s) to exit from management activities in relation to the Company.

D. INFORMATION COVENANTS

Company shall provide or cause to be provided to the Debenture Trustee (and to the Debenture Holders if so requested), in form and substance reasonably satisfactory to the Debenture Trustee, each of the following items:

(a) Monthly Reports

- i. Provide month end ALM table in the agreed format within 25 (twenty-five) calendar days from the end of the month.
- ii. The Issuer shall share information about facilities sanctioned to it by other lenders/Debenture Trustee including sanction letters from such other lenders/Debenture Trustee every month.
- iii. Issuer shall submit monthly financial statements as and when requested by the Debenture Trustee.

(b) Quarterly Reports

As soon as available and in any event within 45 (forty-five) calendar days after the end of each quarterly reporting period of the Company, the quarterly reporting required and in form and substance satisfactory to the Debenture Trustee and the Debenture Holders. Such reporting will include information detailing:

- (i) financials, operations, portfolio growth and asset quality (including static portfolio cuts, collection efficiency and portfolio at risk data), funding in formats acceptable to the Investor;
- (ii) the shareholding structure and composition of the board of directors in the Company;
- (iii) if applicable, the financial and other returns filed by the Company with the RBI (including without limitation, the form NBS 7 filed with the RBI);
- (iv) a compliance certificate regarding the financial covenants set forth in **Schedule VIII (Financial Covenants)** from statutory auditor in form and substance reasonably satisfactory to the Debenture Trustee and the Debenture Holders;
- (iv) The Company shall furnish quarterly report to the Debenture Trustee containing the following particulars:
 - (a) Updated list of the names and addresses of the Debenture Holders.
 - (b) Details of the Interest due, but unpaid and reasons thereof.
 - (c) The number and nature of grievances received from the Debenture Holders and (A) resolved by the Company (B) unresolved by the Company and the reasons for the same.
 - (d) information on:
 - a) New products introduced, or change in existing product features
 - b) New business correspondent relationships or discontinuance of existing relationships
 - c) Geographical expansion to any new state
 - d) Material changes to the IT / MIS systems

- e) Change in credit bureaus used
- f) Revision in the Business Plan
- g) Changes in the Accounting Policy
- h) Any fraud amounting to more than 5% of GLP

(e) Any other financial / operational data as may be required by the Debenture Holders.

(c) Annual Reports

As soon as available, and in any event within 90 (ninety) calendar days after the end of each Financial Year of the Company, the annual reporting required and in form and substance satisfactory to the Debenture Trustee and the Debenture Holders. Such reporting will include information detailing:

- (i) certified copies of its audited consolidated and non-consolidated (if any) financial statements for its most recently completed fiscal year, prepared in accordance with Indian Accounting Standards including its balance sheet, income statement and statement of cash flow. All such information shall be complete and correct in all material respects and fairly represents the financial condition, results of operation and changes in cash flow of the Company as of the date thereof;
- (ii) a certificate of the Chief Financial Officer or a Director of the Company confirming that his or her review has not disclosed the existence of any potential Event of Default or Event of Default;
- (iii) copies of Structural Liquidity Statement, CRAR, qualifying asset certificate, unhedged Foreign currency certificate, submitted to the RBI;
- (iv) all annual information submitted to the RBI; and
- (v) the corporate social responsibility report confirming adherence by the Company to its corporate social responsibility policy.

(d) Event Based Reports

- (i) As soon as available and in any event within 5 (five) Business Days of the occurrence of such event, the details of any change in the shareholding structure of the Company, in form and substance satisfactory to the Debenture Trustee and the Debenture Holders.
- (ii) As soon as available and in any event within 5 (five) Business Days of the occurrence of such event, the details of any change in board of directors and other senior management officials like Chief Executive Officer, Chief Financial Officer/Head of Finance and Treasury, Chief Risk Officer, Chief Operations Officer/Head of Business and the Head of Audit;
- (iii) As soon as available and in any event within 5 (Five) Business Days of any change in the statutory auditors/ change in credit bureau used/ change in accounting policy;
- (iv) As soon as available and in any event within 5 (Five) Business Days after receiving approval by the board of the Company, the annual business plan of the Company including a detailed

investment budget and forecast accounts for the following Financial Year and financial projections for at least the next 5 (five) years;

- (v) The Company shall provide/cause to be provided information to the Debenture Trustee (and to the Debenture Holders, if so requested) as soon as practicable, and in any event within 5 (five) Business Days from the occurrence of such event:
 - (a) the Company obtains or reasonably should have obtained actual knowledge thereof, notice of the occurrence of any event or circumstance that could reasonably be expected to result in a Material Adverse Effect;
 - (b) the Company obtains or reasonably should have obtained actual knowledge thereof, notice of any dispute, litigation, investigation or other proceeding affecting the Company or its property or operations, which, if adversely determined, could result in a Material Adverse Effect;
 - (c) the Company obtains actual knowledge thereof, notice of the occurrence of any Event of Default or potential Event of Default, specifying the nature of such event and any steps the Company is taking and proposes to take to remedy the same;
 - (e) the Company alters its Constitutional Documents; and
 - (f) any notice of any application for winding up having been made or receipt of any statutory notice of winding up under the provisions of the Act or any other notice under any other law or otherwise of any suit or legal process intended to be filed and affecting the title to the property of the Company.
 - (g) Any fraud amounting to more than 1% of Gross Loan Portfolio

(e) Disclosures under listing regulations

The Company disclose all such information to the Debenture Trustee under applicable laws and shall file with the BSE all such information as required under SEBI Listed NCDs Circulars and Regulations.

Debenture Trustee/ Debenture Holders shall be granted access to any additional information that it deems necessary to monitor and evaluate compliance with the covenants. The covenants can be tested at any time during the tenure of the Debentures.

(f) Other Reporting Covenants

- (a) Issuer shall provide details of a) operational information, b) portfolio cuts, c) monthly disbursements d) monthly dpd statement, e) changes in Board & management and f) changes in shareholding pattern on a quarterly basis in the format as specified by the Debenture Trustee.
- (b) The Issuer shall provide details of transactions with related parties and balances outstanding on a quarterly basis in the format as specified by the Debenture Trustee.
- (c) Issuer shall provide the static pool analysis and vintage curve data of the Portfolio and Gross Loan Portfolio in the format as specified by the Debenture Trustee within 60 days from the end of the quarter. On a quarterly basis beginning from the end of the current financial quarter, the

Issuer shall provide an updated version of the static pool analysis and vintage curve data of the Portfolio and Gross Loan Portfolio in the format prescribed by the Debenture Trustee.

(d) The Issuer shall provide the extract of the loan register covering details of all exposures of INR fifty lakhs or more, at the end of every quarter.

(e) The Issuer shall provide information on structural liquidity in the format as may be specified by the Debenture Trustee, at the end of every quarterly and as and when required by the Debenture Trustee.

(f) Issuer shall provide quarterly financial statements to the Debenture Trustee as within 45 (forty-five) days from the end of each quarter. Further, the Issuer shall submit monthly financial statements as and when requested by the Debenture Trustee.

F. RESPONSIBILITIES OF THE TRUSTEE

In addition to the other powers conferred on the Debenture Trustee and provisions for their protection and not by way of limitation or derogation of anything contained in this Deed or of any statute limiting the liability of the Debenture Trustee, IT IS EXPRESSLY DECLARED as follows:

- (a) the Debenture Trustee may, in relation to these presents, act on the opinion or advice of or any information obtained from any solicitor, counsel, advocate, valuer, surveyor, broker, auctioneer, qualified accountant or other expert whether obtained by the Company or by the Debenture Trustee or otherwise;
- (b) the Debenture Trustee shall be the attorney of the Company and shall have the right to execute, sign and do any deeds, documents, assurances, acts and things in the name and on behalf of the Company, which shall in the opinion of the Debenture Trustee be necessary or expedient that the Company should execute, sign and do for the purpose of carrying out any of the trusts or obligations declared or imposed upon the Debenture Trustee;
- (c) subject to the approval of the Debenture Holders by way of Special Resolution passed at a meeting of Debenture Holders held for determining the liability of the Debenture Trustee, the Debenture Trustee shall, as regards all trusts, powers, authorities and discretions, have absolute and uncontrolled discretion as to the exercise thereof and to the mode and time of exercise thereof and in the absence of any fraud, gross negligence, willful misconduct or breach of trust shall not be responsible for any loss, costs, charges, expenses or inconvenience that may result from the exercise or non-exercise thereof and in particular they shall not be bound to act at the request or direction of the Debenture Holders under any provisions of these presents unless sufficient monies shall have been provided or provision to the satisfaction of the Debenture Trustee made for providing the same and the Debenture Trustee are indemnified to their satisfaction against all further costs, charges, expenses and liability which may be incurred in complying with such request or direction;
- (d) with a view to facilitating any dealing under any provisions of these presents the Debenture Trustee shall have full power to consent (where such consent is required) to a specified transaction or class of transactions conditionally;
- (e) the Debenture Trustee shall not be responsible for the monies paid by Applicants/ Initial Debenture Holders for the Debentures;
- (f) without prejudice to the rights to indemnity by Law given to the Debenture Trustee, the Debenture Trustee and every receiver, attorney, manager, agent or other person appointed by them shall, subject to the provisions of the Act, be entitled to be indemnified by the Company in respect of all liabilities and expenses incurred by them or him in the execution or purported execution of the powers and trusts thereof and against all actions, proceedings, costs, claims and demands in respect of any matter or thing done or omitted and the Debenture Trustee may retain and pay out of any monies in their hands the amount of any liabilities and expenses necessary to effect such indemnity and also remuneration of the Debenture Trustee as herein provided or otherwise howsoever arising out of or in connection with these presents or the issue of the Debentures;
- (g) the Debenture Trustee shall have full power to determine all questions and doubts arising in relation to any of the provisions hereof and every such determination bonafide made (whether or not the

same shall relate wholly or partially to the acts or proceedings of the Debenture Trustee) in the absence of any fraud, gross negligence, willful misconduct or breach of trust, shall be conclusive and binding upon all persons interested hereunder;

- (h) subject to the approval of the Debenture Holders by way of Special Resolution passed at a meeting of Debenture Holders held for determining the liability of the Debenture Trustee, the Debenture Trustee shall not be liable for anything whatsoever except any fraud, gross negligence, willful misconduct or breach of trust by the Debenture Trustee;
- (i) subject to the approval of the Debenture Holders by way of Special Resolution passed at a meeting of Debenture Holders held for determining the liability of the Debenture Trustee, the Debenture Trustee, except for any fraud, gross negligence, willful misconduct or breach of trust, shall not be liable for any default, omission or delay in performing or exercising any of the powers or trusts herein expressed or contained or any of them or in enforcing the covenants herein contained or any of them or in giving notice to any person or persons of the execution hereof or in taking any other steps which may be necessary, expedient or desirable or for any loss or injury which may be occasioned by reason thereof unless the Debenture Trustee shall have been previously requested by notice in writing to perform, exercise or do any of such steps as aforesaid given in writing by the Special Majority Debenture Holder(s) or by a Special Resolution duly passed at a meeting of the Debenture Holders and the Debenture Trustee shall not be bound to perform, exercise or do any such acts, powers or things or to take any such steps unless and until sufficient moneys shall have been provided or provision to the satisfaction of the Debenture Trustee made for providing the same by or on behalf of the Debenture Holders or some of them in order to provide for any costs, charges and expenses which the Debenture Trustee may incur or may have to pay in connection with the same and the Debenture Trustee are indemnified to their satisfaction against all further costs, charges, expenses and liabilities which may be incurred in complying with such request;
- (j) notwithstanding any contained to the contrary in this Deed, the Debenture Trustee shall before taking any action on behalf of the Debenture Holders or providing any consent on behalf of the Debenture Holders, obtain the written consent of the Majority Debenture Holders;
- (k) the Debenture Trustee shall forward to the Debenture Holders copies of any information, documents from the Company pursuant to this Deed within 2 (two) Business Days of receiving the same from the Company; and
- (l) The Debenture Trustee shall take all reasonable steps to realise the monies due to the Trust.
- (m) The Debenture Trustee shall have the right to rely on notices, communications, advertisement, website information of Issuer and any other related party with respect to issue etc.

PROVIDED THAT nothing contained in this Clause shall exempt the Debenture Trustee or any receiver, attorney, manager, agent or other person appointed by the Debenture Trustee from or indemnify them against any liability for breach of trust nor any liability which by virtue of any rule or Law would otherwise attach to them in respect of any negligence, default or breach of trust which they may be guilty of in relation to their duties hereunder.

H. EVENT OF DEFAULT

(a) ***Payment Defaults***

The Company does not pay on the Due Date any amount payable pursuant to this Deed and the Debentures (including but not limited to penal interest, if any) at the place at and in the currency in which it is expressed to be payable, unless its failure to pay is caused by administrative or technical error and payment is made within 3 (Three) calendar days of its Due Date.

(b) ***Insolvency / Inability to Pay Debts / Distress***

- (i) The Company is unable or admits in writing inability to pay its debts as they fall due, suspends making payments on any of its debts or, by reason of actual or anticipated financial difficulties, commences negotiations with one or more of its creditors with a view to rescheduling any of its Financial Indebtedness.
- (ii) The Company is (or deemed by Law or a court to be) insolvent or bankrupt or unable to pay its debts or stops or suspends payments of all its debts, makes a general assignment or an arrangement or composition with or for benefit of the relevant creditors in respect of any such debts or a moratorium is agreed or declared in respect of or affecting all the debts of the Company.
- (iii) Any distress, attachment, execution or other legal process is levied, enforced or sued out on or against any material part of the property, assets, or revenues of the Company and is not discharged or quashed or stayed within 15 (fifteen) days.

(c) ***Business***

The Company without obtaining the prior consent of the Special Majority Debenture Holders ceases to carry on its business or gives notice of its intention to do so.

(d) ***Misrepresentation***

Any representation or warranty made by the Company in any Transaction Document or in any certificate, financial statement or other document delivered to the Debenture Trustee/Debenture Holders by the Company shall prove to have been incorrect, false or misleading in any material respect when made or deemed made.

(e) ***Material Adverse Change***

There shall have occurred a change in the business, operations, property, Assets, liabilities, condition (financial or otherwise) or prospects of the Company since the date hereof that has resulted in a Material Adverse Effect.

(f) ***Liquidation or Dissolution of the Company / Appointment of Receiver or Liquidator***

- (i) Any corporate action, legal proceedings or other procedure or step is taken in relation to:
 - (A) the suspension of payments, a moratorium of any Indebtedness, winding-up, dissolution, administration or re-organisation (by way of voluntary arrangement, scheme of

- arrangement or otherwise) of the Company or its Affiliate;
- (B) a composition, compromise, assignment or arrangement with any creditor of the Company or its Affiliate;
- (C) the appointment of a liquidator, provisional liquidator, supervisor, receiver, administrative receiver, administrator, compulsory manager, trustee or other similar officer in respect of all or any part of the undertaking of the Company or its Affiliate; or
- (D) the Company or its Affiliate, in respect of any reference or enquiry or proceedings commenced, before the National Companies Law Tribunal or under any mechanism or prescription of the RBI in respect of resolution/restructuring of stressed assets (including without limitation, under the RBI's circular no. DBR.No.BP.BC.45/21.04.048/2018-19 dated June 7, 2019 on "Prudential Framework for Resolution of Stressed Assets" (as amended or modified or restated from time to time));
- (E) A petition for the reorganization, arrangement, adjustment, winding up or composition of debts of the Company is filed on the Company (voluntary or otherwise) or have been admitted or makes an assignment for the benefit of its creditors generally and such proceeding is not contested by the company for staying, quashing or dismissed within 15 (Fifteen) days;
- (F) the commencement of an insolvency resolution process under the (Indian) Insolvency and Bankruptcy Code, 2016 (to the extent applicable) or under any other applicable Law, in respect of the Company or its Affiliate; or
- (G) enforcement of any security over any Assets of the Company or its Affiliate.

Any other event occurs or proceeding instituted under any applicable Law that would have an effect analogous to any of the events listed in sub-Clauses (A) to (F) above.

- (ii) An order is made or an effective resolution passed for the winding up or dissolution, judicial management or administration of the Company, or the Company ceases to carry on all of its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, re-organization, merger or consolidation on terms approved by Special Resolution of Debenture Holders.

(g) ***Cross Default***

The Company (i) defaults in any payment of any Financial Indebtedness beyond the period of grace (not to exceed 30 days), if any, provided in the instrument or agreement under which such Financial Indebtedness was created; (ii) defaults in the observance or performance of any agreement or condition relating to any Financial Indebtedness or contained in any instrument or agreement evidencing, securing or relating thereto or any other event shall occur or condition exist, the effect of which default or other event or condition is to cause or to permit the holder or holders of such Financial Indebtedness to cause (determined without regard to whether any notice is required) any such Financial Indebtedness to become due prior to its stated maturity; or (iii) any Financial Indebtedness of the Company shall be declared to be due and payable, or required to be prepaid other than by a regularly scheduled required prepayment, prior to the stated maturity thereof.

(h) ***Creditors' Process***

- i. All or a material part of the undertaking, Assets, rights or revenues of the Company are condemned, seized, nationalised, expropriated or compulsorily acquired, or shall have assumed

custody or control of the business or operations of the Company, or shall have taken any action for the dissolution of the Company, or any action that would prevent the Company, their member, or their officers from carrying on their business or operations or a substantial part thereof, by or under the authority of any Government or any Government Authority.

- ii. The Company does not inform the Debenture Trustee of one or more of the other creditors of the Company accelerating the payment obligations on the grounds of a material adverse change (howsoever described) or a material adverse effect (howsoever described) in the financial, operational or regulatory conditions governing the Company.
- iii. The Company has voluntarily or involuntarily becomes the subject of proceedings under any bankruptcy or insolvency laws and such proceedings have been admitted by a competent court or the Company is voluntarily or involuntarily dissolved.
- iv. The Company is adjudged insolvent or takes advantage of any law for the relief of insolvent debtors.

(i) ***Judgments Defaults***

One or more judgments or decrees entered against the Company involving a liability (not paid or not covered by a reputable and solvent insurance company), individually or in the aggregate, exceeding 5% (five percent) of the Total Assets of the Company PROVIDED THAT such judgments or decrees are either final and non-appealable or have not been vacated, discharged or stayed pending appeal for any period of 30 (thirty) consecutive calendar days.

(j) ***Transaction Documents***

This Deed or any other Transaction Document in whole or in part, are terminated or cease to be effective or cease to be a legally valid, binding and enforceable obligation of the Company.

(k) ***Unlawfulness***

It is or becomes unlawful for the Company to perform any of its obligations under the Transaction Documents and/or any obligation or obligations of the Company under any Transaction Document are not or cease to be valid, binding or enforceable.

(l) ***Repudiation***

The Company repudiates any of the Transaction Documents, or evidences an intention to repudiate any of the Transaction Documents.

(m) ***Information Covenants***

The failure to comply with any reasonably monitoring and/or servicing requests from Debenture Holders, including its monthly, quarterly, annual and event-based reporting requirements as required under the reporting covenants prescribed in **Schedule IX (Reporting Covenants)**.

(n) ***Government Intervention***

- (i) Any step is taken by Governmental Authority or agency or any other competent authority, with a view to the seizure, compulsory acquisition, expropriation or nationalisation of all or (in the opinion of the Debenture Trustee) a material part of the assets of the Company which is material to the Company;
- (ii) Any Governmental Authority having assumed custody or control of the business or operations of the Company or having taken any action for the dissolution of the Company or any action that would prevent the Company or its officers from carrying on its business or operations thereof; or
- (iii) The Company's organizational or legal status, or any license or franchise is revoked or suspended by any Governmental Authority or authority after the Company has exhausted all remedies and appeals relating thereto.

(o) ***Delisting***

If the Debentures are listed and any Debenture is subsequently delisted from any exchange on which it is listed without the prior written consent of the Debenture Trustee.

(p) ***Cessation***

The Company ceases or threatens to cease to carry on the main business it is currently engaged in.

(q) ***Alteration in Constitutional Documents***

The Company, without the previous consent in writing of the Debenture Trustee, makes or attempts to make any alteration in the provisions of its Constitutional Documents where (i) such change might in the opinion of the Debenture Trustee detrimentally affect the interests of the Debenture Holder(s) and (ii) the Company refuses or neglects to or is unable to rescind such alteration.

(r) ***Non-compliance with judicial order***

The Company fails to comply with or fulfil any judicial order passed against it provided however that such order shall not include any order against which appeal is available or for which an appeal is pending.

(s) ***Erosion of Net Worth***

The Debenture Holders' assessment from quarterly or annual financial reporting from the company, or at any time certified by an accountant of a firm or chartered accountant appointed by the Debenture Trustee (which the Debenture Trustee is entitled and hereby authorized to do so at any time), that the net worth (as defined in the Act) of the Company has eroded by 50% or more from March 31, 2023.

(t) ***Merger***

The rearrangement or consolidation or amalgamation (*other than the Composite Scheme of Arrangement between Samunnati Financial Intermediation & Services Private Limited, Samunnati Finance Private Limited & Samunnati Agro Solutions Private Limited & their their respective shareholders, as approved by the Hon'ble NCLT, Division Bench-II, Chennai vide its Order dated 23rd December 2022*) with or merger with or into, or receiving of all or substantially all the assets or

obligations of, another entity, or any action for reorganisation of capital without the prior written consent of the Debenture Trustee.

(u) ***Sale, disposal***

Sale, transfer, or other disposition of all or substantially all of the Company's Assets other than in the normal course of business of the Company.

(v) ***Third party***

A default or Event of Default occurs on account of a breach of representation or breach of an information covenant under the terms of any other agreement involving borrowed money or the extension of credit or any other Financial Indebtedness under which the Company may be obligated as a borrower or guarantor and pursuant to which the Company is called upon to and makes a prepayment to a 3rd party without the prior written consent of the Debenture Holder. Such consent shall not be unreasonably delayed or withheld by the Debenture Holders.

(w) ***Management Control and change in Control***

Change in Management Control or change in shareholding resulting in change in Control of the Issuer without prior written consent from the Debenture Trustee/Debenture Holders. Any new equity raising which results in change in the existing shareholding pattern and related change in board composition would be communicated to Debenture Holders and consent would be sought. If there is no response within 7 calendar days, it will be deemed as consent given by Debenture Holders. However, any changes in control not due to new equity raise will have to be formally approved by debenture holders & deemed consent window is not applicable

(x) ***Willful default***

Any Promoters or directors or key management personnel of the Company is/are declared as willful defaulter by any competent authority or accused of, charged with, arrested or convicted a criminal offence involving moral turpitude, any material act of fraud, embezzlement, misstatement, misappropriation or siphoning off of the Company funds or revenues, dishonesty or which otherwise impinges on the integrity of the promoter/s and/or director, including any accusations, charges and/or convictions of any offence relating to bribery or any other act having a similar effect being committed by the management or an officer of the Company.

(y) ***Breach of Financial Covenants***

Any breach of financial covenants stipulated in **Schedule VIII (Financial Covenants)** and such breach is not remedied (if capable of remedy) within the expiry of Cure Period for breach of Financial Covenants from the date of such breach.

(z) ***Rating downgrade***

If any time during the tenor of the Debentures, the rating of the Debentures is downgraded to a rating level below BBB, the Debenture Trustee, shall have the right, but not an obligation, to require the Issuer to redeem the Debentures within a period of 30 days.

(aa) ***Breach of Negative Covenants and Affirmative Covenants***

(i) Any breach of negative covenants mentioned in **Schedule X** (*Negative Covenants*).

(ii) Any breach of affirmative covenants mentioned in **Schedule VII** (*Affirmative Covenants*), and such breach is not remedied (if capable of remedy) within the expiry of Cure Period for breach of Affirmative Covenants from the date of such breach.

(bb) ***Breach of other terms of this Deed***

A breach by the Company of any of its obligations and covenants provided in terms of this Deed or other Transaction Documents (other than (a) to (dd) above).

*****All schedules and annexures stated herein refers to schedules stated in the Debenture Trust Deed.**

SECTION 11 DECLARATION

The Issuer undertakes and confirms that this Placement Memorandum does not omit disclosure of any material fact which may make the statements made therein, in light of the circumstances under which they are made, misleading. The Placement Memorandum also does not contain any false or misleading statement.

The Issuer accepts no responsibility for the statement made otherwise than in the Placement Memorandum or in any other material issued by or at the instance of the issuer and that any one placing reliance on any other source of information would be doing so at his own risk.

Without prejudice to the above, the Company and each of the directors of the Company, confirm that:

- a. The Issuer undertakes that this Placement Memorandum contain full disclosures in accordance with NCS Listing Regulations, as amended, and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 and the Master Direction on Money Market Instruments: Call/Notice Money Market, Commercial Paper, Certificates of Deposit and Non-Convertible Debentures (original maturity up to one year) dated July 07, 2016.
- b. the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of non-convertible securities, is guaranteed by the Central Government;
- c. the monies received under the offer shall be used only for the purposes and objects indicated in the Offer document;
- d. 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 promoters subscribing to the Memorandum of Association and Articles of Association.

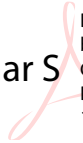
I, Anil Kumar S G, is authorized by the Finance Committee of the Board of Directors of the Company vide Resolution dated January 06, 2024 to sign this Placement Memorandum and declare that all the requirements of the Companies Act, 2013 and the rules made there under in respect of the subject matter of this Placement Memorandum and matters incidental thereto have been complied with. Whatever is stated in this Placement Memorandum and in the attachments thereto is true, correct and complete and no information material to the subject matter of this Placement Memorandum has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum and Articles of Association.

The issuer declares that nothing in the issue document is contrary to the provisions of Companies Act, 2013 (18 of 2013), the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the Securities and Exchange Board of India Act, 1992 (15 of 1992) and the rules and regulations made thereunder.

It is further declared and verified that all the required attachments have been completed, correctly and legibly attached to this form.

For Samunnati Financial Intermediation & Services Private Limited

Anil
Kumar S
G



Digitally signed
by Anil Kumar S
G
Date: 2024.01.12
12:24:19 +05'30'

Anil Kumar S G

Director & CEO

DIN: 01189011

Date: January 11, 2024

Place: Chennai

ANNEXURE I: LAST AUDITED FINANCIAL STATEMENTS

PKF SRIDHAR & SANTHANAM LLP

Chartered Accountants

**Independent Auditor's Review Report on Unaudited Standalone Financial Results of
Samunnati Financial Intermediation & Services Private Limited for the quarter and half year
ended September 30, 2023 pursuant to Regulation 52 of the SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015**

To

The Board of Directors of Samunnati Financial Intermediation & Services Private Limited

We have reviewed the accompanying statement of unaudited standalone financial results of Samunnati Financial Intermediation & Services Private Limited ('Company') for the quarter and half year ended September 30, 2023, together with the notes thereon ('the Statement') being submitted by the Company pursuant to the requirements of Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Regulations').

This Statement which is the responsibility of the Company's Management and approved by the Company's Board of Directors has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 - 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited standalone financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement or that it has not been prepared in accordance with the relevant prudential norms issued by the Reserve Bank of India in respect of income recognition, asset classification, provisioning and other related matters.

For PKF Sridhar & Santhanam LLP

Chartered Accountants

Firm Registration No. 003990S / S200018

V Kothandaraman

V Kothandaraman

Partner

Membership Number: 025973

UDIN: 23025973BGZBZG2999

Place of signature: Chennai

Date: October 31, 2023



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PKF SRIDHAR & SANTHANAM LLP • KRD Geo Geo Crystal • No.93-92 7th Floor • Dr.Radhakrishnan Salai • Mylapore • Chennai • 600004

Samunnai Financial Intermediation & Services Private Limited						
Regd Office: Bald 3B Tech Park, 8th Floor, No 129 B, East Coast Road, Thiruvanniyur, Chennai-600041						
CIN: U65999TN2014PTC096252 www.samunnai.com						
Tel: +91 44 66763400 Email:secretarial@samunnai.com						
Unaudited statement of standalone financial results for the quarter and half year ended 30 September 2023						
(All amounts are in Rs. Millions, unless stated otherwise)						
Particulars	Quarter ended			Half Year Ended		Year ended
	30 Sep 22	30 Jun 23	30 Sep 22	30 Sep 23	30 Sep 22	31 Mar 23
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
INCOME						
I Revenue from operations	508.36	524.98	512.01	1,033.34	1,083.48	1,971.54
II Other income	23.08	28.65	33.86	51.73	59.51	141.49
III Total income (I+II)	531.44	553.63	545.87	1,085.07	1,142.99	2,113.03
EXPENSES						
Finance costs	266.88	267.52	321.73	534.40	650.52	1,215.74
Impairment on financial instruments	2.01	22.45	148.90	24.46	332.09	1,370.72
Employee benefits expense	99.35	116.81	124.60	216.36	271.56	484.34
Depreciation and amortisation	12.69	12.98	11.98	25.67	23.83	49.32
Other expenses	81.05	27.90	73.30	138.95	137.23	290.28
Total expenses	462.18	477.66	680.53	939.84	1,415.23	3,410.40
V Profit / (loss) before tax (III-IV)	69.26	75.97	(134.66)	145.23	(272.24)	(1,297.37)
VI Tax expense:						
(1) Current tax	-	-	-	-	1.26	5.03
(2) Deferred tax	21.99	24.61	(42.74)	46.60	-76.70	(318.60)
Total tax expenses	21.99	24.61	(42.74)	46.60	(75.44)	(313.57)
VII Profit / (loss) for the period (V-VI)	47.27	51.36	(91.92)	98.63	(196.80)	(983.80)
VIII Other comprehensive income						
(i) Items that will not be reclassified to profit or loss:						
Re-measurements of defined benefit plans	(2.19)	0.38	(3.70)	(1.81)	(1.29)	0.88
(ii) (Gains) and losses on Hedge Accounting	(17.51)	-	-	(17.51)	-	-
(iii) Income tax relating to above	4.96	(0.10)	0.93	4.86	0.32	(0.22)
Other comprehensive income / (loss)	(14.74)	0.28	(2.77)	(14.46)	(0.97)	0.66
IX Total comprehensive income	32.53	51.64	(94.69)	84.17	(197.77)	(983.14)
X Paid up share capital	22.59	22.59	20.45	22.59	20.45	21.25
XI Other Equity						5,580.21
X Earnings per equity share: after considering Compulsorily convertible preference shares						
(1) Basic (in Rupees)	20.93	22.85	(255.09)	43.78	(546.15)	(472.61)
(2) Diluted (in Rupees)	20.93	22.85	(255.09)	43.78	(546.15)	(472.61)
	Not Annualised			Annualised		
Face value per share (in Rupees)	10.00	10.00	10.00	10.00	10.00	10.00



Samunnati Financial Intermediation & Services Private Limited		
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CIN: U65990TN2014PTC096252 www.samunnati.com		
Tel: +91 44 66762400 Email:secretarial@samunnati.com		
Statement of unaudited standalone assets and liabilities as at 30 September 2023		
(All amounts are in Rs. Millions, unless stated otherwise)		
Particulars	As at 30 September 2023 Unaudited	As at 31 March 2023 Audited
ASSETS		
Financial Assets		
Cash and cash equivalents	383.24	935.83
Bank balances other than above	625.50	218.08
Trade Receivables	-	-
Loans	10,263.95	10,448.04
Investments	3,376.98	2,679.90
Other financial assets	96.78	32.38
	14,746.45	14,314.23
Non-Financial Assets		
Current tax assets (Net)	344.02	296.23
Deferred tax assets (Net)	521.86	563.60
Property, plant and equipment	33.24	42.77
Right of use assets	8.80	13.61
Other Intangible Asset	31.81	38.96
Intangible assets under development	30.27	22.92
Other non-financial assets	43.09	31.25
	1,013.09	1,009.34
TOTAL ASSETS	15,759.54	15,323.57
LIABILITIES AND EQUITY		
Financial liabilities		
Trade payables :		
total outstanding dues of micro enterprises and small enterprises	0.00	0.00
total outstanding dues of creditors other than micro enterprises and small enterprises	5.36	22.84
Debt securities	4,311.29	5,075.53
Borrowings (other than debt securities)	4,232.17	4,437.07
Other financial liabilities	124.81	127.90
	8,673.63	9,663.34
Non-financial liabilities		
Provisions	40.90	31.88
Other non-financial liabilities	21.42	26.89
	62.32	58.77
EQUITY		
Share capital	22.59	21.35
Other equity	7,001.00	5,580.21
	7,023.59	5,601.46
TOTAL LIABILITIES AND EQUITY	15,759.54	15,323.57



Unaudited

Samunnati Financial Intermediation & Services Private Limited		
Regd Office: Baldi Hi Tech Park, 8th Floor, No 129 B, East Coast Road, Thiruvannamiyar, Chennai-600041		
CIN: U65990TN2014PTC096252 www.samunnati.com		
Tel: +91 44 66763400 Email: secretariat@samunnati.com		
Statement of Unaudited Standalone Cash Flows for the half year ended 30 September 2022		
All amounts are in Rs. Millions, unless stated otherwise		
	Half Year Ended	
	30-Sep-22	30-Sep-21
A. Operating activities		
Profit / (loss) before tax	145.23	(272.34)
Adjustments for:		
Depreciation and amortization	25.67	23.83
Employee stock option expenses	(2.24)	29.83
Gratuity and leave encashment expenses	7.74	8.46
Loss on sale of property, plant and equipment	-	(0.90)
Income from mutual funds	(17.51)	(14.37)
Income from debt funds	-	(1.31)
Interest expenses towards financing activities	533.79	649.56
Interest expense on lease liability	0.61	0.96
Impairment on financial instruments	(276.55)	33.34
Bad debts written off	301.01	298.74
Amortisation of origination costs of borrowings	13.61	54.40
	596.12	1,082.54
Cash generated from operations before working capital changes	731.36	810.20
Changes in working capital:		
Loans	159.63	1,263.08
Other financial assets	(64.40)	16.52
Other non-financial assets	(11.84)	(4.57)
Net movement in provisions	(0.53)	(12.10)
Trade Payables	(17.48)	(42.23)
Other financial and non-financial liabilities	(17.23)	(18.63)
Cash used in operations	779.51	2,012.37
Income taxes paid (net of refunds)	(47.79)	(56.86)
Net cash (used in) operating activities (A)	731.72	1,955.51
B. Investing activities		
Purchase of property, plant and equipment and intangible assets	(11.83)	(20.72)
Proceeds from sale of property, plant and equipment	0.30	1.71
Movement in deposits with banks and financial institutions	(407.42)	14.87
Purchase of investments	(8,150.00)	(9,874.69)
Proceeds from sale of investments	7,452.92	9,969.01
Income received on investments measured at amortised cost	17.49	15.68
Net cash (used in) investing activities (B)	(1,098.54)	105.86
C. Financing activities		
Issue of Compulsorily Convertible Preference Shares	1,340.00	-
Proceeds from debt securities	745.00	585.00
Repayment of debt securities	(1,509.24)	(314.52)
Repayment of principal portion of lease liability	(8.84)	(20.08)
Repayment of interest portion of lease liability	(0.61)	(0.96)
Proceeds from other than debt securities	2,894.00	1,976.64
Repayment of other than debt securities	(3,116.44)	(2,537.33)
Interest paid	(529.64)	(638.96)
Net cash generated from financing activities (C)	(185.77)	(954.21)
Net (decrease)/ Increase in cash and cash equivalents (A+B+C)	(552.59)	1,107.15
Cash and cash equivalents at the beginning of the year	935.83	990.48
Cash and cash equivalents at the end of the year	383.24	2,097.63
Components of cash and cash equivalents		
Cash and cash equivalents at the end of the year		
- Cash on hand		
- Balances with banks in current accounts	383.24	289.14
- In deposit account (with original maturity up to 3 months)	-	1,808.49
Total	383.24	2,097.63



Samunnati Financial Intermediation & Services Private Limited
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Notes to unaudited statement of financial results for the half year ended 30 September 2023

- Samunnati Financial Intermediation & Services Private Limited ('the Company') is an Non-Banking Financial Institution (NBFI) incorporated on 23 June 2014 and has its registered office at No: 129-B, 8th Floor, Bald Hi Tech Park, ECR, Thiruvannmiyur, Chennai - 600041. The Company has received Certificate of Registration dated 25 February 2016 from the Reserve Bank of India to carry on the business of Non-Banking Financial Institution without accepting deposits. The Company is classified as Non-deposit taking systemically important NBFCs (NBFCs-ND-SI).
- The above standalone financial results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 30 October 2023 and 31 October 2023 respectively. The above results have been subjected to limited review by the statutory auditors of the Company. The auditors have issued an unmodified report.
- The standalone financial results has been prepared in accordance with Indian Accounting Standards "Ind AS" as notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and other accounting principles generally accepted in India and in compliance with regulation 52 of the Securities Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations 2015. Any application guidance/ clarifications / directions issued by the Reserve Bank of India or other regulators are implemented as and when they are issued / applicable.
- Other equity include Statutory Reserve as per Section 451C of Reserve Bank of India Act, 1934, balance in securities premium, employees stock options outstanding reserve, capital redemption reserve, other comprehensive income and retained earnings.
- The company continues to monitor and assess the impact of COVID 19 pandemic on its operation and financials, including the possibility of higher defaults by the customers. The company has considered the information available upto the date of these results and have made adequate provisions in this regard to the extent it is required.
- The Chief Operating Decision Maker ('CODM') reviews the operations at the Company level. The operations of the Company fall under 'financing activities' which is considered to be the only reportable segment in accordance with the provisions of Ind AS 108, Operating Segments. The Company operates in a single geographical segment, i.e. domestic.
- The underlying forecasts and assumptions applied by the Company in determination of ECL allowance are subject to uncertainties which are often outside the control of the Company and accordingly, actual results may differ from these estimates. Any potential excess/shortfall based on actual experience will be adjusted in the relevant period in future. The Company will continue to closely monitor the impact and any material changes in both the internal and external environments. The Company has been duly servicing its debt obligations. The Company's management believes that Capital Adequacy and Liquidity position remains strong and shall continue to be an area of focus.
- In terms of the requirement as per RBI notification no. RBI/2019-20/170 DOR (NBFC).CC. PD No. 109/22.10.106/2019-20 dated 13 March 2020 on implementation of Indian accounting standards, Non-Banking Financial Companies (NBFCs) are required to create an impairment reserve for any shortfall in impairment allowances under Ind AS 109 and Income recognition, Asset Classification and Provisioning (IRACP) Norms (including provision on standard assets). The impairment allowances under Ind AS 109 made by the Company exceeds the total provision required under IRACP (including standard asset provisioning) as at 30 September 2023 and accordingly, no amount is required to be transferred to impairment reserve.

- Disclosure as per RBI Notification RBI/2018-19/100 DOR.No.BP.BC.18/21.04.048/2018-19 dated 1 January 2019 extended via RBI notification RBI/2019-20/160 DOR.No.BP.BC.34/21.04.048/2019-20 dated 11 February 2020 extended further via RBI Notification RBI/2020-21/17 DOR.No.BP.BC/4/21.04.048/2020-21 dated 6 August 2020 - Micro, Small and Medium Enterprises (MSME) sector - Restructuring of Advances

Disclosure as per prescribed format for the quarter ended 30 September 2023:

No. of Accounts restructured	Amount (In Rs. millions)
12 (8 Customers)	170.23



Signature

Samunnati Financial Intermediation & Services Private Limited	
Regd Office: Bald Hi Tech Park, 8th Floor, No 129 B, East Coast Road, Thiruvanniyur, Chennai-600041	
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Tel: +91 44 66762400 Email: secretarial@samunnati.com	
Notes to unaudited statement of financial results for the half year ended 30 September 2023	
10	The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.
11	All outstanding Non-Convertible Debt Securities are secured by way of an exclusive charge on identified receivables of the Company with security cover ranging between 1 to 1.10 times of outstanding amount on such securities at any point in time.
12	Disclosure in compliance with Regulations 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, for the half ended September 30, 2023 is included in Annexure I.
13	RBI vide circular dated 12 November 2021 - Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances - Clarifications, notification RBI/2021 2022/125) DOR.STIL.REC.68/21.04.048/2021-22 (IRACP) has clarified /harmonised certain aspects of the regulatory guidelines with a view to ensuring uniformity in the implementation of IRACP norms; across all lending institutions. The Company has complied with the norms or changes for regulatory reporting w.e.f 01 October 2022 as per extended timelines provided by RBI vide circular dated 15 February 2022. The impact of such clarification / harmonisation has been considered by the Company in preparing the standalone financial results for the quarter ended 30 September 2023.
14	Details of loans transferred / acquired during the quarter ended 30 September 2023 under the RBI Master Direction on Transfer of Loan Exposures dated 24 September 2021 are given below: i. The Company has not transferred loans not in default through Direct assignment. ii. The Company has not transferred any non-performing assets (NPAs). iii. The Company has not acquired any loans through assignment. iv. The Company has not acquired any stressed loan.
15	Previous period's / year's figures have been regrouped/ reclassified wherever necessary, to confirm with the current period presentation.
For and on behalf of the board of directors of Samunnati Financial Intermediation & Services Private Limited  Director & CEO DIN : 01189011 Place : Chennai Date : 31 October 2023  	

Samunnati Financial Intermediation & Services Private Limited
Balance Sheet as at March 31, 2023
(All amounts are in millions of Indian Rupees (Rs.), unless otherwise stated)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
Assets			
Financial assets			
Cash and cash equivalents	3	935.83	990.48
Bank balances other than (a) above	4	218.08	221.45
Loans	5	10,448.04	12,481.26
Investments	6	2,679.90	1,811.11
Other financial assets	7	32.38	81.74
		14,314.23	15,586.04
Non-financial assets			
Current tax assets (net)	8	296.23	175.89
Deferred tax assets (net)	9	563.60	245.22
Property, plant and equipment	10	42.77	59.97
Right of use assets	10	13.61	12.57
Intangible assets under development	10	22.92	27.68
Other intangible assets	10	38.96	24.76
Other non-financial assets	11	31.25	37.63
		1,009.34	563.52
Total assets		15,323.57	16,169.56
Liabilities and Equity			
Liabilities			
Financial liabilities			
Payables			
Trade Payables	12	-	0.57
(i) total outstanding dues of micro enterprises and small enterprises		-	0.57
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		22.84	45.45
Debt securities	13	5,075.53	5,301.33
Borrowings (other than debt securities)	14	4,437.07	5,300.64
Other financial liabilities	15	127.90	115.77
		9,663.34	10,764.56
Non-financial liabilities			
Provisions	16	31.88	34.43
Other non-financial liabilities	17	25.89	25.73
		58.77	61.16
Equity			
Share capital	18	21.25	20.45
Other equity	19	5,580.21	5,323.09
		5,601.46	5,343.54
Total liabilities and equity		15,323.57	16,169.56
Summary of significant accounting policies	2		

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For PKF Sridhar & Santhanam LLP
Chartered Accountants
ICAI Firm Registration No.: 0039905/S200018

V. Kothandaraman
V. Kothandaraman
Partner
Membership No.: 0259/3
Place: Chennai
Date: May 30, 2023



For and on behalf of the Board of Directors of
Samunnati Financial Intermediation & Services Private Limited

S. G. Anil Kumar *Gurunath Neelamani* *S. Arunkumar*
S. G. Anil Kumar **Gurunath Neelamani** **Arunkumar Sridharan**
Director and CEO Whole-time Director Company Secretary
DIN: 01186011 DIN: 02795086 Membership No.: F7112
Place: Chennai Place: Chennai Place: Chennai
Date: May 30, 2023 Date: May 30, 2023 Date: May 30, 2023

Samunnati Financial Intermediation & Services Private Limited
Standalone Statement of profit and loss for the year ended March 31, 2023
(All amounts are in millions of Indian Rupees (Rs.), unless otherwise stated)

Particulars	Note	FY ended March 31, 2023	FY ended March 31, 2022
I Revenue from operations			
i Interest income	20	1,884.03	1,703.18
ii Bad debts recovered		88.25	30.01
		1,972.28	1,733.17
II Other income	21	78.99	82.73
III Total income (I+II)		2,051.27	1,815.90
Expenses			
i Finance costs	22	1,215.74	977.17
ii Impairment on financial instruments	23	1,308.96	756.15
iii Employee benefit expenses	24	484.34	627.70
iv Depreciation and amortization	25	49.32	47.61
v Other expenses	26	290.28	223.27
IV Total expenses		3,348.64	2,631.90
V Profit / (Loss) before tax (III-IV)		(1,297.37)	(816.00)
VI Tax expense	27		
i Current tax		9.03	-
ii Deferred tax		(318.60)	(149.81)
		(313.57)	(149.81)
VII Profit/ (loss) for the year (V-VI)		(983.80)	(966.19)
VIII Other comprehensive income (OCI)			
i Items that will not be reclassified to profit or loss			
a) Remeasurement gains and (losses) on defined benefit plans		0.88	2.45
ii Income tax impact thereon	27	(0.22)	(0.38)
Other comprehensive income (II+III)		0.66	2.07
IX Total comprehensive income for the year (VII+VIII)		(983.14)	(964.12)
X Earnings per equity share: after considering Compulsorily convertible preference shares (face value Rs. 10/- per equity share)	29		
Basic (Rs.)		(472.51)	(325.90)
Diluted (Rs.)		(472.61)	(325.90)

Summary of significant accounting policies

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached

For PKF Sridhar & Santhanam LLP
Chartered Accountants
ICAI Firm Registration No. 0039905/S200018

V. Kothandaraman

V Kothandaraman
Partner
Membership No. 025973
Place: Chennai
Date: May 30, 2023



For and on behalf of the Board of Directors of
Samunnati Financial Intermediation & Services Private Limited

S. G. Arun Kumar

S G Arun Kumar
Director and CEO
DIN : 01189011
Place: Chennai
Date: May 30, 2023

Gurunath Neelamani

Gurunath Neelamani
Whole-time Director
DIN : 02799588
Place: Chennai
Date: May 30, 2023

Arunkumar Sridharan

Arunkumar Sridharan
Company Secretary
Membership No. F7112
Place: Chennai
Date: May 30, 2023

Samunnati Financial Intermediation & Services Private Limited
Statement of Audited Standalone Cash Flows for the year ended March 31, 2023
(All amounts are in millions of Indian Rupees (Rs.) unless otherwise stated)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
A. Operating activities		
Profit / (loss) before tax	(1,297.37)	(816.00)
Adjustments for:		
Depreciation and amortization	49.32	47.81
Employee stock option expenses	58.29	57.03
Gratuity and leave encashment expenses	12.42	17.29
Loss/(Profit) on sale of property, plant and equipment	(5.92)	(0.27)
Income from mutual funds	(35.66)	(13.84)
Income from debt funds	(1.31)	(16.58)
Interest expenses towards financing activities	1,214.02	975.19
Interest expense on lease liability	1.72	1.98
Unwinding interest of debt component of OCRPS	1.05	-
MTM gain/loss on ECB loans	(17.84)	-
Impairment on financial instruments	890.73	200.24
Bad debts written off	648.23	555.91
Amortization of origination costs of borrowings	75.60	43.74
	2,585.63	1,868.49
Cash generated from operations before working capital changes	1,388.26	1,052.49
Changes in working capital:		
Loans	734.26	(3,561.22)
Other financial assets	49.36	29.02
Other non-financial assets	6.38	(9.61)
Net movement in provisions	(14.09)	(7.81)
Trade payables	(23.28)	30.03
Other financial and non-financial liabilities	10.27	70.13
Cash used in operations	2,121.16	(2,597.05)
Income taxes paid (net of refunds)	(125.37)	(108.17)
Net cash generated from / (used in) operating activities (A)	1,995.79	(2,505.23)
B. Investing activities		
Purchase of property, plant and equipment and intangible assets	(30.50)	(74.07)
Proceeds from sale of property, plant and equipment	1.96	2.59
Movement in capital advances	-	0.57
Movement in deposits with banks and financial institutions	3.37	302.10
Purchase of investments	(17,155.17)	(23,885.62)
Proceeds from sale of investments	15,280.38	23,845.29
Interest income received on investments measured at amortised cost, FVTPL and at cost	36.97	30.42
Net cash generated from / (used in) investing activities (B)	(856.30)	420.28
C. Financing activities		
Utilisation of securities premium	-	10.72
Issue of Compulsorily Convertible Preference Shares	800.00	0.68
Issue of Optionally convertible redeemable preference shares	400.00	-
Proceeds from debt securities	585.00	2,078.23
Repayment of debt securities	(810.80)	(990.82)
Repayment of principal portion of lease liability	(12.74)	(9.35)
Repayment of interest portion of lease liability	(1.72)	(1.98)
Proceeds from other than debt securities	4,541.71	6,495.97
Repayment of other than debt securities	(5,487.39)	(4,675.02)
Interest paid	(1,207.51)	(961.74)
Net cash generated from / (used in) financing activities (C)	(1,193.45)	1,917.69
Net (decrease) / increase in cash and cash equivalents (A+B+C)	(54.65)	(187.26)
Cash and cash equivalents at the beginning of the year	930.48	1,117.74
Cash and cash equivalents at the end of the year	935.83	930.48

Samunnati Financial Intermediation & Services Private Limited
Statement of Audited Standalone Cash Flows for the year ended March 31, 2023
(All amounts are in millions of Indian Rupees (Rs.) unless otherwise stated)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Components of cash and cash equivalents		
Cash and cash equivalents at the end of the year:		
- Cash on hand	-	-
- Balances with banks in current accounts	935.83	552.44
- in deposit account (with original maturity up to 3 months)	-	406.04
Total	935.83	958.48

Summary of significant accounting policies
The accompanying notes form an integral part of the financial statements.
As per our report of even date attached

For PKF Sridhar & Senthilam LLP
Chartered Accountants
ICAI Firm Registration No.: 0039909/S200018

V. Kothandaraman
Partner
Membership No.: 025973
Place: Chennai
Date: May 30, 2023



For and on behalf of the Board of Directors of
Samunnati Financial Intermediation & Services Private Limited

S. G. Anil Kumar
Director and CEO
DIN: 01185011
Place: Chennai
Date: May 30, 2023

G. Ananth Kumar
Whole-time Director
DIN: 02799568
Place: Chennai
Date: May 30, 2023

Arunkumar Sridharan
Company Secretary
Membership No.: FT112
Place: Chennai
Date: May 30, 2023

PKF SRIDHAR & SANTHANAM LLP

Chartered Accountants

Independent Auditors' Report

To the Members of Samunnati Financial Intermediation & Services Private Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Samunnati Financial Intermediation & Services Private Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2023, and the standalone statement of Profit and Loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key Audit Matter	How the matter was addressed
Provision for expected credit loss (ECL) on loans (Refer Note 5 and Note 23 to the Standalone Ind AS Financial Statements)	Read and assessed the Company's accounting policy for impairment of financial assets and its compliance with Ind AS 109, the governance framework approved by the Board of Directors and moratorium pursuant to the RBI circular and tested the implementation of such policy on a sample basis.
Financial instruments, which include loans to customers, represent a significant portion of the total assets of the Company. The Company has loans aggregating Rs. 11,461.30 million as at 31 March 2023. The Company has made a provision for impairment loss aggregating Rs. 1,013.26 million against the loans outstanding to Customers as at the balance sheet date. Due to the significance of the judgments used in both classification of loans into various stages as well as the computation of expected credit losses on such financial assets as per Ind AS 109, this has been considered as a key audit matter.	Assessed the criteria for staging of loans based on their past-due status to check compliance with requirement of Ind AS 109. Tested a sample of performing loans (stage 1) to assess whether any SICR or loss indicators were present requiring them to be classified under stage 2 or 3 or vice versa along with additional considerations applied by the Management for staging of loans as SICR.

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REGISTRATION NO. WITH ICAI IS 0039905 5200018

Annexure A

Referred to in paragraph 1 on 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Samunnati Financial Intermediation & Services Private Limited ("the Company") on the standalone financial statements as of and for the year ended 31 March 2023.

- (i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain Property, Plant and Equipment were physically verified by the management during the year. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company as at Balance Sheet date.
- In respect of immovable properties of land and building that have been taken on lease and disclosed as right of use assets in the standalone financial statements, the lease agreements are in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year and hence this clause is not applicable to the Company.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) a) The Company does not have any tangible inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- b) Based on our audit procedures & according to the information and explanation given to us, the Company has not been sanctioned working capital limits in excess of five crore rupees from banks or financial institution on the basis of security of current assets and hence the question of filing quarterly returns or statements by the company with such banks or financial institutions does not arise. Accordingly, paragraph 3(ii)(b) of the Order is not applicable to the Company.
- (iii) Based on our audit procedures & according to the information and explanation given to us, the Company has made investments in and granted loans or advances in the nature of the loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties in respect of which:
- (a) The Company's principal business is to give loans, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
- (b) The investments made and the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans provided, during the year are, in our opinion, *prima facie*, not prejudicial to the Company's interest.



- (c) In respect of loans granted or advances in the nature of loans provided by the Company, the schedule of repayment of principal and payment of interest has been stipulated. Note 2.5 to the Standalone Financial Statements explains the Company's accounting policy relating to impairment of financial assets which include loan assets. In accordance with that policy, loan assets with balances as at 31 March 2023, aggregating Rs. 658.98 million were categorised as credit impaired ("Stage 3") and Rs. 154.61 million were categorised as those where the credit risk has increased significantly since initial recognition ("Stage 2"). Disclosures in respect of such loans have been provided in Note 5 to the Standalone Financial Statements. Additionally, out of loans and advances in the nature of loans with balances as at the year-end aggregating Rs. 10,647.71 million, where credit risk has not significantly increased since initial recognition (categorised as "Stage 1"), delay in the repayment of interest and/or principal in respect of loans aggregating to Rs. 964.02 million were also identified. In all other cases, the repayment of principal and interest is regular. Having regard to the nature of the Company's business and the volume of information involved, it is not practicable to provide an itemised list of loan assets where delinquencies in the repayment of principal and interest have been identified.
- (d) The total amount overdue for more than ninety days, in respect of loans and advances in the nature of loans, as at the year-end is Rs. 681.06 million. Reasonable steps are being taken by the Company for recovery of the principal and interest as stated in the applicable Regulations and Loan agreements.
- (e) The Company's principal business is to give loans, and hence reporting under clause 3(iii)(e) of the Order is not applicable.
- (f) Based on our audit procedures and according to the information and explanation given to us, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment and hence the question of aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause 76 of section 2 of the Act does not arise. Accordingly, paragraph 3(iii)(f) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantee or security to any director of the Company and hence the provisions of Section 185 of the Act is not applicable to the Company. The Company has complied with the provisions of Section 186 as applicable.
- (v) Based on our audit procedures & according to the information and explanation given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of the Act and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) The Company is not required to maintain cost records specified by the Central Government under sub section (1) of section 148 of the Act. Accordingly, paragraph 3(vi) of the Order is not applicable to the Company.
- (vii)
- (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has been regular in depositing undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues as applicable with the appropriate authorities.
- According to the information and explanation given to us and the records of the Company examined by us, no undisputed amounts payable in respect of statutory dues were in arrears, as at 31 March 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, there are no statutory dues referred to in sub-clause (a) as at 31 March 2023, which have not been deposited with the appropriate authorities on account of any dispute, except as stated below:



Name of the Statute	Nature of the Dues	Amount demanded (Rs. in millions)	Amount paid (Rs in millions)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax and interest	10.24	2.10	AY 2016-17	Commissioner of Income tax (Appeals)
Income Tax Act, 1961	Income tax and interest	0.26	-	AY 2018-19	Assessing Officer
Income Tax Act, 1961	Income tax and interest	106.03	21.21	AY 2020-21	Assessing Officer

(viii) Based on our audit procedures and as per the information and explanations given by the management, no amount has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Accordingly, paragraph 3(viii) of the order is not applicable to the Company.

(ix)

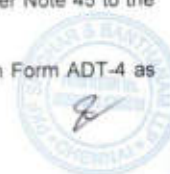
- (a) Based on our audit procedures and as per the information and explanations given by the management, the Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us, the Company is not a declared willful defaulter by any bank or financial institution or other lender. Accordingly, paragraph 3(ix)(b) of the Order is not applicable to the Company.
- (c) According to the information and explanations given to us and the records of the Company examined by us, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and the records of the Company examined by us, no funds raised on short term basis have been utilized for long term purposes.
- (e) According to the information and explanations given to us and the records of the Company examined by us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. Accordingly, paragraph 3(ix)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us and the records of the Company examined by us, the Company has not raised any loans during the year on pledge of securities held in its subsidiaries. Accordingly, paragraph 3(ix)(f) of the Order is not applicable to the Company.

(x)

- (a) The Company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has made preferential allotment or private placement of preference shares (fully, partially or optionally convertible) during the year and requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.

(xi)

- (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, except for 1 instance aggregating to Rs.175.69 million for which the Management has initiated necessary legal proceedings for recovery of the amount, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of such case by the Management (Refer Note 45 to the standalone financial statements).
- (b) No report under sub-section (12) of section 143 of the Act has been filed by us in Form ADT-4 as



prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government

- (c) To the best of our knowledge and belief and according to the information and explanations given to us, we report that no whistle blower complaints were received during the year by the Company.
- (xii) The Company is not a Nidhi company in accordance with Nidhi Rules 2014. Accordingly, paragraph 3(xii)(a) to (c) of the Order is not applicable.
- (xiii) Based on our audit procedures and according to the information and explanations given to us, all the transactions entered into with the related parties during the year are in compliance with Section 177 and Section 188 of the Act where applicable and the details have been disclosed in the standalone financial statements as required by the Indian accounting standard Related Party Disclosures (Ind AS 24)
- (xiv)
 - (a) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
 - (b) We have considered the reports of the Internal Auditors for the period under audit.
- (xv) On the basis of the information and explanations given to us, in our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi)
 - (a) Based on our audit procedures and according to the information and explanations given to us, the Company is required to be registered under Section 45-IA of Reserve Bank of India Act, 1934 (2 of 1934).
 - (b) Based on our audit procedures and according to the information and explanations given to us, the Company has conducted Non-Banking Financial activities with a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
 - (c) Based on our audit procedures and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and hence the questions of fulfilling criteria of a CIC, and in case the Company is an exempted or unregistered CIC, whether it continues to fulfill such criteria, do not arise. Accordingly, paragraph 3(xvi)(c) of the Order is not applicable to the Company.
 - (d) Based on our audit procedures and according to the information and explanations given to us, none of the group companies are Core Investment Company (CIC) and hence the question of number of CICs which are part of the Group does not arise. Accordingly, paragraph 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The company has incurred cash losses of Rs. 1,248.05 in the financial year and Rs. 768.39 million in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.



(xx) Based on our audit procedures and according to the information and explanations given to us, the company is not required to spend the amount for corporate social responsibilities and Accordingly, paragraph 3(xx)(a) and 3(xx)(b) of the Order is not applicable to the Company.

For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Registration No.003990S/S200018



V Kothandaraman
Partner
Membership No. 025973
UDIN: 23025973BGZBXK3431

Place of Signature: Chennai
Date: 30 May 2023



Annexure B

Referred to in paragraph 2(f) on 'Report on Other Legal and Regulatory Requirements' of our report of even date

Report on the Internal Financial Controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls with reference to standalone financial statements of Samunnati Financial Intermediation & Services Private Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's and Board of Directors' Responsibility for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

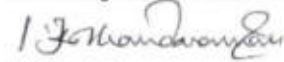
Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For **PKF Sridhar & Santhanam LLP**

Chartered Accountants

Firm's Registration No.003990S/S200018



V Kothandaraman

Partner

Membership No. 025973

UDIN: 23025973BGZBXK3431

Place of Signature: Chennai

Date: 30 May 2023



Management estimates impairment provision using Expected Credit Loss model for the loan exposure using criteria in accordance with Ind AS 109 which also include considering the impact of recent RBI's regulatory circulars. Measurement of loan impairment involves application of significant judgement by the management. These include: (a) Segmentation of the loan portfolio into homogenous pool of borrowers; (b) Identification of exposures where there is a significant increase in credit risk ('SICR') and those that are credit impaired; (c) Determination of the probability of default for each of the segments identified; and (d) Loss given default for various exposures based on past trends / experience, management estimates etc., Additionally, the economic and business consequences of the COVID 19 pandemic as described in Note 46 to the standalone Ind AS financial statements, slowdown of economic activity, moratoriums granted to borrowers, the related regulatory directives and also the applicable accounting directions, further affect provisioning under the ECL approach. Note 2.5 to the standalone Ind AS financial statements explains the various matters that the management has considered for developing this expected credit loss model.	or default categories in view of Company's policy on moratorium. Tested the input data used for grouping and staging of loan portfolio into various categories and default buckets for determining the Probability of Default (PD) and Loss Given Default (LGD) rates. Also, tallied the input data with the underlying books of accounts and records. Tested assumptions used by the management in determining the overlay for macro-economic factors (including COVID-19 pandemic). Assessed and tested the inputs used in the impairment computation (including the data integrity of information extracted from the Company's IT systems). Tested the arithmetical accuracy of computation of ECL provision performed by the Company in spreadsheets. Assessed disclosures included in the standalone Ind AS financial statements in respect of expected credit losses including the specific disclosures made with regard to the management's evaluation of the uncertainties arising from COVID-19 and its impact on ECL estimation.
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Information Other than the Standalone Financial Statements and Auditors' Report Thereon

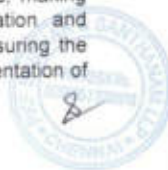
The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Directors report but does not include the financial statements and our auditors' report thereon. These reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the audit or otherwise appears to be materially misstated. When we read the reports containing the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of the Management and Board of Directors for Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of



the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to the standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

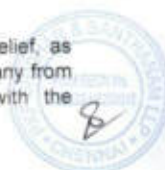
From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and



are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The standalone Balance Sheet, the standalone Statement of Profit and Loss (including other comprehensive income), the standalone Statement of Changes in Equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to the standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its standalone financial statements – Refer Note 38 to the standalone financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 15 to the standalone financial statements;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023; and
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - (b) The management has represented, that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the



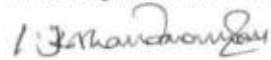
understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(c) Based on such audit procedures that the we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

- v. The Company has not paid/declared any dividend during the financial year. Accordingly, reporting on compliance with the provisions of Section 123 of the Act is not applicable.
 - vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. 01 April 2023, reporting under this clause is not applicable.
3. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:

Since the Company is a private limited company, the provisions of Section 197 of the Act are not applicable to it. Accordingly, reporting on the compliance with the provisions of Section 197 of the Act is not applicable.

For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Registration No.003990S/S200018



V Kothandaraman
Partner
Membership No. 025973
UDIN: 23025973BGZBXK3431



Place of Signature: Chennai
Date: 30 May 2023

Samunnati Financial Intermediation & Services Private Limited
Standalone Balance Sheet as at March 31, 2022
(All amounts are in millions of Indian Rupees (₹), unless otherwise stated)

Particulars	Note	As at March 31, 2022	As at March 31, 2021
Assets			
Financial assets			
Cash and cash equivalents	3	590.48	1,157.74
Other bank balances	4	221.45	523.55
Loans	5	12,481.26	9,678.19
Investments	6	1,811.11	1,158.14
Other financial assets	7	81.74	111.33
		15,586.04	13,624.95
Non-financial assets			
Current tax assets (net)	8	175.69	58.42
Deferred tax assets (net)	9	245.22	105.09
Property, plant and equipment	10	59.67	54.38
Right of use assets	10	12.37	11.22
Intangible assets under development	10	27.68	0.48
Other intangible assets	10	24.76	25.23
Other non-financial assets	11	37.63	28.02
		583.62	282.82
Total assets		16,169.56	13,907.77
Liabilities and Equity			
Liabilities			
Financial liabilities			
Payables	12		
Trade Payables			
(i) total outstanding dues of micro-enterprises and small enterprises		0.57	0.13
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		45.45	15.96
Debt securities	13	5,301.33	4,213.92
Borrowings (other than debt securities)	14	5,326.48	3,479.32
Other financial liabilities	15	80.93	28.80
		10,754.96	7,738.13
Non-financial liabilities			
Provisions	16	34.43	27.30
Other non-financial liabilities	17	28.73	16.75
		63.16	44.05
Equity			
Share capital	18	20.45	19.76
Other equity	19	5,323.09	5,105.83
		5,343.54	5,125.59
Total Liabilities and Equity		16,169.56	13,907.77

The accompanying notes form an integral part of the financial statements

as per our report of even date attached

for PKP Sridhar & Santhanam LLP

Chartered Accountants

CAI Firm Registration No.: 0039905/S200018


Kothandaraman V
 Partner
 Membership No.: 025973

Place: Chennai
 Date: May 26, 2022

For and on behalf of the Board of Directors of
Samunnati Financial Intermediation & Services Private Limited


S G Anil Kumar
 Director and CEO
 DIN : 01189011


Gununath Neelamani
 Whole-time Director
 DIN : 02799586


Lalit Malik
 Group Chief Financial Officer


Arunkumar Sridharan
 Company Secretary
 Membership No.: F7112

Place: Chennai
 Date: May 26, 2022

Place: Chennai
 Date: May 26, 2022

Samunnati Financial Intermediation & Services Private Limited
Standalone Statement of profit and loss for the year ended March 31, 2022
(All amounts are in millions of Indian Rupees (₹), unless otherwise stated)

Particulars	Note	FY ended March 31, 2022	FY ended March 31, 2021
I Revenue from operations			
i Interest income	20	1,692.46	1,603.86
		<u>1,692.46</u>	<u>1,603.86</u>
II Other income	21	82.48	72.97
III Total income (I+II)		<u>1,774.92</u>	<u>1,676.83</u>
Expenses			
i Finance costs	22	977.17	684.10
ii Impairment on financial instruments	23	715.44	322.51
iii Employee benefit expenses	24	627.70	465.76
iv Depreciation and amortization	25	47.61	26.06
v Other expenses	26	223.00	173.60
IV Total expenses		<u>2,590.92</u>	<u>1,674.06</u>
V Profit / (loss) before tax (III-IV)		<u>(816.00)</u>	<u>2.77</u>
VI Tax expense	26		
i Current tax		-	-
ii Deferred tax		(149.81)	(0.96)
		<u>(149.81)</u>	<u>(0.96)</u>
VII Profit / (loss) for the year (V-VI)		<u>(666.19)</u>	<u>3.73</u>
VIII Other comprehensive income (OCI)			
i Items that will not be reclassified to profit or loss			
a) Remeasurement (gains) and losses on defined benefit plans		(2.45)	(5.49)
ii Income tax impact thereon	26	0.38	1.38
Other comprehensive income (i)+(ii)		<u>(2.07)</u>	<u>(4.11)</u>
IX Total comprehensive income for the year (VII+VIII)		<u>(668.12)</u>	<u>7.84</u>
X Earnings per equity share (face value Rs. 10/- per equity share)	29		
Basic (₹)		(1,846.11)	10.35
Diluted (₹)		<u>(1,846.11)</u>	<u>1.64</u>

The accompanying notes form an integral part of the financial statements
 as per our report of even date attached

²or PKF Sridhar & Santhanam LLP
 Chartered Accountants
 CAI Firm Registration No.: 003990S/S200018

[Signature]
 Cothandaraman V
²artner
 Membership No.: 025973

Place: Chennai
 Date: May 26, 2022

For and on behalf of the Board of Directors of
Samunnati Financial Intermediation & Services Private Limited

[Signature]
S G Anil Kumar
 Director and CEO
 DIN : 01189011

[Signature]
Lalit Malik
 Group Chief Financial Officer

Place: Chennai
 Date: May 26, 2022

[Signature]
Gurunath Neelamani
 Whole-time Director
 DIN : 02799586

[Signature]
Arunkumar Sridharan
 Company Secretary
 Membership No.: F7112
 Place: Chennai
 Date: May 26, 2022

Samunnati Financial Intermediation & Services Private Limited
Standalone Cash Flow Statement for the year ended March 31, 2022
(All amounts are in millions of Indian Rupees (₹), unless otherwise stated)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
A. Operating activities		
Profit / (loss) before tax	(816.00)	2.77
Adjustments for:		
Depreciation and amortization	47.61	28.09
Employee stock option expenses	57.03	40.98
(Profit) / loss on sale of property, plant and equipment	(0.27)	0.74
Income from mutual funds	(13.84)	(4.00)
Income from debt funds	(18.58)	(9.65)
Impairment on financial instruments	200.24	23.09
Bad debts written off	515.20	208.92
Amortisation of origination costs of borrowings	43.74	22.59
	833.13	401.26
Cash generated from operations before working capital changes	17.13	404.03
Changes in working capital:		
Loans	(3,520.51)	(2,570.43)
Other financial assets	29.02	(4.91)
Other non-financial assets	(9.61)	2.88
Net movement in provisions	9.58	3.51
Trade Payables	30.03	(0.68)
Other financial and non-financial liabilities	72.11	(39.69)
Cash used in operations	(3,372.25)	(2,205.49)
Income taxes paid (net of refunds)	(108.17)	(43.53)
Net cash (used in) operating activities (A)	(3,460.42)	(2,249.02)
B. Investing activities		
Purchase of property, plant and equipment and intangible assets	(74.07)	(12.21)
Proceeds from sale of property, plant and equipment	2.59	1.02
Movement in capital advances	0.57	1.98
Movement in deposits with banks and financial institutions	302.10	(259.51)
Purchase of investments	(217.27)	(376.04)
Proceeds from sale of investments	375.94	-
Interest income received on investments measured at amortised	30.42	13.65
Net cash generated from / (used in) investing activities (B)	420.28	(831.11)
C. Financing activities		
Utilisation of securities premium	10.72	-
Issue of Compulsorily Convertible Preference Shares	0.68	-
Proceeds from debt securities	2,078.23	3,143.37
Repayment of debt securities	(990.62)	(575.00)
Lease rental paid	(9.35)	-
Proceeds from other than debt securities	6,478.44	3,758.50
Repayment of other than debt securities	(4,675.02)	(3,471.02)
Net cash generated from financing activities (C)	2,892.68	2,853.85
Net decrease in cash and cash equivalents (A+B+C)	(167.26)	(26.28)
Cash and cash equivalents at the beginning of the year	1,157.74	1,184.02
Cash and cash equivalents at the end of the year	990.48	1,157.74



Samunnati Financial Intermediation & Services Private Limited
Standalone Cash Flow Statement for the year ended March 31, 2022
(All amounts are in millions of Indian Rupees (₹), unless otherwise stated)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Components of cash and cash equivalents		
Cash and cash equivalents at the end of the year		
- Cash on hand	-	0.08
- Balances with banks in current accounts	582.44	1,157.66
- Balance in deposit account (with original maturity up to 3 months)	408.04	-
Total	990.48	1,157.74

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For PKF Sridhar & Santhanam LLP
Chartered Accountants
ICAI Firm Registration No.: 0039905/S200018


Kothandaraman V
Partner
Membership No.: 025973

Place: Chennai
Date: May 26, 2022

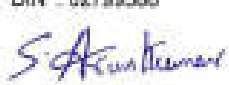
For and on behalf of the Board of Directors of
Samunnati Financial Intermediation & Services Private Limited


S G Anil Kumar
Director and CEO
DIN : 01189011


Lalit Malik
Group Chief Financial Officer

Place: Chennai
Date: May 26, 2022


Gurunath Neelamani
Whole-time Director
DIN : 02799588


Arunkumar Sridharan
Company Secretary
Membership No.: F7112
Place: Chennai
Date: May 26, 2022

PKF SRIDHAR & SANTHANAM LLP

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of Samunnati Financial Intermediation & Services Private Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Samunnati Financial Intermediation & Services Private Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2022, and the standalone statement of Profit and Loss including other comprehensive income, standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

We draw attention to Note 44 to the financial statements, about the uncertainties prevailing on the balance sheet date on the recoverability of the company's loans and advances on account of the COVID-19 impact. The estimates and assumptions made by management in determining the impairment provision required for these loans are subject to matters that are outside the control of the Company and hence actual results may vary from these estimates.

Our opinion is not modified in respect of the above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How the matter was addressed
Provision for expected credit loss (ECL) on loans (Refer Note 5 and Note 23 to the Standalone Ind AS Financial Statements)	Read and assessed the Company's accounting policy for impairment of financial assets and its compliance with Ind AS 109, the governance framework approved by the Board of Directors and moratorium pursuant to the RBI circular and tested the implementation of such policy on a sample basis.
Financial instruments, which include loans to customers, represent a significant portion of the total assets of the Company. The Company has loans	

Page 1 of 12



aggregating Rs. 12,833.79 million as at March 31, 2022. The Company has made a provision for impairment loss aggregating Rs. 352.53 million against the loans outstanding to Customers as at the balance sheet date. Due to the significance of the judgments used in both classification of loans into various stages as well as the computation of expected credit losses on such financial assets as per Ind AS 109, this has been considered as a key audit matter. Management estimates impairment provision using Expected Credit Loss model for the loan exposure using criteria in accordance with Ind AS 109 which also include considering the impact of recent RBI's regulatory circulars. Measurement of loan impairment involves application of significant judgement by the management. These include: (a) Segmentation of the loan portfolio into homogenous pool of borrowers; (b) Identification of exposures where there is a significant increase in credit risk ('SICR') and those that are credit impaired; (c) Determination of the probability of default for each of the segments identified; and (d) Loss given default for various exposures based on past trends / experience, management estimates etc., Additionally, the economic and business consequences of the COVID 19 pandemic as described in Note 44 to the standalone Ind AS financial statements, slowdown of economic activity, moratoriums granted to borrowers, the related regulatory directives and also the applicable accounting directions, further affect provisioning under the ECL approach. Note 2.5 to the standalone Ind AS financial statements explains the various matters that the management has considered for developing this expected credit loss model.	Assessed the criteria for staging of loans based on their past-due status to check compliance with requirement of Ind AS 109. Tested a sample of performing loans (stage 1) to assess whether any SICR or loss indicators were present requiring them to be classified under stage 2 or 3 or vice versa along with additional considerations applied by the Management for staging of loans as SICR or default categories in view of Company's policy on moratorium. Tested the input data used for grouping and staging of loan portfolio into various categories and default buckets for determining the Probability of Default (PD) and Loss Given Default (LGD) rates. Also, tallied the input data with the underlying books of accounts and records. Tested assumptions used by the management in determining the overlay for macro-economic factors (including COVID-19 pandemic). Assessed and tested the inputs used in the impairment computation (including the data integrity of information extracted from the Company's IT systems). Tested the arithmetical accuracy of computation of ECL provision performed by the Company in spreadsheets. Assessed disclosures included in the standalone Ind AS financial statements in respect of expected credit losses including the specific disclosures made with regard to the management's evaluation of the uncertainties arising from COVID-19 and its impact on ECL estimation.
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Information Other than the Standalone Financial Statements and Auditors' Report Thereon

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Directors report but does not include the standalone financial statements and our auditors' report thereon. These reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the audit or otherwise appears to be materially misstated. When we read the reports containing the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.



Responsibilities of the Management and Those Charged with Governance for Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind AS) prescribed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to the standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern; and



- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The audited Standalone financial statements of the Company for the corresponding year ended 31 March 2021 prepared in accordance with Ind AS included in these standalone financial statements, have been audited by the predecessor auditors whose audit report dated 29 July 2021 expressed an unmodified opinion on those audited Standalone financial statements.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The standalone Balance Sheet, the standalone Statement of Profit and Loss (including other comprehensive income), the standalone Statement of Changes in Equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.
 - (e) The matter described in the Emphasis of matter paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
 - (f) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (g) With respect to the adequacy of the internal financial controls with reference to the standalone financial statements of the Company and the operating effectiveness of such controls, we refer to our separate Report in "Annexure B".



(h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

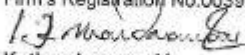
- i. The Company has disclosed the impact of pending litigations as at 31 March 2022 on its financial position in its standalone financial statements – Refer Note 38 to the standalone financial statements;
- ii. The Company has long-term contracts including derivative contracts for which material foreseeable losses as at 31 March 2022 has been provided.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2022; and
- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v. The Company has not paid or declared dividend during the year and until the date of this report.

3. With respect to the matter to be included in the Auditors' Report under section 197(18):

Since the Company is a private limited company, the provisions of Section 197 of the Companies Act, 2013 are not applicable to it. Accordingly, reporting on the compliance with the provisions of Section 197 of the Act is not applicable.

For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Registration No. 003990S/S200018

Kothandaraman V
Partner
Membership No. 025973
UDIN: 22025973AJRHGQ6239



Place of Signature:
Date: May 26, 2022

Annexure A

Referred to in paragraph 1 on 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Samunnati Financial Intermediation & Services Private Limited ("the Company") on the standalone financial statements as of and for the year ended 31 March 2022.

- (i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain Property, Plant and Equipment were physically verified by the management during the year. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company as at Balance Sheet date.

In respect of immovable properties of land and building that have been taken on lease and disclosed as leasehold lands / buildings under property, plant & equipment / right of use assets in the standalone financial statements, the lease agreements are in the name of the Company.
 - (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year and hence this clause is not applicable to the Company.
 - (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii)
- a) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable to the Company.
 - b) Based on our audit procedures & according to the information and explanation given to us, the Company has not been sanctioned working capital limits in excess of five crore rupees from banks or financial institution on the basis of security of current assets and hence the question of filing quarterly returns or statements by the company with such banks or financial institutions does not arise. Accordingly, paragraph 3(ii)(b) of the Order is not applicable to the Company.
- (iii)
- Based on our audit procedures & according to the information and explanation given to us, the Company has made investments in and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties in respect of which:
- (a) The Company's principal business is to give loans, and hence reporting under clause 3(iii)(a) of the Order is not applicable.



- (b) The investments made and the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans provided, during the year are, in our opinion, *prima facie*, not prejudicial to the Company's interest.
- (c) In respect of loans granted or advances in the nature of loans provided by the Company, the schedule of repayment of principal and payment of interest has been stipulated. Note 2.5 to the Standalone Financial Statements explains the Company's accounting policy relating to impairment of financial assets which include loan assets. In accordance with that policy, loan assets with balances as at March 31, 2022, aggregating Rs. 334.89 million were categorised as credit impaired ("Stage 3") and Rs. 767.04 million were categorised as those where the credit risk has increased significantly since initial recognition ("Stage 2"). Disclosures in respect of such loans have been provided in Note 5 to the Standalone Financial Statements. Additionally, out of loans and advances in the nature of loans with balances as at the year-end aggregating Rs. 11,731.86 million, where credit risk has not significantly increased since initial recognition (categorised as "Stage 1"), delay in the repayment of interest and/or principal in respect of loans aggregating to Rs. 1,187.27 million were also identified. In all other cases, the repayment of principal and interest is regular. Having regard to the nature of the Company's business and the volume of information involved, it is not practicable to provide an itemised list of loan assets where delinquencies in the repayment of principal and interest have been identified.
- (d) The total amount overdue for more than ninety days, in respect of loans and advances in the nature of loans, as at the year-end is Rs. 477.21 million. Reasonable steps are being taken by the Company for recovery of the principal and interest as stated in the applicable Regulations and Loan agreements.
- (e) The Company's principal business is to give loans, and hence reporting under clause 3(iii)(e) of the Order is not applicable.
- (f) Based on our audit procedures and according to the information and explanation given to us, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment and hence the question of aggregate amount, percentage thereof to the total loans granted, aggregate amount of loans granted to Promoters, related parties as defined in clause 76 of section 2 of the Companies Act, 2013 does not arise. Accordingly, paragraph 3(iii)(f) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantee or security to any director of the Company and hence the provisions of Section 185 of the Act is not applicable to the Company. The Company has complied with the provisions of Section 186 as applicable.
- (v) Based on our audit procedures & according to the information and explanation given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of the Act and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) The Company is not required to maintain cost records specified by the Central Government under sub section (1) of section 148 of the Act. Accordingly, paragraph 3(vi) of the Order is not applicable to the Company.
- (vii)
- (a) According to the information and explanations given to us and the records of the Company examined by us, except for a few delays, the Company has generally been regular in depositing undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable with the appropriate authorities.



According to the information and explanation given to us and the records of the Company examined by us, no undisputed amounts payable in respect of Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues were in arrears, as at 31 March 2022 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and based on our examination of the records of the Company, there are no statutory dues referred to in sub-clause (a) as at 31 March 2022, which have not been deposited with the appropriate authorities on account of any dispute, except as stated below:

Name of the Statute	Nature of the dues	Amount demanded not deposited (Rs. in millions)	Amount paid (Rs. in millions)	Period to which amounts relates	Forum where disputes is pending
Income Tax Act, 1961	Income tax and Interest	10.18	2.10	AY 2016-17	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax and Interest	3.57	0.80	AY 2017-18	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax and Interest	0.29	Nil	AY 2018-19	Assessing Officer

- (viii) Based on our audit procedures and as per the information and explanations given by the management, no amount has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Accordingly, paragraph 3(viii) of the order is not applicable to the Company.

(ix)

- (a) Based on our audit procedures and as per the information and explanations given by the management, the Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us, the Company is not a declared willful defaulter by any bank or financial institution or other lender. Accordingly, paragraph 3(ix)(b) of the Order is not applicable to the Company.
- (c) According to the information and explanations given to us and the records of the Company examined by us, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and the records of the Company examined by us, no funds raised on short term basis have been utilized for long term purposes.
- (e) According to the information and explanations given to us and the records of the Company examined by us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. Accordingly, paragraph 3(ix)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us and the records of the Company examined by us, the Company has not raised any loans during the year on pledge of securities held in its subsidiaries. Accordingly, paragraph 3(ix)(f) of the Order is not applicable to the Company.

(x)

- (a) According to the information and explanations given to us, the Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year and hence the question of whether money raised were applied for the purposes for which those are raised does not arise. Accordingly, paragraph 3(x) of the Order is not applicable to the Company.

- (b) The Company had acquired 100% stake in Kamatan Farm Tech Private Limited ('KFTPL') through a share swap on April 16, 2021. Pursuant to the agreement the Company has issued 87,624 Compulsory Convertible Preference Shares ('CCPS') to the equity shareholders of KFTPL through a private placement. According to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Companies Act, 2013 to the extent applicable. Since no monies have been received, the question of whether the funds raised have been used for the purposes for which the funds were raised does not arise.
- (xi)
- (a) To the best of our knowledge and belief and according to the information and explanations given to us, we report that no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) To the best of our knowledge and belief and according to the information and explanations given to us, we report that no whistle blower complaints were received during the year by the Company.
- (xii) The Company is not a Nidhi company in accordance with Nidhi Rules 2014. Accordingly, paragraph 3(xii)(a) to (c) of the Order is not applicable.
- (xiii) Based on our audit procedures and according to the information and explanations given to us, all the transactions entered into with the related parties during the year are in compliance with Section 177 and Section 188 of the Act where applicable and the details have been disclosed in the standalone financial statements as required by the Indian accounting standard Related Party Disclosures (Ind AS 24)
- (xiv)
- (a) To the best of our knowledge and belief and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the reports of the Internal Auditors for the period under audit.
- (xv) On the basis of the information and explanations given to us, in our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi)
- (a) Based on our audit procedures and according to the information and explanations given to us, the Company is required to be registered under Section 45-IA of Reserve Bank of India Act, 1934 (2 of 1934).
- (b) Based on our audit procedures and according to the information and explanations given to us, the Company has conducted Non-Banking Financial activities with a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) Based on our audit procedures and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and hence the questions of fulfilling criteria of a CIC, and in case the Company is an exempted or unregistered CIC, whether it continues to fulfill such criteria, do not arise. Accordingly, paragraph 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on our audit procedures and according to the information and explanations given to us, none of the group companies are Core Investment Company (CIC) and hence the question of number of CICs which are part of the Group does not arise. Accordingly,



paragraph 3(xvi)(d) of the Order is not applicable to the Company.

- (xvii) The company has incurred cash losses of Rs.768.39 million in the financial year and Rs. Nil in the immediately preceding financial year.
- (xviii) There has been a resignation by statutory auditor pursuant to the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by Reserve Bank of India on April 27, 2021 (the "RBI Guidelines") as they have completed the maximum eligible tenure of 3 years. We have requested for a no objection certificate from the outgoing auditors to which they have replied to us there is no objection in our taking up the statutory audit.
- (xix) On the basis of financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report of the Company's capability of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx)
- (a) In respect of other than ongoing projects, the Company has not transferred unspent amount to a Fund specified in Schedule VII to the Companies Act, 2013 within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act, except in respect of the following cases:

Financial year	Amount unspent on CSR activities other than On going Projects (Rs. in millions)	Amount Transferred to Fund specified in Sch VII within 6 months from the end of the Financial Year (Rs. in millions)	Amount Transferred after the due date (specify the date of deposit) (Rs. in millions)	Date of deposit
2021-22	0.17	-	-	-

However, the time period for such transfer as permitted under the second proviso to sub section (5) of section 135 of the Act, has not elapsed till the date of our audit report.

- (b) Based on our audit procedures and according to the information and explanations given to us, the Company is not required to transfer unspent amount under sub-section (5) of section 135 of the Companies Act, pursuant to ongoing project to special account in compliance with provision of sub-section (6) of section 135. Accordingly, paragraph 3(xx)(b) of the Order is not applicable to the Company.

For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm's Registration No.003990S/S200018
Kothandaraman V
Kothandaraman V
Partner
Membership No. 025973
UDIN: 22025973AJRHGQ6239

Place of Signature: Chennai
Date: May 26, 2022



Annexure B

Referred to in paragraph 2(g) on 'Report on Other Legal and Regulatory Requirements' of our report of even date

Report on the Internal Financial Controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as 'the Act').

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk of change.



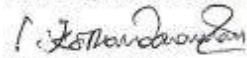
internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Samunnati Financial Intermediation & Services Private Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm's Registration No.003990S/S200018



Kothandaraman V
Partner
Membership No. 025973
UDIN: 22025973AJRHGQ6239



Place of Signature: Chennai
Date: May 26, 2022

Samunnati Financial Intermediation & Services Private Limited
 Standalone Balance Sheet as at 31 March 2021
 (All amounts are in millions of Indian Rupees (₹), unless otherwise stated)

Particulars	Note	As at 31 March 2021	As at 31 March 2020	As at 01 April 2019
ASSETS				
Financial assets				
a) Cash and cash equivalents	3	1,157.74	1,184.02	487.43
b) Bank balances other than (a) above	4	523.55	264.04	176.82
c) Loans	5	9,876.19	7,428.27	4,608.27
d) Investments	6	1,156.14	780.10	250.50
e) Other financial assets	7	111.33	105.42	80.02
		12,624.95	9,762.85	5,603.04
Non-financial assets				
a) Current tax assets (net)	8	58.42	14.89	26.56
b) Deferred tax assets (net)	9	105.09	105.51	41.24
c) Property, plant and equipment	10	54.38	66.37	35.70
d) Right of use assets	10	11.22	16.64	0.57
e) Other intangible assets	10	25.23	1.44	1.74
f) Intangible assets under development	10	0.46	24.35	4.19
g) Other non-financial assets	11	28.02	32.88	20.55
		282.82	262.28	130.55
Total assets		12,907.77	10,025.13	5,733.59
LIABILITIES AND EQUITY				
Liabilities				
Financial liabilities				
a) Debt securities	12	4,213.92	1,622.97	1,619.61
b) Borrowings (other than debt securities)	13	3,479.32	3,171.25	1,998.38
c) Other financial liabilities	14	44.89	83.01	77.42
		7,738.13	4,877.23	3,695.41
Non-financial liabilities				
a) Provisions	15	27.30	25.27	13.78
b) Other non-financial liabilities	16	16.75	23.28	10.71
		44.05	48.55	24.49
Equity				
a) Equity share capital	17	19.76	19.76	14.49
b) Other equity	18	5,105.83	5,079.59	1,999.20
		5,125.59	5,099.35	2,013.69
Total liabilities and equity		12,907.77	10,025.13	5,733.59

The accompanying notes 1 to 45 form an integral part of the financial statements

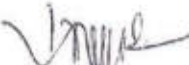
As per our report of even date attached
 For Walker Chandlok & Co LLP
 Chartered Accountants
 (Firm Regn No. 001076NN/500013)


 Praveen Warrior
 Partner
 Membership No. 214767



Place: Kannur
 Date: 29 July 2021

For and on behalf of the Board of Directors of
 Samunnati Financial Intermediation & Services Private Limited


 S G Anil Kumar
 Director and CEO
 DIN : 01189011


 Gurunath Neelamani
 Director
 DIN : 02799586


 Ashok Dhamankar
 Group Chief Financial Officer


 Ashwini Venkatraman
 Company Secretary

Place: Chennai
 Date: 29 July 2021

Place: Chennai
 Date: 29 July 2021



Samunnati Financial Intermediation & Services Private Limited
 Standalone Statement of profit and loss for the year ended 31 March 2021
 (All amounts are in millions of Indian Rupees (₹), unless otherwise stated)

Particulars	Note	Year ended 31 March 2021	Year ended 31 March 2020
I Revenue from operations			
(i) Interest income	19	1,603.86	1,281.81
		<u>1,603.86</u>	<u>1,281.81</u>
II Other income	20	72.97	78.57
III Total income (I+II)		<u>1,676.83</u>	<u>1,360.38</u>
Expenses			
(i) Finance costs	21	684.10	437.12
(ii) Impairment on financial instruments	22	322.51	239.85
(iii) Employee benefit expenses	23	466.76	497.40
(iv) Depreciation and amortization	24	28.09	17.28
(v) Other expenses	25	173.60	167.48
IV Total expenses		<u>1,674.06</u>	<u>1,359.13</u>
V Profit before tax (III-IV)		<u>2.77</u>	<u>1.25</u>
VI Tax expense	26		
(i) Current tax		-	92.15
(ii) Deferred tax		(0.96)	(66.00)
VII Profit/ (loss) for the year (V-VI)		<u>3.73</u>	<u>(21.90)</u>
VIII Other comprehensive income (OCI)			
(i) Items that will not be reclassified to profit or loss			
a) Remeasurement gains and (losses) on defined benefit plans		5.49	(1.48)
(ii) Income tax impact thereon	26	(1.38)	0.37
Other comprehensive income (i)+(ii)		<u>4.11</u>	<u>(1.11)</u>
IX Total comprehensive income for the year (VII+VIII)		<u>7.84</u>	<u>(23.01)</u>
X Earnings per equity share (face value Rs. 10/- per equity share)	28		
Basic (₹)		10.35	(60.19)
Diluted (₹)		1.54	(60.19)

The accompanying notes 1 to 45 form an integral part of the financial statements

As per our report of even date attached

For Walker Chandick & Co LLP
 Chartered Accountants
 (Firm Regn No. 001076N/N500013)

Praveen Warrior
 Partner
 Membership No. 214767



Place: Kannur
 Date: 29 July 2021

For and on behalf of the Board of Directors of
 Samunnati Financial Intermediation & Services Private Limited

S.G Anil Kumar
 Director and CEO
 DIN : 01189011

Gurunath Neelamani
 Director
 DIN : 02799586

Ashok Dhamankar
 Group Chief Financial Officer

Ashwini Venkatraman
 Company Secretary

Place: Chennai
 Date: 29 July 2021

Place: Chennai
 Date: 29 July 2021



Samsunni Financial Intermediation & Services Private Limited
Statement of Changes in Equity for the year ended 31 March 2021
(All amounts are in millions of Indian Rupees (₹), unless otherwise stated)

A. Equity share capital

Particulars	Equity share capital		Compulsorily convertible preference shares ("CCPS")		Total	
	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020	As at 31 March 2021	As at 31 March 2020
Balance at the beginning of the year	5.74	4.66	16.16	11.22	21.90	15.88
Issued during the year	-	1.15	-	4.64	-	6.09
Buyback of shares	-	(0.07)	-	-	-	(0.07)
Sub-total	5.74	5.74	16.16	16.16	21.90	21.90
Equity shares held under ESOP scheme	(2.14)	(2.14)	-	-	(2.14)	(2.14)
Balance at the end of the year	3.60	3.60	16.16	16.16	19.76	19.76

B. Other equity

Particulars	Statutory Reserve	Securities Premium	Stock Options Outstanding	Capital Redemption Reserve	Other comprehensive income	Retained Earnings	Total
Balance as at 01 April 2019	18.89	1,956.10	50.73	-	-	(26.52)	1,999.20
Comprehensive income for the year	-	-	-	-	(1.11)	(21.90)	(23.01)
Premium on issue of shares	-	3,478.99	-	-	-	-	3,478.99
Employee stock options expense	-	-	152.47	-	-	-	152.47
Transfer to statutory reserve	20.95	-	-	-	-	(20.95)	-
Employee stock options exercised	-	38.89	(38.89)	-	-	-	-
Transfer to Capital Redemption Reserve	-	(0.07)	-	0.07	-	-	-
Share issue expenses	-	(54.51)	-	-	-	-	(54.51)
Amount recoverable from ESOP Trust	-	(429.25)	-	-	-	-	(429.25)
Tax on buyback of shares	-	-	-	-	-	(7.83)	(7.83)
Premium on buyback of shares	-	(36.47)	-	-	-	-	(36.47)
Balance as at 31 March 2020	39.84	4,953.68	164.31	0.07	(1.11)	(77.20)	5,079.59
Comprehensive income for the year	-	-	-	-	4.11	3.73	7.84
Transfer to statutory reserve	0.75	-	-	-	-	(0.75)	-
Issue expenses for debt securities	-	(22.58)	-	-	-	-	(22.58)
Employee stock options expense	-	-	40.98	-	-	-	40.98
Balance as at 31 March 2021	40.59	4,931.10	205.29	0.07	3.00	(74.22)	5,105.83

As per our report of even date attached
For Walker Chandiook & Co LLP
Chartered Accountants
(Firm Regn No. 001076NUN500013)



Praveen Warrier
Partner
Membership No. 214767

For and on behalf of the Board of Directors of
Samsunni Financial Intermediation & Services Private Limited

S G Anil Kumar
Director and CEO
DIN : 01180111

Ganesh Neelamani
Director
DIN : 02799586

Ashok Dhamankar
Group Chief Financial Officer

Aswini Venkatraman
Company Secretary

Place: Kurnur
Date: 29 July 2021

Place: Chennai
Date: 29 July 2021

Place: Chennai
Date: 29 July 2021



Samunnati Financial Intermediation & Services Private Limited
 Standalone Statement of cash flows for the year ended 31 March 2021
 (All amounts are in millions of Indian Rupees (₹), unless otherwise stated)

	Year ended 31 March 2021	Year ended 31 March 2020
A. Operating activities		
Profit before tax	2.77	1.28
Adjustments for:		
Depreciation and amortization	28.09	17.28
Employee stock option expenses	40.98	152.47
Gratuity and leave encashment expenses	7.62	10.57
Loss on sale of property, plant and equipment	0.74	0.26
Income from mutual funds	(4.00)	(50.81)
Income from debt funds	(9.65)	-
Impairment on financial instruments (at amortised cost)	23.59	158.66
Bad debts written off	298.92	81.19
Amortisation of origination costs of borrowings	22.59	19.50
Cash generated from operations before working capital changes	411.68	390.37
Changes in working capital:		
Loans	(2,570.43)	(3,059.85)
Other financial assets	(4.91)	(26.40)
Other non-financial assets	2.88	(10.18)
Net movement in provisions	(4.11)	(4.57)
Other financial and non-financial liabilities	(40.57)	28.66
Cash used in operations	(2,205.49)	(2,681.97)
Income taxes paid (net of refunds)	(43.53)	(80.48)
Net cash (used in) operating activities (A)	(2,249.02)	(2,762.46)
B. Investing activities		
Purchase of property, plant and equipment and intangible assets	(12.21)	(54.42)
Proceeds from sale of property, plant and equipment	1.02	0.08
Movement in capital advances	1.98	(2.16)
Movement in deposits with banks and financial institutions	(259.51)	(87.22)
Purchase of investments	(375.04)	(529.60)
Interest income received on investments measured at amortised cost, FVTPL and at cost	13.65	50.81
Net cash (used in) investing activities (B)	(631.11)	(652.50)
C. Financing activities		
Proceeds from issue of shares including share premium (net of share issue expenses)	-	2,999.18
Buyback of shares	-	(44.37)
Proceeds from debt securities	3,143.37	-
Repayment of debt securities	(575.00)	-
Proceeds from other than debt securities	3,758.50	2,486.68
Repayment of other than debt securities	(3,471.02)	(1,329.95)
Net cash generated from financing activities (C)	2,863.86	4,111.54
Net (decrease)/ increase in cash and cash equivalents (A+B+C)	(26.28)	696.59
Cash and cash equivalents at the beginning of the year	1,184.02	487.43
Cash and cash equivalents at the end of the year	1,157.74	1,184.02



Samunnati Financial Intermediation & Services Private Limited
 Standalone Statement of cash flows for the year ended 31 March 2021
 (All amounts are in millions of Indian Rupees (₹), unless otherwise stated)

	Year ended 31 March 2021	Year ended 31 March 2020
Components of cash and cash equivalents		
Cash and cash equivalents at the end of the year(also, refer note 3)		
- Cash on hand	0.08	0.15
- Balances with banks in current accounts	1,157.66	1,163.87
Total	1,157.74	1,164.02

The accompanying notes 1 to 45 form an integral part of the financial statements

As per our report of even date attached
 For Walker Chandio & Co LLP
 Chartered Accountants
 (Firm Regn No. 001076NN/500013)


 Praveen Warriar
 Partner
 Membership No. 214767
 Place: Kannur
 Date: 29 July 2021



For and on behalf of the Board of Directors of
 Samunnati Financial Intermediation & Services Private Limited


 S G Anil Kumar
 Director and CEO
 DIN : 01189011


 Ashok Dhamankar
 Group CFO

Place : Chennai
 Date: 29 July 2021


 Gurunath Neeleman
 Director
 DIN : 02799586


 Ashwini Venkatraman
 Company Secretary

Place : Chennai
 Date: 29 July 2021



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Independent Auditor's Report

To the Members of Samunnati Financial Intermediation & Services Private Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Samunnati Financial Intermediation & Services Private Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs of the Company as at 31 March 2021, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Impact of COVID 19

4. We draw attention to Note 44 of the accompanying standalone financial statements, which describes the uncertainties relating to the effects of Covid-19 pandemic on the Company's operations and the impact on the impairment provision recognised towards the loan assets outstanding as at 31 March 2021. Our opinion is not modified in respect of this matter.

Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Coimbatore, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandio & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circuit, New Delhi, 110001, India



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Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
6. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
First time Adoption of Indian Accounting Standards Framework	
Refer Note 2 for significant accounting policies and Note 42 for reconciliation. As disclosed in Note 42 to the standalone financial statements, the Company has adopted the Indian Accounting Standards notified under section 133 of the Companies Act 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) ('Ind AS') with effect from 01 April 2020 (01 April 2019 being the transition date) and prepared the first set of standalone financial statements under Ind AS framework in the current year. For periods up to and including the year ended 31 March 2020, the Company prepared its standalone financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or previous GAAP). This change in the financial reporting framework required an end-to-end evaluation of the potential impact on each component of the financial statement including presentation thereof, additional notes and disclosures which were carried out by the management with the help of a management expert and involved significant efforts. This process also required the management to apply significant judgements to identify and elect appropriate accounting policies suitable for various transactions and balances relating to the operations of the Company including electing of available options for transition of balances as at transition date from the previous GAAP to the new GAAP. Further, the first time preparation of the Ind AS financial statements involved preparation and presentation of additional notes and disclosures as required by the Ind AS framework as compared to the previous GAAP in addition to Note 42 to the financial statements setting forth the reconciliation of balances from previous GAAP to the new GAAP as at the transition date, and the impact of restatement on the results of the comparative period due to such transition.	Our procedures in respect of the first time adoption of Ind AS financial reporting framework included, but not limited to, the following: • Obtained an understanding of management's processes and controls to identify the potential impact areas in the financial statements due to the adoption of Ind AS; • Reviewed the diagnostics performed by the management and their experts to assess the impact on Ind AS transition to the individual financial statement line items • Reviewed the professional competence, professional reputation, experience, objectivity and the scope of work of the management's expert in relation to providing assistance in Ind AS transition. • Reviewed the implementation of exemptions availed and options chosen by the Company in accordance with the requirements of Ind AS 101, First Time Adoption of Indian Accounting Standards; • Assessed the appropriateness of the adjustments made to the opening balance sheet as at 01 April 2019; • Assessed the appropriateness of the adjustments recorded in the financial statements as of and for the year-ended 31 March 2020 which were prepared in the previous GAAP • Evaluated the appropriateness of accounting policies adopted by the Company on transition to Ind AS on the basis of understanding of the Company, the nature and size of its operations and the requirements of relevant accounting standards under the Ind AS framework;



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The areas where there was a significant impact on account of first time adoption of Ind AS, involved the application of the following standards amongst others: Ind AS 109: Financial Instruments Ind AS 116: Leases Ind AS 102: Share-based Payment Ind AS 12: Income Taxes Considering the significance of the above transition with respect to the standalone financial statements, the complexities and audit efforts involved, this matter has been identified as a key audit matter for the current year audit.	• Obtained written representations from management and those charged with governance on whether the standalone financial statements comply with the Ind AS in all respects; and • Evaluated the appropriateness and adequacy of disclosures in the standalone financial statements on adoption of the Ind AS to determine if these are in compliance with the requirements of the Ind AS;
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Impairment loss on loan assets (expected credit losses on loans) and Implementation of COVID-19 related packages (Refer Note 2.5 for significant accounting policies, Note 44 for Impact of Covid-19 and Note 33 for credit risk disclosures)

As at 31 March 2021, the Company has reported gross loan assets of ₹ 9,829.63 millions against which an impairment loss of ₹ 153.44 millions has been recorded. The Expected Credit Loss ('ECL') approach as required under Ind AS 109, Financial Instruments, involves high degree of complexity and requires significant judgement of the management. The Management is required to determine the ECL that may occur over either a 12-month period or the remaining life of an asset, depending on the categorization of the individual asset. The key areas of judgment include: 1. Categorization of loans in Stage 1, 2 and 3 based on identification of: a) exposures with Significant Increase in Credit Risk (SICR) since their origination which involved determination of days past due as per the guidance under Ind AS 109 and b) Individually impaired / default exposures. 2. Segmentation of loan portfolio based on nature of customers for risk profiling. 3. Techniques used to determine Loss Given Default ('LGD') and Probability of Default ('PD') to calculate an ECL based on past experience. 4. The impact of different future macroeconomic conditions in the determination of ECL. These parameters are derived from the Company's internally developed statistical models, historical data and macro-economic factors and a change in such models or assumptions could have a material impact on the accompanying financial statements.	Our audit focused on assessing the appropriateness of management's judgment and estimates used in the impairment analysis through procedures that included, but were not limited to, the following: • Evaluated the Company's accounting policies for estimation of expected credit loss on loan assets in accordance with the requirements of Ind AS 109; • Obtained an understanding of the modelling techniques adopted by the Company including the key inputs and assumptions. Since modelling assumptions and parameters are based on historical data, we assessed whether historical experience was representative of current circumstances and was relevant in view of the recent impairment losses incurred within the portfolios. • Assessed the design and implementation, and tested the operating effectiveness of controls over the modelling process including governance over monitoring of the model and approval of key assumptions • Evaluated the appropriateness of the Company's process of determination of significant increase in credit risk and default assets and the rebuttal of presumptions prescribed under Ind AS 109 and the basis for classification of exposures into various stages. • Verified appropriateness of segmentation of loan assets based on nature of customers for risk profiling.
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Implementation of COVID-19 related packages

Also, during the current year, the Reserve Bank of India ('RBI') issued several guidelines/notifications to NBFCs, as a relief measures to the borrowers, that included:-

1. Regulatory Packages that required NBFCs to provide moratorium in repayment of loans based on certain conditions and the asset classification and provisioning norms to be applied on such loans by NBFCs.
2. Micro, Small and Medium Enterprises (MSME) sector – Restructuring of Advances

These factors required the models to be reassessed based on the available information including the additional risk profiling due to the impact of COVID-19 Pandemic and economic risk to measure the ECL.

Management has made a number of interpretations and assumptions when designing and implementing models that are compliant with the standard. The accuracy of data flows and the implementation of related controls is critical for the integrity of the estimated impairment provisions. Considering the significance of the above matter to the financial statements and the significant auditor attention required to test such complex accounting estimates, we have identified this as a key audit matter for current year audit.

We also draw attention to Note 44 of the accompanying standalone financial statements, regarding effects of COVID-19 uncertainties on the appropriateness of impairment losses provided on the above mentioned loan assets as on 31 March 2021, as the same is fundamental to the understanding of the users of financial statements.

- Assessed the key judgments and assumptions relating to the macro-economic scenarios including the impact of COVID 19 pandemic, RBI guidelines/notification and the associated probability weights.
- Obtained the approved policy of board of directors to understand the relief measures sanctioned to various class of borrowers in accordance with the directions given by the RBI and tested, on sample basis, the compliance with respect to asset classification and provisioning norms as per such directions.
- Tested management's computation of ECL by performing following procedures:
 - a. Evaluated management's groupings of borrowers on the basis of customer segments;
 - b. Tested classification of loans into various categories based on their past due status and other loss indicators;
 - c. Tested various assumptions for calculation of expected loss viz, probability of default, loss given default, exposure at default;
 - d. Performed test of details of the input information used in ECL computation on a sample basis.
 - e. Tested the arithmetical accuracy of the computation.
 - f. Performed analytical procedures by determining various ratios or percentage-based measures to review overall reasonableness of the estimate determined by the management.
- Assessed disclosures included in the financial statements in respect of ECL including the specific disclosure made with regards to the management's evaluation of the uncertainties arising from COVID-19 and its impact on ECL.



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Information Technology system for the financial reporting process	
The Company is highly dependent on their IT system (Encore software) for recording customer's operational data, supporting their business processes, ensuring complete and accurate processing of financial transactions and supporting the overall internal control framework. This system is maintained by a third party which acts as technology partner for implementing an end-to-end loan management solution, infrastructure and network components. Their scope includes customer information management, user management and role-based access control. Encore software is a complex IT system which runs on a mobility platform and is used for recording all disbursements and collections, identification and tagging of pledged loans to customers and calculating interest income and overdue days. The Company's accounting and financial reporting processes are dependent on manual controls which are dependent on above IT system which impacts key financial accounting and reporting items such as loans, interest income, impairment on loans amongst others. The controls implemented by the Company in its IT environment determine the integrity, accuracy, completeness and validity of data that is processed by the applications and is ultimately used for financial reporting. Accordingly, considering the pervasive impact of the IT system on the standalone financial statements and testing of such IT systems and related controls being the most significant aspect of our audit strategy, we have determined the same as a key audit matter.	Our audit procedures with the involvement of auditor's IT specialists included, but were not limited to the following: • Obtained an understanding of the Company's IT related control environment and conducted risk assessment and identified IT applications, data bases and operating systems that are relevant to our audit. Also, obtained an understanding of the changes that were made to the identified IT applications during the audit period including the impact on asset classification on account of moratorium relief extended to its customers and tested those changes that had a significant impact on financial reporting; • Evaluated the appropriateness of controls for security governance to protect systems and data from unauthorised use, including logging of security events and procedures to identify vulnerabilities. Tested controls for segregation of duties around program maintenance, security administration and key business processes. • Evaluated management processes for modifications to the IT environment including monitoring and authorization of such modifications and interactions with the third party for carrying out such modifications. Tested changes made to the IT system that involved significant impact on financial reporting. • Tested the design and operating effectiveness of the Company's IT controls over the IT applications as identified above; • Tested related interfaces, configuration and other application layer controls identified during our audit and report logic for system generated reports relevant to the audit mainly for loans, interest income and impairment of loan assets for evaluating completeness and accuracy; • Tested IT general controls particularly, logical access, change management and aspects of IT operational controls. Tested that requests for access to systems were appropriately reviewed and authorized;



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	• Tested controls around Company's periodic review of access rights; inspected requests of changes to systems for appropriate approval and authorization; and • Where deficiencies were identified, tested compensating controls or performed alternative procedures to ensure control objectives are met.
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Information other than the Financial Statements and Auditor's Report thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report and Director's report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report and Director's report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report and Director's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

- The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
- Those Board of Directors is also responsible for overseeing the Company's financial reporting process.



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Auditor's Responsibilities for the Audit of the Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
12. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



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Other Matter:

16. The Company had prepared standalone financial statements for the year ended 31 March 2020 in accordance with accounting standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended), on which we have issued an unmodified opinion vide our audit report dated 02 July 2020. These standalone financial statements have been adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS, which have also been audited by us. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

17. Based on our audit, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to the Company since the Company is not a public company as defined under section 2(71) of the Act. Accordingly, reporting under section 197(16) is not applicable.
18. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
19. Further to our comments in Annexure A, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
 - e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of section 164(2) of the Act;
 - f) we have also audited the internal financial controls with reference to financial statements of the Company as on 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 29 July 2021 as per Annexure B expressed unmodified opinion; and
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company, as detailed in note 37 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2021;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2021;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2021; and



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- iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013



Praveen Warriar
Partner
Membership No.: 214767
UDIN: 21214767AAAACA9663



Place: Kannur
Date: 29 July 2021

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Annexure A to the Independent Auditor's Report of even date to the members of Samunnati Financial Intermediation & Services Private Limited on the standalone financial statements for the year ended 31 March 2021

Annexure A referred to in paragraph (1) under the heading 'Report on other legal and regulatory requirements' of our report of even date

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular program of physical verification of its fixed assets under which fixed assets are verified in a phased manner over a period of two years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (which are included under the head 'Property, plant and equipment') are held in the name of the Company.
- (ii) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has granted unsecured loans to parties covered in the register maintained under Section 189 of the Act; and with respect to the same:
 - (a) in our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the company's interest.
 - (b) the schedule of repayment of principal and payment of interest has been stipulated and the repayment/receipts of the principal amount and the interest are regular;
 - (c) there is no overdue amount in respect of loans granted to such companies, firms, LLPs or other parties.
- (iv) In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii)(a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.



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Annexure A to the Independent Auditor's Report of even date to the members of Samunnati Financial Intermediation & Services Private Limited on the standalone financial statements for the year ended 31 March 2021

- (b) The dues outstanding in respect of income-tax, sales-tax, service-tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Statement of Disputed Dues:

Name of the statute	Nature of dues	Amount (₹ in millions)	Amount paid under Protest (₹ in millions)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax and Interest	10.18	2.1	AY 16-17	Commissioner of Income tax (Appeals)
Income Tax Act, 1961	Income tax and Interest	3.57	0.8	AY 17-18	Commissioner of Income tax (Appeals)
Income Tax Act, 1961	Interest	0.29	Nil	AY 18-19	Assessing Officer

- (viii) The Company has not defaulted in repayment of loans or borrowings to any financial institution or a bank or government or any dues to debenture-holders during the year.
- (ix) In our opinion, the Company has applied moneys raised by way of issuance of debentures and the term loans for the purposes for which these were raised. The Company did not raise moneys by way of initial public offer/ further public offer during the year.
- (x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) The provisions of Section 197 of the Act read with Schedule V to the Act are not applicable to the Company since the Company is not a public company as defined under Section 2(71) of the Act. Accordingly, provisions of clause 3(xi) of the Order are not applicable.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Ind AS.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.



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Annexure A to the Independent Auditor's Report of even date to the members of Samunnati Financial Intermediation & Services Private Limited on the standalone financial statements for the year ended 31 March 2021

- (xvi) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained by the Company.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013



Praveen Warriar
Partner
Membership No.: 214767
UDIN: 21214767AAAACA9663



Place: Kannur
Date: 29 July 2021

Walker Chandio & Co LLP

Annexure B to the Independent Auditor's Report of even date to the members of Samunnati Financial Intermediation & Services Private Limited on the standalone financial statements for the year ended 31 March 2021

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (l) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of Samunnati Financial Intermediation & Services Private Limited ('the Company') as at and for the year ended 31 March 2021, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are



Walker Chandio & Co LLP

Annexure B to the Independent Auditor's Report of even date to the members of Samunnati Financial Intermediation & Services Private Limited on the standalone financial statements for the year ended 31 March 2021

being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

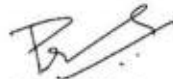
Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

For Walker Chandio & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013



Praveen Warriar
Partner
Membership No.: 214767
UDIN: 21214767AAAACA9663



Place: Kannur
Date: 29 July 2021

ANNEXURE II: CREDIT RATING LETTER, RATING RATIONALE AND PRESS RELEASE FROM RATING AGENCY

CONFIDENTIAL

CRISIL
Ratings

RL/SFISPL/334252/NCD/0124/76578/92047524
January 04, 2024



Mr. Saravanan K
Head - Finance
Samunnati Financial Intermediation & Services Private Limited
Baid Hitech Park, 129-B, 8th Floor, ECR,
Thiruvanniyur,
Chennai - 600041
9500417882

Dear Mr. Saravanan K,

Re: Review of CRISIL Rating on the Rs.100 Crore Non Convertible Debentures of Samunnati Financial Intermediation & Services Private Limited

All ratings assigned by CRISIL Ratings are kept under continuous surveillance and review.

CRISIL Ratings has, after due consideration, reaffirmed its CRISIL BBB/Stable (pronounced as CRISIL triple B rating with Stable outlook) rating to the captioned Debt instrument. Securities with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such securities carry moderate credit risk.

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating. Please visit www.crisilratings.com and search with the name of the rated entity to access the latest rating/s.

As per SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us at debtissue@crisil.com for any clarification you may need.

Should you require any clarification, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Prashant Pratap Mane
Associate Director - CRISIL Ratings

Nivedita Shibu
Associate Director - CRISIL Ratings



Disclaimer: A rating by CRISIL Ratings reflects CRISIL Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by CRISIL Ratings. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. CRISIL Ratings' criteria are available without charge to the public on the web site, www.crisilratings.com. CRISIL Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please visit www.crisilratings.com or contact Customer Service Helpdesk at CRISILratingdesk@crisil.com or at 1800-267-1301

CRISIL Ratings Limited
A subsidiary of CRISIL Limited, an S&P Global Company
Corporate Identity Number: U67100MH2019PLC326247

Registered Office: CRISIL House, Central Avenue, Hirundani Business Park, Powai, Mumbai- 400 076. Phone: +91 22 3342 3000 | Fax: +91 22 3342 3001
www.crisilratings.com



Rating Rationale

January 04, 2024 | Mumbai

Samunnati Financial Intermediation & Services Private Limited

'CRISIL BBB/Stable' assigned to Non Convertible Debentures; rated amount enhanced for Commercial Paper

Rating Action

Total Bank Loan Facilities Rated	Rs.300 Crore
Long Term Rating	CRISIL BBB/Stable (Reaffirmed)
Short Term Rating	CRISIL A2 (Reaffirmed)

Rs.100 Crore Non Convertible Debentures	CRISIL BBB/Stable (Assigned)
Rs.55 Crore Non Convertible Debentures	CRISIL BBB/Stable (Reaffirmed)
Rs.100 Crore Non Convertible Debentures	CRISIL BBB/Stable (Reaffirmed)
Rs.37 Crore Non Convertible Debentures	CRISIL BBB/Stable (Reaffirmed)
Rs.33.25 Crore Non Convertible Debentures	CRISIL BBB/Stable (Reaffirmed)
Rs.33.25 Crore Non Convertible Debentures	CRISIL BBB/Stable (Reaffirmed)
Rs.80 Crore Non Convertible Debentures	CRISIL BBB/Stable (Reaffirmed)
Rs.125 Crore Non Convertible Debentures	CRISIL BBB/Stable (Reaffirmed)
Rs.100 Crore Non Convertible Debentures	CRISIL BBB/Stable (Reaffirmed)
Rs.20 Crore Non Convertible Debentures	CRISIL BBB/Stable (Reaffirmed)
Rs.35 Crore Short Term Non Convertible Debenture	CRISIL A2 (Reaffirmed)
Rs.65 Crore (Enhanced from Rs.40 Crore) Commercial Paper	CRISIL A2 (Reaffirmed)

Note: None of the Directors on CRISIL Ratings Limited's Board are members of rating committee and thus do not participate in discussion or assignment of any ratings. The Board of Directors also does not discuss any ratings at its meetings.

1 crore = 10 million

Refer to Annexure for Details of Instruments & Bank Facilities.

Detailed Rationale

CRISIL Ratings has assigned its 'CRISIL BBB/Stable' rating to Rs 100 crore NCD issue of Samunnati Financial Intermediation & Services Private Limited (Samunnati). The ratings on the bank facilities and other debt instruments have been reaffirmed at 'CRISIL BBB/Stable/CRISIL A2'.

CRISIL Ratings has **withdrawn** its rating on the Rs 78 crore Non Convertible Debentures as CRISIL Ratings has received independent confirmation that these instruments have been redeemed (See annexure 'Details of Rating Withdrawn'). The withdrawal is in line with CRISIL Ratings' withdrawal policy.

The ratings continue to factor in adequate capitalisation backed by rich pedigree of its investors and the extensive experience of management in agricultural financing business. These strengths are partially offset by average though improving profitability, limited track record of profitable operations and below average asset quality metrics.

Post the issues faced during pandemic, Samunnati primarily started focusing on two key aspects i.e. getting back on growth track and optimizing its cost structure in order to return to profit-making mode. The company also focused on taking exposure to borrowers who are having relatively better credit profile in order to avoid any potential asset quality issues. On the operational costs front, the company has been able to reduce the same to about 5.1% during H1 fiscal 2024 which earlier was at 5.4% in fiscal 2023 and 5.9% in fiscal 2022. The results of these initiatives started yielding results in first half fiscal 2024; after almost 2 consecutive years of losses, the company reported PAT of Rs 10 crore with return on managed assets (RoMA) of 1.3%. As far as growth is concerned, the assets under management (AUM) grew by around 5.5% (Y-o-Y) and stood at Rs 1086 crore as of September 30, 2023, as against Rs 1029 crore as of September 30, 2022. As of November 2023, the AUM has further grown to Rs 1099 crore. Nevertheless, the portfolio size remained lower in comparison to its position at end of fiscal 2023; the AUM stood at Rs 1117 crore as of March 31, 2023. The company reoriented its focus in FPO (Farmer Processing Organisation) and AE (Agri Enterprise) verticals. Post which, the company grew its portfolio under AE segment at a CAGR of 13% and FC at an impressive CAGR of 62% between fiscal 2021 to H1 fiscal 2024. Both FPO and AE vertical contributes to about 87% of the total business.

As far as asset quality is concerned, the 90+dpd showed marginal improvement and stood at 5.72% as of September 30, 2023 (as of November 30, 2023, 90+ dpd stood at 5.54%), as against 5.94% as of March 31, 2023. The company also took various steps to improve its risk management and underwriting practices for the disbursements done on an incremental basis. The initiatives taken by the company have started yielding better results both in terms of growth and profitability. However, the ability of the company to improve its asset quality and profitability while scaling up operations remain key monitorable.

Analytical Approach

For arriving at its ratings, CRISIL Ratings has combined the business and financial risk profiles of Samunnati and Samunnati Agro Solutions Pvt Ltd (SamAgro).

Please refer Annexure - List of Entities Consolidated, which captures the list of entities considered and their analytical treatment of consolidation.

Key Rating Drivers & Detailed Description

Strengths:

- **Adequate capitalisation supported by regular equity infusion and rich pedigree of investors:** Samunnati's capital position, as reflected in its consolidated networth at Rs 707 crore as on September 30, 2023 is adequate in relation to its scale of operations. The overall capital adequacy ratio is comfortable and stood at 29.9% as on September 30, 2023. The company had seven rounds of fundraising since fiscal 2016 in which all previous investors participated with the latest infusion being Rs 134 crore in April 2023 from existing investors. The key investors include Elevar M - III, Accel India V (Mauritius) Ltd, responsAbility Agriculture I, SLP and TIAA. As of September 2023, standalone adjusted gearing stood at 1.4 times and is expected to remain around 2-2.5 times over the medium term. In terms of additional capital raising, the company is in the process of raising fresh funds of about \$10 million by end of March 2024. The ability to ramp up internal accretion to self-sustain capital position and thereby keep gearing within 3 times remains a monitorable. Nevertheless, going by past track record, Samunnati should raise the required equity capital in a timely manner and ensure the overall capital position remains strong.
- **Founder with experience in agricultural financing, further supported by a strong and experienced senior management team:** The promoter, Mr Anil Kumar S G, has over 27 years of experience in banking and agricultural financing. Mr Anil began rural agricultural financing in 2007 as the founder-trustee of IFMR Trust, wherein he designed and deployed a local financial institution model called Kshetriya Gramin Financial Services. The second line of management comprises professionals with average experience of over a decade in commercial lending, auditing, operations and information technology. The board has adequate representation from investors and extends strategic support to the company. The management is aware of the risks associated with the segment and has put in place an elaborate credit policy for onboarding and sanction process.

Weaknesses:

- **Average, though, improving profitability:** Samunnati underwent major reorientation in its business and operations metrics, post facing the issues during pandemic period. The company maintained its focus on two key aspects i.e. getting back on the growth track and optimizing its cost structure in order to return to profit-making mode. The results of this reorientation started yielding results in the first half fiscal 2024; after almost 2 consecutive years of losses, the company reported PAT of Rs 10 crore with return on managed assets (RoMA) of 1.3%. Since the last 4-6 quarters, the company has been focusing on acquiring better quality customers and revising its product mix, which in-turn affected their overall portfolio yields. Nevertheless, on the operational costs front, the company has been able to reduce the same to about 5.1% during H1 fiscal 2024 which earlier was at 5.4% in fiscal 2023 and 5.9% in fiscal 2022. On the funding costs side, despite increase in repo rate, the company managed to maintain its cost of funds from its lenders. As far as credit costs are concerned, these elevated quite significantly to 8.6% during fiscal 2023 (from 4.7% during fiscal 2022) owing to effects of pandemic. CRISIL Ratings, therefore, believes that, going forward, the company's ability to improve its NIMs and manage the credit cost within tolerable level will remain key rating sensitivity factor.
- **Below average asset quality metrics:** Asset quality remains vulnerable to sharp increases given the credit risk profile of the underlying borrower segment. These loans are primarily given to agricultural enterprises, FPOs and community-based organisations (CBOs) and is ultimately used to fund the agri processors, importers, exporters, traders, farmer groups. These segments are exposed to cash flow cyclicality, which could result in potential slippages, and given the unsecured nature of the loans, recovery could also be limited. Post pandemic, the 90+dpd stood showed marginal improvement and stood at 5.72% as of September 30, 2023, as against 5.94% as of March 31, 2023. The company also took various steps to improve its risk management and underwriting practices for the disbursements done on an incremental basis. The company also took the decision to write off part of the stress book during fiscal 2023 which was in FPO-AC. As of September 30, 2023, the overall restructured book stood at Rs 17 crore. Ability of the company to show substantial improvement in its asset quality will remain key monitorable.
- **Limited track record of profitable operations:** Apart from the pandemic related challenges, the company continues to lack on maintaining sufficient track record of profitable operations. The company commenced full-fledged operations in fiscal 2017 and substantially scaled up portfolio from fiscals 2019 onwards, after which it got affected due to pandemic. Thus, loan book lacks seasoning and asset quality performance needs to be monitored over a longer duration. The company's business model caters to the financing needs of farmers through agricultural enterprises, farmer producer organisations (FPOs), farmer groups and non-governmental organisations. Hence, evaluating the credit risk profiles of these clients is critical. The model is refined continuously based on the performance of the portfolio and feedback from the collections and credit teams. However, this type of agricultural financing model remains relatively initial stages in India (in comparison to other asset financing businesses). CRISIL Ratings, overall, believes that several initiatives taken by the company have started yielding better results both in terms of growth and profitability. However, the ability of the company to show substantial improvement in its asset quality and continue on its profitable momentum will remain key monitorable.

Liquidity: Adequate

As on November 30, 2023, the company had liquidity of around Rs 293 crore. Liquidity buffer to cover total debt obligation and operating expenses till February 2024 (assuming nil collections) was 2.6 times. Additionally, the company has funds in pipeline of Rs 265 crore as of November 30, 2023. Thus, it is well-placed to withstand any liquidity pressure in the market.

Outlook: Stable

The company will continue to benefit from the experience of its promoter and maintain adequate capitalisation over the medium term.

Rating Sensitivity factors

Upward Factors:

- Increase in the scale of operations while maintaining RoMA above 2%
- Capitalisation metrics remaining strong with gearing remaining below 3 times

Downside Factors:

- Steady-state adjusted gearing of over 5 times, or inability to raise capital to fund growth
- Adverse movement in asset quality metrics and consequently credit costs, thereby, leading to an impact on the earnings profile.

About the Company

Incorporated in November 2014 and promoted by Mr Anil Kumar S G, Samunnati is registered as a non-deposit accepting non-banking financial company providing financial services to the agricultural value chain. It started operations through retail loans in the dairy value chain. In December 2015, the company gave its first loan to an FPO, and in January 2016 it provided its first loan to an agricultural enterprise. In October 2016, the company established three verticals - retail, CBOs and agricultural enterprises. The company has discontinued the retail loan book, and it is only the outstanding portfolio that is running down, with no fresh disbursements since the second-half of fiscal 2019. It has a B2B2C (business to business to consumer) model in which it does not deal directly in retail loans. Further, company has stopped disbursing loans in the FPO-AC segment from April 2021 onwards.

SamAgro was set up in September 2016 as a wholly owned subsidiary of Samunnati. It trades in agricultural produce, mainly fruits and vegetables.

Key Financial Indicators: Samunnati Financial -Standalone

As on for the period ended,	Unit	Sep-23/ H1 fiscal 2024	Mar-23	Mar- 22	Mar-21
Total assets	Rs crore	1579	1532	1617	1291
Advances	Rs crore	1086	1167	1144	945
Total income	Rs crore	104	205	177	168
PAT	Rs crore	10	-98	-67	0.3
Gross NPA (90+dpd)	%	6.7	5.9	3.5	4.8
Adjusted gearing	Times	1.4	2.0	2.1	1.8
Return on assets	%	1.3*	-6.5	-4.7	0.0

*annualised basis

Key Financial Indicators: Samunnati Financial - Consolidated

As on for the period ended,	Unit	Mar-23	Mar- 22	Mar-21	Mar-20
Total assets	Rs crore	2048	1926	1499	1080
Advances	Rs crore	1167	1144	945	734
Total income	Rs crore	1815	2292	927	727
PAT	Rs crore	-24	-106	-6.6	-3.4
Gross NPA (90+dpd)	%	5.9	3.5	4.8	3.7
Adjusted gearing	Times	2.3	2.8	1.8	1.0
Return on assets	%	-1.2	-5.9	-0.5	-0.4

Note: Above numbers are CRISIL Ratings adjusted

Any other information: Not applicable

Note on complexity levels of the rated instrument:

CRISIL Ratings' complexity levels are assigned to various types of financial instruments and are included (where applicable) in the 'Annexure - Details of Instrument' in this Rating Rationale.

CRISIL Ratings will disclose complexity level for all securities - including those that are yet to be placed - based on available information. The complexity level for instruments may be updated, where required, in the rating rationale published subsequent to the issuance of the instrument when details on such features are available.

For more details on the CRISIL Ratings' complexity levels please visit www.crisilratings.com. Users may also call the Customer Service Helpdesk with queries on specific instruments.

Annexure - Details of Instrument(s)

ISIN	Name of the instrument	Date of Allotment	Coupon Rate (%)	Maturity Date	Issue size (Rs. Crore)	Complexity Level	Rating assigned with outlook
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NA	Non-Convertible Debentures [^]	NA	NA	NA	100	Simple	CRISIL BBB/Stable
INE551U07217	Non-Convertible Debentures	10-Aug-22	10.75%	02-Aug-28	58.5	Simple	CRISIL BBB/Stable
NA	Non-Convertible Debentures [^]	NA	NA	NA	103.6	Simple	CRISIL BBB/Stable
INE551U07191	Non-Convertible Debentures	28-Dec-21	11.60%	27-Dec-24	37	Simple	CRISIL BBB/Stable
INE551U07209	Non-Convertible Debentures	15-Feb-22	12.20%	15-Feb-26	59.4	Simple	CRISIL BBB/Stable
INE551U07175	Non-Convertible Debentures	26-Jul-21	10.70%	15-Jul-26	34.5	Simple	CRISIL BBB/Stable
INE551U07167	Non-Convertible Debentures	05-Apr-21	11%	05-Apr-24	40	Simple	CRISIL BBB/Stable
INE551U07183	Non-Convertible Debentures	06-Sep-21	10.85%	06-Sep-24	24.4	Simple	CRISIL BBB/Stable
INE551U07142	Non-Convertible Debentures	15-Dec-20	12.06%	15-Dec-23	89.6	Simple	CRISIL BBB/Stable
NA	Non-Convertible Debentures [^]	NA	NA	NA	1.1	Simple	CRISIL BBB/Stable
NA	Non-Convertible Debentures [^]	NA	NA	NA	2.4	Simple	CRISIL BBB/Stable
NA	Non-Convertible Debentures [^]	NA	NA	NA	4.375	Simple	CRISIL BBB/Stable
INE551U07118	Non-Convertible Debentures	20-Aug-20	12.39%	20-Aug-25	50.625	Simple	CRISIL BBB/Stable
NA	Short term non-convertible debentures [^]	NA	NA	NA	35	Simple	CRISIL A2
NA	Proposed Long Term Bank Loan Facility	NA	NA	NA	18.96	NA	CRISIL BBB/Stable
NA	Short Term Loan	NA	NA	NA	20	NA	CRISIL A2
NA	Working Capital Demand Loan	NA	NA	NA	25	NA	CRISIL BBB/Stable
NA	Cash Credit	NA	NA	NA	4	NA	CRISIL BBB/Stable
NA	Term Loan	NA	NA	Oct-23	15	NA	CRISIL BBB/Stable
NA	Term Loan	NA	NA	Nov-22	7.29	NA	CRISIL BBB/Stable
NA	Term Loan	NA	NA	Jan-23	30	NA	CRISIL BBB/Stable
NA	Term Loan	NA	NA	Jun-24	40	NA	CRISIL BBB/Stable
NA	Term Loan	NA	NA	Sep-24	16.75	NA	CRISIL BBB/Stable
NA	Term Loan	NA	NA	Sep-24	75	NA	CRISIL BBB/Stable
NA	Term Loan	NA	NA	Mar-24	30	NA	CRISIL BBB/Stable
NA	Term Loan	NA	NA	Sep-22	18	NA	CRISIL BBB/Stable
NA	Commercial Paper	NA	NA	7-365 days	65	Simple	CRISIL A2

[^]Yet to be issued**Annexure - Details of Rating Withdrawn**

ISIN	Name of the instrument	Date of Allotment	Coupon Rate (%)	Maturity Date	Issue size (Rs. Crore)	Complexity Level	Rating assigned with outlook
INE551U07126	Non-Convertible Debentures	25-Sep-20	11.72%	25-Sep-23	33	Complex	Withdrawn
INE551U07100	Non-Convertible Debentures	17-Jul-20	12%	17-Jul-23	25	Simple	Withdrawn
INE551U07084	Non-Convertible Debentures	19-Jun-20	13%	19-Jun-23	5	Simple	Withdrawn
INE551U07076	Non-Convertible Debentures	17-Jun-20	13%	17-Jun-23	15	Simple	Withdrawn

Annexure – List of entities consolidated

Names of Entities Consolidated	Extent of Consolidation	Rationale for Consolidation
Samunnati Agro Solutions Pvt Ltd	Full	Subsidiary

Annexure - Rating History for last 3 Years

Instrument	Type	Current		2024 (History)		2023		2022		2021		Start of 2021
		Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
Fund Based Facilities	LT/ST	300.0	CRISIL BBB/Stable / CRISIL A2		--	21-12-23	CRISIL BBB+/Stable / CRISIL A2	20-07-22	CRISIL BBB+/Stable / CRISIL A2+	17-12-21	CRISIL BBB+/Stable / CRISIL A2+	CRISIL BBB+/Stable / CRISIL A2+
			--		--	21-03-23	CRISIL BBB+/Stable / CRISIL A2	23-06-22	CRISIL BBB+/Stable / CRISIL A2+	14-06-21	CRISIL BBB+/Stable / CRISIL A2+	--
			--		--		--	06-04-22	CRISIL BBB+/Stable / CRISIL A2+	10-06-21	CRISIL BBB+/Stable / CRISIL A2+	--
			--		--		--	06-01-22	CRISIL BBB+/Stable / CRISIL A2+	24-03-21	CRISIL BBB+/Stable / CRISIL A2+	--
			--		--		--		--	05-02-21	CRISIL BBB+/Stable / CRISIL A2+	--
Commercial Paper	ST	65.0	CRISIL A2		--	21-12-23	CRISIL A2	20-07-22	CRISIL A2+	17-12-21	CRISIL A2+	CRISIL A2+

			--	--	21-03-23	CRISIL A2	23-06-22	CRISIL A2+	14-06-21	CRISIL A2+	--
			--	--		--	06-04-22	CRISIL A2+	10-06-21	CRISIL A2+	--
			--	--		--	06-01-22	CRISIL A2+	24-03-21	CRISIL A2+	--
			--	--		--		--	05-02-21	CRISIL A2+	--
Non Convertible Debentures	LT	683.5	CRISIL BBB/Stable	--	21-12-23	CRISIL BBB/Stable	20-07-22	CRISIL BBB+/Stable	17-12-21	CRISIL BBB+/Stable	CRISIL BBB+/Stable
			--	--	21-03-23	CRISIL BBB/Stable	23-06-22	CRISIL BBB+/Stable	14-06-21	CRISIL BBB+/Stable	--
			--	--		--	06-04-22	CRISIL BBB+/Stable	10-06-21	CRISIL BBB+/Stable	--
			--	--		--	06-01-22	CRISIL BBB+/Stable	24-03-21	CRISIL BBB+/Stable	--
			--	--		--		--	05-02-21	CRISIL BBB+/Stable	--
Short Term Non Convertible Debenture	ST	35.0	CRISIL A2	--	21-12-23	CRISIL A2	20-07-22	CRISIL A2+	17-12-21	CRISIL A2+	CRISIL A2+
			--	--	21-03-23	CRISIL A2	23-06-22	CRISIL A2+	14-06-21	CRISIL A2+	--
			--	--		--	06-04-22	CRISIL A2+	10-06-21	CRISIL A2+	--
			--	--		--	06-01-22	CRISIL A2+	24-03-21	CRISIL A2+	--
			--	--		--		--	05-02-21	CRISIL A2+	--

All amounts are in Rs.Cr.

Annexure - Details of Bank Lenders & Facilities

Facility	Amount (Rs.Crore)	Name of Lender	Rating
Cash Credit	2	Kotak Mahindra Bank Limited	CRISIL BBB/Stable
Cash Credit	2	IDFC FIRST Bank Limited	CRISIL BBB/Stable
Proposed Long Term Bank Loan Facility	18.96	Not Applicable	CRISIL BBB/Stable
Short Term Loan	20	Kotak Mahindra Bank Limited	CRISIL A2
Term Loan	75	IDFC FIRST Bank Limited	CRISIL BBB/Stable
Term Loan	16.75	IDFC FIRST Bank Limited	CRISIL BBB/Stable
Term Loan	30	Standard Chartered Bank Limited	CRISIL BBB/Stable
Term Loan	7.29	IndusInd Bank Limited	CRISIL BBB/Stable
Term Loan	40	State Bank of India	CRISIL BBB/Stable
Term Loan	30	CSB Bank Limited	CRISIL BBB/Stable
Term Loan	18	Kotak Mahindra Bank Limited	CRISIL BBB/Stable
Term Loan	15	Nabsamruddhi Finance Limited	CRISIL BBB/Stable
Working Capital Demand Loan	15	YES Bank Limited	CRISIL BBB/Stable
Working Capital Demand Loan	10	Suryoday Small Finance Bank Limited	CRISIL BBB/Stable

Criteria Details

Links to related criteria
CRISILs Bank Loan Ratings - process, scale and default recognition
Rating Criteria for Finance Companies
CRISILs Criteria for rating short term debt
CRISILs Criteria for Consolidation

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ANNEXURE III: CONSENT LETTER FROM THE DEBENTURE TRUSTEE

CATALYST

Believe in yourself.. Trust us!



CL/DEB/23-24/1496

Date : 19-Dec-2023

To,
Bairavi Vengatachalam,
Samunnati Financial Intermediation & Services Private Limited,
Module 2-A, 6th Floor, Block A, Phase II, IITMRP,,
Kanagam, Taramani Road,,
Chennai,
Tamil Nadu,
India 600113.

Dear Sir/ Madam,

Re: Consent to act as a Debenture Trustee for Private Placement of Fully Paid, Rated, Listed, Redeemable, Transferable, UnSecured, Non-Convertible Debentures of ₹ 15.00 Crores

We refer to your letter dated 11.12.2023, requesting us to convey our consent to act as the Debenture Trustee for captioned issue of Debentures.

We hereby convey our acceptance to act as Debenture Trustees for the said issue Debentures, subject to execution of Debenture Trustee Agreement as per Regulation 13 of SEBI (Debenture Trustee) Regulations, 1993, thereby agreeing to execute Debenture Trust Deed and to create the security if applicable within the timeline as per relevant Laws / Regulations and in the Offer Document / Information Memorandum / Disclosure Document / Placement Memorandum and company agreeing / undertaking to comply with the provisions of SEBI (Debenture Trustee) Regulations, 1993, SEBI (Issue and Listing of Non-Convertible Securities) Regulations 2021, SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, Companies Act, 2013 and Rules thereunder and other applicable laws as amended from time to time.

Fee Structure for the proposed transaction will be as per annexure A.

Assuring you of the best professional services.

Thanking you.

Yours faithfully,



Name : Priti Shetty

Designation : Senior Manager



CATALYST TRUSTEESHIP LIMITED (A COMPANY INCORPORATED IN INDIA)

Mumbai Office: Windmill, 6th Floor, Office No. 604, C.A.T. Road, Kalina, Santacruz (East), Mumbai-400 099 Tel: +91 (022) 4932 0605 Fax: +91 (022) 4932 0635
Regd. Office: GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune-411 038 Tel: +91 (020) 25280081 Fax: +91 (020) 25280275
Delhi Office: Office No. 815, 4th Floor, Kallash Building, 26, Karturba Gandhi Marg, New Delhi - 110001 Tel: +91 432 28101/82,
CIN No. U74999MH1997PLC030322 Email: info@cltrustee.com Website: www.catalysttrustee.com
Pune | Mumbai | Bangalore | Delhi | Chennai

An ISO 9001 Company



Annexure A

Fee Structure for transaction CL/DEB/23-24/1496

PERTICULARS	AMOUNT
Acceptance fees (one-time, non-refundable, payable on our appointment)	₹ 0.00
One Time Service Trusteeship Fees(Amount/Percentage)	₹ 50,000.00

One Time Service Trusteeship Fees are payable in advance each year from date of execution till termination of the transaction. Pro-rata charges would apply for the first year till FY end, as applicable.

The taxes on above fee structure are payable at applicable rates from time to time.

All out of pocket expenses incurred towards legal fees, travelling, inspection charges, etc shall be levied and re-imbursed on actual basis.

Please return the second copy this letter duly signed by Authorized Officer from your company.

Yours Faithfully,

We accept the above terms.

For Catalyst Trusteeship Limited

For Samunnati Financial Intermediation & Services Private Limited




Name : Priti Shetty

Designation : Senior Manager



Name : M. DEVISRI

Designation :



ANNEXURE IV: BOARD RESOLUTION

ANNEXURE V: SHAREHOLDERS RESOLUTION

ANNEXURE VI: DUE DILIGENCE CERTIFICATE FROM DEBENTURE TRUSTEE

CTL/23-24/04533

(Annexure II A)

DUE DILIGENCE CERTIFICATE TO BE GIVEN BY THE DEBENTURE TRUSTEE AT THE TIME OF FILING THE DRAFT OFFER DOCUMENT OR PRIVATE PLACEMENT MEMORANDUM/ INFORMATION MEMORANDUM
(Applicable for Secured and Unsecured Issuances)

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai- 400001.

Dear Sir / Madam,

SUB.: ISSUE OF 1500 (ONE THOUSAND FIVE HUNDRED) SENIOR, UNSECURED, LISTED, RATED, REDEEMABLE, TAXABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF INR 1,00,000/- (INDIAN RUPEES ONE LAKHS ONLY) EACH, AGGREGATING TO INR 15,00,00,000/- (INDIAN RUPEES FIFTEEN CRORES ONLY) ON PRIVATE PLACEMENT BASIS ISSUED BY SAMUNNATI FINANCIAL INTERMEDIATION & SERVICES PRIVATE LIMITED.

We, the debenture trustee(s) to the above-mentioned forthcoming issue state as follows:

- 1) We have examined documents pertaining to the said issue and other such relevant documents, reports and certifications.
- 2) On the basis of such examination and of the discussions with the Issuer, its directors and other officers, other agencies and on independent verification of the various relevant documents, reports and certifications:

We confirm that:

- a) The Issuer has made adequate provisions for and/or has taken steps to provide for adequate security for the debt securities to be issued and listed- **Not Applicable.**
- b) The Issuer has obtained the permissions / consents necessary for creating security on the said property(ies) – **Not Applicable.**
- c) The Issuer has made all the relevant disclosures about the security and its continued obligations towards the holders of debt securities - **Not Applicable.**
- d) Issuer has adequately disclosed all consents/ permissions required for creation of further charge on assets in offer document or private placement memorandum/ information memorandum and all disclosures made in the offer document or private placement memorandum/ information memorandum with respect to creation of security are in confirmation with the clauses of debenture trustee agreement – **Not Applicable.**
- e) Issuer has given an undertaking that charge shall be created in favour of debenture trustee as per terms of issue before filing of listing application – **Not Applicable.**
- f) Issuer has disclosed all covenants proposed to be included in debenture trust deed (including any side letter, accelerated payment clause etc.), offer document or private placement

CATALYST TRUSTEESHIP LIMITED

Registered Office : GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune - 411 038 Tel : +91 (20) 6680 7200
Delhi Office : 910-911, 9th Floor, Kailash Building, 26 Kasturba Gandhi Marg, New Delhi - 110 001 Tel : +91 (11) 4302 9101/02
Corporate Office : 901, 9th Floor, Tower-B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400013
Tel : +91 (22) 4922 0555 Fax : +91 (22) 4922 0505
CIN No. U74999PN1997PLC110262 Email : dt@ctltrustee.com Website : www.catalysttrustee.com

Pune | Mumbai | Bengaluru | Delhi | Chennai | GIFT City | Kolkata | Hyderabad

An ISO 9001 Company



memorandum/ information memorandum and given an undertaking that debenture trust deed would be executed before filing of listing application.

- g) All disclosures made in the draft offer document or private placement memorandum/ information memorandum with respect to the debt securities are true, fair and adequate to enable the investors to make a well-informed decision as to the investment in the proposed issue.

We have satisfied ourselves about the ability of the Issuer to service the debt securities.

Place: Mumbai

Date: January 08, 2024

For Catalyst Trusteeship Limited

For CATALYST TRUSTEESHIP LIMITED



Ms. Kalyani Pandey
Authorized Signatory

Ms. Kalyani Pandey
Compliance Officer

CATALYST TRUSTEESHIP LIMITED

Registered Office : GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune - 411 038 Tel : +91 (20) 6680 7200
Delhi Office : 910-911, 9th Floor, Kailash Building, 26 Kasturba Gandhi Marg, New Delhi - 110 001 Tel : +91 (11) 4302 9101/02
Corporate Office : 901, 9th Floor, Tower-B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400013
Tel : +91 (22) 4922 0555 Fax : +91 (22) 4922 0505
CIN No. U74999PN1997PLC110262 Email : dt@ctltrustee.com Website : www.catalysttrustee.com

Pune | Mumbai | Bengaluru | Delhi | Chennai | GIFT City | Kolkata | Hyderabad



ANNEXURE VII: CONSENT OF THE REGISTRAR AND TRANSFER AGENT
[•]

ANNEXURE VIII: IN PRINCIPLE APPROVAL FROM STOCK EXCHANGE

[•]

ANNEXURE IX: APPLICATION FORM

SAMUNNATI FINANCIAL INTERMERDIATION & SERVICES PRIVATE LIMITED

A Private Limited Company/public limited company incorporated under the Companies Act, 1956/2013

Date of Incorporation: June 23, 2014

Registered Office: Baid Hi Tech Park, 8th Floor, No 129-B, ECR Road, Thiruvananthapuram, Chennai - 600041

Telephone No.: :+91 04466762400

Website: www.samunnati.com

DEBENTURE SERIES APPLICATION FORM SERIAL NO.								
--	--	--	--	--	--	--	--	--

Issue of 1,500 (One Thousand Five Hundred) Senior, Unsecured, Listed, Rated, Redeemable, Taxable Non-Convertible Debentures of face value of INR 1,00,000/- (Indian Rupees One Lakh only) each, aggregating up to Rs. 15,00,00,000/- (Indian Rupees Fifteen Crores Only) on a private placement basis (the “Issue”).

DEBENTURE SERIES APPLIED FOR:

Number of Debentures: _____ In words: _____-only

Amount INR _____/-In words Indian Rupees : _____ Only

DETAILS OF PAYMENT:

Cheque / Demand Draft / RTGS

No. _____ Drawn on _____

Funds transferred to [●]

Dated _____

Total Amount Enclosed

(In Figures) INR_/- (In words) _Only

APPLICANT'S NAME IN FULL (CAPITALS)

SPECIMEN SIGNATURE

[illegible]**APPLICANT'S ADDRESS**

ADDRESS																														
STREET																														
CITY																														
PIN							PHONE											FAX												

APPLICANT'S PAN/GIR NO. _____ IT CIRCLE/WARD/DISTRICT _____

I AM/ WE ARE () COMPANY () OTHERS () SPECIFY _____

We have read and understood the Terms and Conditions of the issue of Debentures including the Risk Factors described in the placement memorandum dated January ___, 2024, ("Placement Memorandum") issued by the Issuer and have considered these in making our decision to apply. We bind ourselves to these Terms and Conditions and wish to apply for allotment of these Debentures. We request you to please place our name(s) on the Register of Debenture Holders.

Name of the Authorised Signatory(ies)	Designation	Signature

Applicant's Signature:

We the undersigned, are agreeable to holding the Debentures of the Company in dematerialised form. Details of my/our Beneficial Owner Account are given below:

DEPOSITORY	NSDL/CDSL
DEPOSITORY PARTICIPANT NAME	
DP-ID	
BENEFICIARY ACCOUNT NUMBER	
NAME OF THE APPLICANT(S)	

Applicant Bank Account: (Settlement by way of Cheque / Demand Draft / Pay Order / Direct Credit / ECS / NEFT/RTGS/other permitted mechanisms)	

FOR OFFICE USE ONLY	
DATE OF RECEIPT _____	DATE OF CLEARANCE _____

(Note: Cheque and Drafts are subject to realisation)

We understand and confirm that the information provided in the Placement Memorandum is provided by the Issuer and the same has not been verified by any legal advisors to the Issuer, and other intermediaries and their agents and advisors associated with this Issue. We confirm that we have for the purpose of investing in these Debentures carried out our own due diligence and made our own decisions with respect to investment in these Debentures and have not relied on any representations made by anyone other than the Issuer, if any.

We understand that: i) in case of allotment of Debentures to us, our Beneficiary Account as mentioned above would get credited to the extent of allotted Debentures, ii) we must ensure that the sequence of names as mentioned in the Application Form matches the sequence of name held with our Depository Participant, iii) if the names of the Applicant in this application are not identical and also not in the same order as the Beneficiary Account details with the above mentioned Depository Participant or if the Debentures cannot be credited to our

Beneficiary Account for any reason whatsoever, the Company shall be entitled at its sole discretion to reject the application or issue the Debentures in physical form.

Applicant's
Signature

FOR OFFICE USE ONLY	
DATE OF RECEIPT _____	DATE OF CLEARANCE _____

(Note : Cheque and Drafts are subject to realisation)

----- (TEAR HERE) -----

ACKNOWLEDGMENT SLIP

<i>(To be filled in by Applicant)</i> SERIAL NO.	1	-	-	-	-	-	-	-	-
--	---	---	---	---	---	---	---	---	---

Received from _____

Address _____	

Cheque/Draft/UTR # _____ Drawn on _____ for INR _____ on	
account of application of _____ Debenture	

INSTRUCTIONS

1. Application form must be completed in full, IN ENGLISH.
2. Signatures must be made in English or in any of the Indian languages. Thumb Impressions must be attested by an authorized official of the Bank or by a Magistrate/Notary Public under his/her official seal.
3. Application form, duly completed in all respects, must be submitted with the respective Collecting Bankers. The payment is required to be made to the following account of ICCL by way of an electronic transfer, in accordance with the terms of the EBP Guidelines:

	[•]	[•]	[•]
	[•]	[•]	[•]
Beneficiary Name			
Account Number	[•]	[•]	[•]
IFSC Code	[•]	[•]	[•]
Mode	[•]	[•]	[•]

The Company undertakes that the application money deposited in the above-mentioned bank account shall not be utilized for any purpose other than

- a) for adjustment against allotment of securities; or
- b) for the repayment of monies where the company is unable to allot securities.

4. Receipt of applicants will be acknowledged by the Company in the “Acknowledgement Slip” appearing below the application form. No separate receipt will be issued.
5. All applicants should mention their Permanent Account No. or their GIR No. allotted under Income Tax Act, 1961 and the Income Tax Circle/Ward/District. In case where neither the PAN nor the GIR No. has been allotted, the fact of non-allotment should be mentioned in the application form in the space provided. Income Tax as applicable will be deducted at source at the time of payment of interest including interest payable on application money.
6. The application would be accepted as per the terms of the manner outlined in the transaction documents for the private placement.

ANNEXURE X: ILLUSTRATION OF BOND CASH FLOWS

Illustration of Cash Flow

The cash flows emanating from the non-convertible securities according to the day count convention (Actual/ Actual) shall be mentioned in the Placement Memorandum, by way of an illustration.

For the purpose of standardization, if the coupon/ dividend payment date of the non- convertible securities falls on a Sunday or a holiday, the coupon payment shall be made on the next working day. However, the dates of the future payments would continue to be as per the schedule originally stipulated in the offer document. If the maturity date of the debt securities, falls on a Sunday or a holiday, the redemption proceeds shall be paid on the previous working day. In order to ensure consistency, a uniform methodology shall be followed for calculation of interest/ dividend payments in the case of leap year. If a leap year (i.e. February 29) falls during the tenor of a security, then the number of days shall be reckoned as 366 days (Actual/ Actual day count convention) for the entire year, irrespective of whether the interest/ dividend is payable annually, half yearly, quarterly or monthly.

A sample illustration is given below:

Name of the issuer	Samunnati Financial Intermerdiation & Services Private Limited
Face Value (per security)	Rs. 1,00,000 each
Tranche Issue date/ Date of allotment	January 12, 2024
Date of redemption	
Tenure and coupon rate	12 (Twelve) months and 1 (One) day from Deemed Date of Allotment 11.50% (Eleven Decimal Five Zero per cent) per annum
Frequency of the interest/ dividend payment (with specified dates)	Monthly
Day Count Convention	Actual/ Actual

Date	O/S Principal	Principal	Interest	Total
12 January 2024	,	-15,00,00,000		-15,00,00,000
12 February 2024	15,00,00,000	1,25,00,000	14,61,065.57	1,39,61,066
12 March 2024	13,75,00,000	1,25,00,000	12,52,903.01	1,37,52,903
12 April 2024	12,50,00,000	1,25,00,000	12,17,554.64	1,37,17,555
12 May 2024	11,25,00,000	1,25,00,000	10,60,450.82	1,35,60,451
12 June 2024	10,00,00,000	1,25,00,000	9,74,043.72	1,34,74,044
12 July 2024	8,75,00,000	1,25,00,000	8,24,795.08	1,33,24,795
12 August 2024	7,50,00,000	1,25,00,000	7,30,532.79	1,32,30,533
12 September 2024	6,25,00,000	1,25,00,000	6,08,777.32	1,31,08,777
12 October 2024	5,00,00,000	1,25,00,000	4,71,311.48	1,29,71,311
12 November 2024	3,75,00,000	1,25,00,000	3,65,266.39	1,28,65,266
12 December 2024	2,50,00,000	1,25,00,000	2,35,655.74	1,27,35,656
13 January 2025	1,25,00,000	1,25,00,000	1,25,822.95	1,26,25,823

Note

The Issuer requested to note that the above cash flow is only illustrative in nature. The deemed date of allotment, Coupon rate, redemption date and frequency of the interest payment shall vary in nature and aforesaid dates may be modified upon receipt of consent/ permission from existing lender, in case of early redemption of any principle repayment as per the provisions of early redemption option in Debenture Trust Deed, the above cash flow may be changed accordingly.

ANNEXURE XI: SPECIFIC DISCLOSURES REQUIRED FROM NBFC

- A. Where the issuer is a Non-Banking Finance Company or Housing Finance Company the following disclosures on Asset Liability Management (ALM) shall be provided for the latest audited financials:

[•

Particulars	0 day to 7 days	8 days to 14 days	15 days to 30/31 days (One month)	Over one month and upto 2 months	Over two months and upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	Total
A. TOTAL OUTFLOWS (A)	27.07	1.62	18.23	67.89	85.41	102.97	332.98	263.29	63.14	717.35	1679.95
B. TOTAL INFLOWS (B)	87.58	27.68	176.11	231.88	134.62	168.11	151.14	154.54	119.82	428.46	1679.95
C. Mismatch (B - A)	60.52	26.06	157.88	163.99	49.21	65.14	181.84	108.75	56.68	288.89	
D. Cumulative Mismatch	60.52	86.58	244.46	408.45	457.66	522.80	340.96	232.21	288.89	0.00	

- B. Details with regard to the lending done by the issuer out of the issue proceeds of debt securities in last three years, including details regarding the following:

- (i) **Lending Policy:** Should contain overview of origination, risk management, monitoring and collections;

Extracts from the Credit policy -
Customer sourcing:

The Relationship Officers/Managers (RO/RM) will be primary customer sourcing resource of Samunnati. Joint discussion of the Relationship Officer/Manager/Credit Manager with customer/prospect is preferred before finalizing the credit product, terms, pricing negotiations, to be proposed along with Unit Visit Report and submitted the report to Credit Approving Authority.

Risk Management:

The RBI has prescribed limits on the exposure that can be taken by a NBFC - ML, as defined under the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023.

Samunnati shall have the following restrictions on credit exposures to a single party / a single group of parties as a lending policy: No Lending to any single borrower exceeding five per cent of Samunnati's owned fund any single group of borrowers exceeding ten per cent of Samunnati's owned fund.

The SBL (Single Borrower Limit), GBL (Group Borrower Limit) as per the Owned Fund will need to be tracked on regular basis.

Details of Single Borrower Limit (SGL)/Group Borrower Limit (GBL) exceeded by the NBFC The NBFC shall make appropriate disclosure in the NTA to the annual financial statements in respect of the exposures where it had exceeded the prudential exposure limits during the year. The sanctioned limit or entire outstanding, whichever is high, shall be reckoned for exposure limit.

Owned Fund for the purpose of SBL and GBL limits shall be computed based on the audited balance sheet of previous financial year of the company. Investment exposures also is the same as Credit Exposure, as per the extant Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023.

Similar, the lending and investment exposures (loans/investments taken together) as per the extant Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023.

The exposure limit shall be arrived at based on the sanctioned limits or outstanding whichever is higher except in case of term loans that have been disbursed fully, the outstanding will be included.

Exceptions if any, above SBL and GBL shall be approved by the Board Committee/Board of Directors of the Company.

The SBL/GBL shall not be applicable for lending to the Company's subsidiaries apart from the above exposure norms, the following portfolio level concentration norms shall be complied with, to mitigate the overall credit risk by ensuring adequate diversification of the loan portfolio.

Risk Monitoring Framework:

As the credit portfolio of Samunnati expands in terms of business, geography, complexity and diversity, the need has arisen to create a Risk Monitoring Framework and Structure.

The Risk Monitoring team (RMD) will

- (a) Monitor End Use of Funds by our borrowers
- (b) Will trail and identify Red Flags and provide Early Warning Signals
- (c) Will Grade customers based on perceived risk levels.
- (d) Will Cross-Validate information provided by Customer at Profile Level

RMD functions will encompass the following:

1. Early Warning Signals and highlights
2. Disbursement based monitoring
 - i. New customer acquisition-Tagged as "Fresh"

ii. Existing relationships-Tagged as “Repeat”All “Repeat” cases will be visited as per the specification of the Credit/Zonal Risk Manager as the case may be, depending on the requirements.

3.Value chain and sectional information monitoring

4.Policy /Credit efficiency and feedback mechanism monitoring

5.Concentration Risk Monitoring

6.Repayment Duress Monitoring

Collections:

Collections Process - Collection activities commences before due date of repayment in the form of reminder calls, SMS and Emails to borrowers for notifying about future due dates of repayment. The objectives of collections department is to start collection activities at early stages of account becoming overdue for repayment and persuading borrowers through Business Team to repay the overdue amount. This activity is a major focus area of risk management and credit portfolio. •Some of the very critical activity of collections team would be Review accounts performance regularly, liaison and follow up with delinquent customers. •Follow up with customers to regularize their overdues including overdue interest, Instalment and other irregularities. •Generate MIS on the overdue buckets and conduct periodic reviews with stakeholders •Initiation and managing the legal process as per the recovery policy. •Coordinate with law enforcement agencies for recovery of bad loans (i.e., Courts)

(ii) **Classification of loans/ advances given to associates, entities/ person relating to board, senior management, promoters, others, etc.;**

(In INR Millions)

Related party transactions

Nature of transactions	Year ended March 31, 2023	Year ended March 31, 2022
Samunnati Agro Solutions Private Limited		
Loans given	4,265.00	3,000.00
Loans repaid	5,465.00	2,050.00
Interest income on loans	133.04	95.75
Corporate guarantee provided	2,199.23	248.77
Investment in equity shares (Non-current investments)	999.24	-
Income from subsidiary for shared services	21.49	44.59
Salaries and wages (deputation charges)	2.87	2.10
Samunnati Foundation		
Investment in share capital	-	8.40
Loans given	1.10	-
Samunnati Agri Innovations Lab Private Limited		
Investment in equity shares	50.00	813.64
Loans given	155.00	5.50
Loans repaid	69.75	-
Interest income	5.57	0.17
Samunnati Finance Private Limited		
Investment in equity shares	-	25.00
Reimbursement of expenses	-	0.32
Samunnati Investment Management Services Private Limited		
Loans given	1.00	-
Interest income	0.01	-
Mr. Anil Kumar S G		
Remuneration *	23.02	21.75

Nature of transactions	Year ended March 31, 2023	Year ended March 31, 2022
Mr. Gurunath Neelamani		
Remuneration *	8.20	11.86
Mr. Nitin Chaudhary		
Remuneration *	-	9.12
Loans repaid	-	0.15
Mr. Ashok Dhamankar		
Remuneration *	-	16.94
Mr. Ashwini Venkataraman		
Remuneration *	-	0.28
Mr. Arunkumar Sridharan		
Remuneration *	3.20	0.10
Mr. Lalit Malik		
Remuneration *	1.98	-
Sitting fees paid		
Mr. Sunil Satyapal Gulati	0.85	1.26
Mr. Narasimhan Srinivasan	0.65	1.11
Mr. Venkatesh Tagat	0.55	0.76

- (iii) Classification of loans/ advances given, according to type of loans, denomination of loan outstanding by loan to value, sectors, denomination of loans outstanding by ticket size, geographical classification of borrowers, maturity profile etc.;

Sectoral Exposure

Sectors	Current Year			Previous Year		
	Total Exposure (includes on balance sheet and off-balance sheet exposure) (Rs. Million)	Gross NPAs (Rs. Million)	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure) (Rs. Million)	Gross NPAs (Rs. Million)	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	7,915.80	340.14	4.30%	9,141.20	266.76	2.92%
2. Industry	478.57	-	0.00%	160.41	-	0.00%
3. Services	1,526.77	206.68	11.42%	2,340.25	-	0.00%
4. Personal Loans	1,240.15	132.24	10.66%	1,191.93	207.16	17.38%

15) Asset liability management maturity pattern of certain items of assets and liabilities
As at March 31, 2023

Maturity pattern	Assets				Liabilities
	Advances	Investments	Deposits	Total	Borrowings
1 to 7 days	618.73	-	9.95	626.68	194.22
8 to 14 days	388.86	-	2.17	391.03	9.13
14 days to 1 month	716.57	2.41	-	718.98	400.98
1 - 2 months	2,601.89	1.01	2.60	2,605.50	405.14
2 - 3 months	1,342.41	-	86.49	1,428.90	580.33
3 - 6 months	1,515.09	-	1.13	1,516.22	2,521.12
6 - 12 months	1,634.52	-	93.77	1,728.29	1,252.90
1 - 3 years	1,349.61	-	22.03	1,371.64	3,594.53
3 - 5 years	1,113.81	-	-	1,113.81	584.98
> 5 years	181.81	-	-	181.81	0.06
Total	11,461.30	3.42	218.14	11,682.86	9,543.39

As at March 31, 2022

Maturity pattern	Assets				Liabilities
	Advances	Investments	Deposits	Total	Borrowings
1 to 7 days	844.42	1.00	474.45	1,319.87	48.20
8 to 14 days	259.88	-	2.08	261.96	24.68
14 days to 1 month	1,206.46	17.50	-	1,223.96	240.69
1 - 2 months	1,329.35	19.06	2.59	1,351.00	399.41
2 - 3 months	1,519.97	19.00	33.82	1,572.79	729.15
3 - 6 months	2,000.42	53.97	39.07	2,093.46	1,340.02
6 - 12 months	2,638.11	68.37	75.00	2,781.48	2,018.52
1 - 3 years	2,070.22	4.97	61.24	2,136.43	5,298.46
3 - 5 years	699.17	-	-	699.17	575.16
> 5 years	285.79	1,627.24	-	1,893.03	-
Total	12,833.79	1,811.11	688.25	15,333.15	10,674.29

Note:

- Amounts overdue against standard assets are considered under 1 to 7 days bucket.
- Amounts overdue against non-performing assets are considered under 3 to 5 years bucket.

- (iv) Aggregated exposure to the top 20 borrowers with respect to the concentration of advances, exposures to be disclosed in the manner as prescribed by RBI in its stipulations on Corporate Governance for NBFCs or HFCs, from time to time;

S.No	Customer	Amount in Crs
1	Adhikar Microfinance Private Limited	200.69
2	Shri Gurudatt Sugars Limited	199.99
3	Social Education Economical Development Society	151.52
4	Sri Annai Agencies	150.00
5	Manish Agro-Tech Limited	150.00
6	Origo Commodities India Private Limited	150.00
7	Sri Chamundeswari Sugars Limited	148.07
8	Waycool Foods And Products Pvt Ltd	145.65

9	New Opportunity Consultancy Private Limited	142.87
10	Dilasa Agro Processors Private Limited	140.92
11	Arunnachala Impex Private Limited	140.00
12	Seed Agro Products And Services Pvt.Ltd	125.00
13	Swaraj Green Power And Fuel Limited	100.00
14	Nikhil Mercantile Private Limited	100.00
15	Nath Bio Genes India Limited	100.00
16	Gangamai Industries And Construction Limited	100.00
17	Dwarkadhish Sakhar Karkhana Limited	100.00
18	C P Foods	100.00
19	Aachi Masala Foods Pvt Ltd	100.00
20	Mgm Edible Oils Private Limited	100.00
	TOTAL	2,644.72

- (v) Details of loans, overdue and classified as non-performing in accordance with RBI stipulations;

Classification	As on 30 th September 2023
Standard	11,000.67
NPA	628.80
Off Book	0
Total	11,629.47

- C. In order to allow investors to better assess the debt securities issued by the NBFC/ HFC, the following disclosures shall also be made by such issuers in their offer documents:

1. A portfolio summary with regard to industries/ sectors to which borrowings have been granted by NBFCs;

Sectoral Exposure

Sectors	Current Year			Previous Year		
	Total Exposure (includes on balance sheet and off-balance sheet exposure) (Rs. Million)	Gross NPAs (Rs. Million)	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure) (Rs. Million)	Gross NPAs (Rs. Million)	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	7,915.80	340.14	4.30%	9,141.20	266.76	2.92%
2. Industry	478.57	-	0.00%	160.41	-	0.00%
3. Services	1,826.77	208.68	11.42%	2,340.25	-	0.00%
4. Personal Loans	1,240.15	132.24	10.66%	1,191.93	207.16	17.38%

2. NPA exposures of the issuer for the last three financial years (both gross and net exposures) and provisioning made for the same as per the last audited financial statements of the issuer;

Refer to Point 7 in the data given below

3. Quantum and percentage of secured vis-à-vis unsecured borrowings granted by NBFCs; and

Sr. No	Secured/Unsecured Borrowings	Amount	Percentage
1	Secured	991.80	9.49%
2	Unsecured	9456.24	90.51%

4. Any change in promoters' holdings during the last financial year beyond the threshold, as prescribed by RBI from time to time.

NIL

D. NBFCs shall provide disclosures on the basis of the following draft template:

1. Classification of loans/ advances given according to:

Sl. No.	Type of loans	Rs Crore
1	Secured	99.18
2	Unsecured	945.62
	Total assets under management (AUM)**^	1044.80

*Information required at borrower level (and not by loan account as customer may have multiple loan accounts); ^Issuer is also required to disclose off balance sheet items;

2. Denomination of loans outstanding by loan-to-value:

Sl. No.	LTV (at the time of origination)	Percentage of AUM
1	Upto 40%	NA
2	40-50%	NA
3	50-60%	NA
4	60-70%	NA
5	70-80%	NA
6	80-90%	NA
7	>90%	NA
	Total	NA

3. Sectoral exposure:

Sectoral Exposure

Sectors	Current Year			Previous Year		
	Total Exposure (includes on balance sheet and off-balance sheet exposure) (Rs. Million)	Gross NPAs (Rs. Million)	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure) (Rs. Million)	Gross NPAs (Rs. Million)	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	7,915.80	340.14	4.30%	9,141.20	266.76	2.92%
2. Industry	478.57	-	0.00%	160.41	-	0.00%
3. Services	1,826.77	208.68	11.42%	2,340.25	-	0.00%
4. Personal Loans	1,240.15	132.24	10.66%	1,191.93	207.16	17.38%

4. Denomination of loans outstanding by ticket size*:

Ticket Size	
Up to 01 Mn	1415.85
01 to 05 Mn	1042.00
05 to 10 Mn	387.64
10 to 50 Mn	3393.81
50 to 100 Mn	2569.35
Higher than 100 Mn	1954.84
Grand Total	10,763.50

* Information required at the borrower level (and not by loan account as a customer may have multiple loan accounts);

5. Geographical classification of borrowers:

Top 5 states borrower wise

Sl. No.	Top 5 states	Percentage of AUM
1	Tamil Nadu	25.71%
2	Maharashtra	22.12%
3	Karnataka	11.94%
4	Andhra Pradesh	6.83%
5	Odisha	4.80%
	Total	71.41%

6. Details of loans overdue and classified as non-performing in accordance with RBI's stipulations:

Movement of gross NPA:

Movement of gross NPA*	Rs. Crore
Opening gross NPA	47.39
- Additions during the year	89.19
- Reductions during the year	3.65
- Write-off during the year	64.82
Closing balance of gross NPA	68.11

*Please indicate the gross NPA recognition policy (Day's Past Due)

7. Movement of provisions for NPA

Movement of provisions for NPA	Rs. Crore
Opening balance	30.11
- Provisions made during the year	85.11
- Utilisation during the year	41.71
- Write-off/ write-back of excess provisions	9.48
Closing balance	64.02

8. Segment-wise gross NPA:

Sl. No.	Segment-wise gross NPA	Gross NPA (%)
1	Retail	NA
A	Mortgages (home loans and loans against property)	NA
B	Gold loans	NA

C	Vehicle finance	NA
D	MFI	NA
E	MSME	NA
F	Capital market funding (loans against shares, margin funding)	NA
G	Others	NA
2	Wholesale	NA
A	Infrastructure	NA
B	Real estate (including builder loans)	NA
C	Promoter funding	NA
D	Any other sector (as applicable)	NA
E	Others	NA
	Total	NA

9. Residual maturity profile of assets and liabilities (in line with the RBI format):

Residual maturity profile of assets and liabilities:

15) Asset liability management maturity pattern of certain items of assets and liabilities

As at March 31, 2023

Maturity pattern	Assets				Liabilities
	Advances	Investments	Deposits	Total	Borrowings
1 to 7 days	618.73	-	9.95	628.68	194.22
8 to 14 days	388.86	-	2.17	391.03	9.13
14 days to 1 month	718.57	2.41	-	718.98	400.98
1 - 2 months	2,601.89	1.01	2.60	2,605.50	405.14
2 - 3 months	1,342.41	-	86.49	1,428.90	580.33
3 - 6 months	1,515.09	-	1.13	1,516.22	2,521.12
6 - 12 months	1,634.52	-	93.77	1,728.29	1,252.90
1 - 3 years	1,349.61	-	22.03	1,371.64	3,594.53
3 - 5 years	1,113.81	-	-	1,113.81	584.98
> 5 years	181.81	-	-	181.81	0.06
Total	11,461.30	3.42	218.14	11,682.86	9,543.39

As at March 31, 2022

Maturity pattern	Assets				Liabilities
	Advances	Investments	Deposits	Total	Borrowings
1 to 7 days	844.42	1.00	474.45	1,319.87	48.20
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6 - 12 months	2,638.11	68.37	75.00	2,781.48	2,018.52
1 - 3 years	2,070.22	4.97	61.24	2,136.43	5,298.46
3 - 5 years	699.17	-	-	699.17	575.16
> 5 years	265.79	1,627.24	-	1,893.03	-
Total	12,833.79	1,811.11	688.25	15,333.15	10,674.29

Note:

- Amounts overdue against standard assets are considered under 1 to 7 days bucket.
- Amounts overdue against non-performing assets are considered under 3 to 5 years bucket.

10. Disclosure of latest ALM statements to stock exchange:

Particulars	1 day to 7 days	8 days to 14 days	15 days to 30 Month h	Over one month h to 2 months	Over 2 months upto 3	Over 3 months to 6 months	Over 6 months to 1 Year	Over 1 year to 3 Year	Over 3 year to 5 Year	Over 5 years	Total
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					mont hs						
Equity											
Share Capital		-	-	-	-	-	-	-	-	405.3 6	405.3 6
Share Premium	-	-	-	-	-	-	-	-	-	7,893 .31	7,893 .31
Other Reserves	-	-	-	-	-	-	-	-	-	379.3 0	379.3 0
P&L Balance	-	-	-	-	-	-	-	-	-	- 1,706 .03	- 1,706 .03
	-	-	-	-	-	-	-	-	-	-	
Market borrowings (Repayment)	-	-	-	-	-	-	-	-	-	-	
Unsecured - Commercial Paper	-	-	-	-	-	-	-	-	-	-	-
Secured - NCD	-	-	311.6 7	506.2 0	247.5 0	448.0 0	960.6 7	1,756 .35	584.9 8	0.06	4,815 .42
Others- Compulsorily Redeemable Securities - such as Preference Shares	-	-	-	-	-	-	-	-	-	-	-
Optionally Convertible Securities	-	-	-	-	-	-	-	-	-	-	-
Unsecured - NCD	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	
Bank loans (Repayment)	-	-	-	-	-	-	-	-	-	-	
Term loans/ ECB	-	-	23.70	172.6 8	98.70	177.3 5	15.60	72.09	-	-	560.1 2

Others such as WCDL/CC/Revolving Credit	-	-	-	-	-	-	-	-	-	30.91	30.91
Other Financial Institution loans (Repayment)											
Term loans	77.66	7.59	338.60	337.50	193.06	358.61	377.13	330.45	-	583.51	2,604.12
Others such as WCDL/CC/Revolving Credit/CP											-
	-	-	-	-	-	-	-	-	-	-	
Fixed deposits repayment schedule, if any	-	-	-	-	-	-	-	-	-	-	-
Other Liabilities	159.97	1.60	75.99	237.52	378.86	48.73	199.77	260.76	150.43	147.65	1,661.26
Total Outflows (A)	237.63	9.19	749.95	1,253.89	918.12	1,032.69	1,553.17	2,419.65	735.40	7,734.07	16,643.76
Cumulative outflows (B)	237.63	246.82	996.78	2,250.67	3,168.79	4,201.47	5,754.64	8,174.29	8,909.69	16,643.76	16,643.76
Assets											
Fixed Assets	-	-	-	-	-	-	-	-	-	-	
Tangibles	-	-	-	-	-	-	-	-	-	51.75	51.75
Intangibles	-	-	-	-	-	-	-	-	-	90.22	90.22
Loan receivables from underlying borrowers	497.82	444.19	922.06	1,771.49	1,501.94	1,253.71	1,004.49	1,582.22	1,147.48	157.10	10,282.50
Loan receivables from Subsidiary	-	-	-	-	-	175.30	486.27	-	-	-	661.57

Investments	-	-	-	-	-	-	-	-	-	2,926.46	2,926.46
Mutual Funds	-	-	-	-	-	-	-	-	-	-	-
Unrealized Gain on MFs	-	-	-	-	-	-	-	-	-	-	-
Fixed Deposits	-	-	-	-	31.41	190.75	202.90	127.50	-	8.55	561.11
G-Sec	-	-	-	-	-	-	-	-	-	-	-
Quoted securities i.e. shares	-	-	-	-	-	-	-	-	-	-	-
Unquoted securities i.e. shares	-	-	-	-	-	-	-	-	-	-	-
Cash and Bank	277.02	-	-	-	-	-	-	-	-	-	277.02
Other Assets	-	-	-	-	-	-	661.57	-	-	1,131.56	1,793.13
Total Inflows (C)	774.84	444.19	922.06	1,771.49	1,533.36	1,619.76	2,355.22	1,709.72	1,147.48	4,365.64	16,643.76
Cumulative inflows (D)	774.84	1,219.02	2,141.09	3,912.58	5,445.93	7,065.70	9,420.92	11,130.64	12,278.12	16,643.76	16,643.76
D. Mismatch (C - A)	537.20	435.00	172.11	517.60	615.24	587.08	802.06	-709.93	412.08	-3,368.43	-
E. Mismatch as % to outflows (D as % to A)	326.06%	13266.11%	285.50%	312.04%	593.16%	684.20%	606.56%	460.01%	1669.58%	215.20%	100.00%
F. Cumulative Mismatch	537.20	972.20	1,144.31	1,661.91	2,277.15	2,864.22	3,666.28	2,956.35	3,368.43	-	-
G. Cumulative Mismatch as % to Cumulative Outflows (F as % to B)	226.06%	393.89%	114.80%	73.84%	71.86%	68.17%	63.71%	36.17%	37.81%	0.00%	100.00%

11. In case the issuer is a Non-Banking Finance Company (NBFC) and the objects of the issue entail loan to any entity who is a 'group company' then disclosures shall be made in the following format:

S No.	Name of the Borrower (A)	Amount of Advances /exposures to such borrower (Group) (Rs. Crore) (B)	Percentage of Exposure (C)= B/Total Assets Under Management
Not Applicable	Not Applicable	Not Applicable	Not Applicable

ANNEXURE XII: PAS 4

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