



Samavesh Finserve Private Limited

CIN- U65990UP2019PTC114159

Contact : 0542-2202727 | E-mail : info@samaveshmfi.com | Website : www.samaveshmfi.com

NOTICE

Notice is hereby given that the 4th Annual General Meeting of SAMAVESH FINSERVE PRIVATE LIMITED will be held on Saturday, September 17, 2022 at 5:00 P.M. at Radisson Hotel , The Mall Road, Varanasi-221002, U.P to transact the following business:

Ordinary Business:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.

Special Business

To consider and, if thought fit, pass the following proposed resolutions, with or without modification, as special resolutions:

2. Authorization to Board U/S 180(1)(a) of the Companies Act, 2013

“RESOLVED that pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under and as amended from time to time, the consent of the Members be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board which term shall be deemed to include any sub committee of the board thereof , for the time being exercising the powers conferred on the Board by this resolution”) to create mortgages, charges and hypothecations as may be necessary on such of the movable or immovable assets of the Company, both present and future, and the whole or part of the undertaking of the Company of every nature and kind whatsoever , in such manner as the board or any sub committee of the board may direct, to or in favor of financial institutions, banks or any other lender or debenture trustees(hereinafter referred to as the “Lending Agencies”), to secure loans of an outstanding aggregate value not exceeding Rs.150,00,00,000/- (Rupees One Hundred Fifty Crores only) together with interest thereon at the agreed rates, costs, charges, expenses under their respective Loan Agreements to be entered into by the Company in respect of the said borrowings.”

“RESOLVED FURTHER that the board or any sub committee of the board be and is hereby authorized to finalize with the Lending Agencies, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”



For-SAMAVESH FINSERVE PVT. LTD.

Company Secretary

Regd. Office : C 27/273-C-14, First Floor, Indian Press Colony, Maldahiya Varanasi-221002 (U.P.)

3. Authorization to Board U/S 180(1)(c) of the Companies Act, 2013:

RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Members be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board which term shall be deemed to include any sub committee of the board thereof, for the time being exercising the powers conferred on the Board by this resolution") for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs.150,00,00,000/- (Rupees One Hundred Fifty Crores only) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether movable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company or any sub committee of the board be and are hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

4. To approve the borrowings by way of issuance of Non-Convertible Debentures (NCD'S) on private placement basis pursuant to sections 42, and 71 of The Companies Act ,2013 Read with Rule 14(2) of Companies (Prospectus And Allotment of Securities) rule 2014 for an amount of Rs.150.00 crore

"RESOLVED THAT pursuant to the provisions of Sections 42 and 71 of the Companies Act ,2013 companies (Prospectus And Allotment of Securities) rules ,2014 and other applicable provisions of the Act ,if any of the Companies Act ,2013 (including any statutory modifications or re-enactment thereof ,for the time being in force) and the rules framed thereunder ,Memorandum & Articles of Association of the Company ,subject to the borrowing limit of the company as approved under Section 180(1)(c) of the Act, regulations, guidelines, notification prescribed or issued by the Reserve Bank of India from time to time ,any other laws/regulations/guidelines as may be applicable to the Company ,the consent of the members be and are hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any sub committee of the board thereof , for the time being exercising the powers conferred on the Board by this resolution) for making offer(s) or invitation(s) to subscribe to various types of secured/unsecured Non-Convertible Debentures ("NCD") on a private placement basis, in one or

For-SAMAVESH FINSERVE PVT. LTD.



[Signature]

Company Secretary



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more tranches, during a period of one year from the date of passing this resolution ,upto an amount not exceeding Rs.150.00 crore within the overall borrowing limits of the company under section 180(1)(c) of The Companies Act ,2013.

“RESOLVED FURTHER THAT consent of the members of the company be and are hereby accorded to the Board or any sub committee of the board thereof to deal with the matters relating to the finalization of the terms and conditions of such debt securities to be issued and allotted from time to time within the aggregate limit as mentioned above ,including ,but not limited to ,decide on any terms such amount payable on application, calls from time to time ,and offer the same on private placement basis to any one or more investors ,to create mortgage, charge and /or hypothecation ,as may be necessary on the assets of the Company both present and in future ,in such manner ,in favor of the financial institutions ,investment institutions and /or their subsidiaries ,banks and other bodies corporate (hereinafter referred to as the “Lending Agencies ”) and trustees for the holders of debentures which may be issued on private placement basis”.

“RESOLVED FURTHER THAT the board or any sub committee of the board thereof be and is hereby severally authorized and empowered to consider ,transact and decide matters ,from time to time ,pertaining to the private placement of Debt Securities ,including finalization and issuance of any offer letter ,opening of a separate bank account and allotment of the Debt securities in one or more tranches, including ,where so considered appropriate ,amount payable on application and further amounts as may be called from time to time and the allotment thereof, to sign, verify execute and file all necessary forms and documents , if any with any governmental authority including but not limiting to the Registrar of Companies, Kanpur and/or such other authorities as may be required from time to time and to do all such acts, deeds, matters and things necessary or expedient to give effect to the issue of NCDs under private placement ,including determining the terms and conditions of NCDs and ensuring compliance and /or any actions as may be required under applicable law”

“RESOLVED FURTHER THAT a certified true copy of this resolution is provided to all concerns as and when required under the hand of a director or any sub committee of the board or Company Secretary of the Company”.

For-SAMAVESH FINSERVE PVT. LTD.




Company Secretary

Regd. Office : C 27/273-C-14, First Floor, Indian Press Colony, Maldahiya Varanasi-221002 (U.P.)



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“RESOLVED FURTHER THAT the board of directors or any sub committee of the board be and are hereby authorized to file all such Forms with Registrar of Companies, Kanpur (UTTAR PRADESH) within the prescribed time.”

BY THE ORDER OF BOARD
For SAMAVESH FINSERVE PRIVATE LIMITED

Place : Varanasi
Date : 11.08.2022

Shashank Shekhar Dubey
Company Secretary
M. No. A44414





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Notes-

1. **Covid-19 Compliances:** Members, Proxies and Authorised Representatives are requested to wear mask and maintain safe social distance with one another at AGM venue.
2. The Company shall also take Preventive Measures against Covid-19 including facility of checking of temperature of each members, hand sanitizer dispenser etc.
3. The Company's Statutory Auditors, M/S Krishna Anurag and Co. Chartered Accountants, registered with the Institute of Chartered Accountants of India, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting ("AGM") of the Members held on October 31, 2019 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors.

4. Statement pursuant to section 102 of the Act forms a part of this Notice. The Board of Directors, at their meeting held on 11th August 2022, has decided that the special business set out under item nos. 2,3 and 4, being considered unavoidable, be transacted at the Fourth AGM of the Company.
5. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.



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Company Secretary



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6. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
7. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the AGM on its behalf and to vote through voting/ show of hand. The said resolution/authorization shall be sent to the Company Secretary by email through its registered email address to Secretariat@samaveshmfi.com.
9. The Annual Report including the Director Report, Auditor's Report and Financial Statements as on 31st March, 2022 is enclosed.
10. Relevant documents referred to in the accompanying Notice statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday and Sunday, during business hours, up to the date of the Meeting.
11. Memorandum and Articles of Association of the Company and other relevant documents, will be available for inspection by members at the Registered Office of the Company between 11:00 A.M and 5:00 PM on all working days, except Saturday and Sunday.
12. Relevant statutory registers under the Companies Act, 2013 shall be opened for inspection at the Registered Office of the Company /Place of the meeting.
13. Attendance Slip and Proxy Form are enclosed. Members / Proxies attending the Meeting should bring the Attendance Slip, duly filled, for handing over at the venue of the meeting.
14. The route map is annexed to this Notice.



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Company Secretary



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15. Members attending the AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
16. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 11.08.2022.
17. Meeting will be conducted or any modification can be done keeping in view the guidelines of Ministry Of Home Affairs / Central government/State government /Local Authority etc.

EXPLANATORY STATEMENT:

ITEM NO. 2

The Company has been planning to raise fund from other financial institutions, banks or any other lender or debenture trustees(hereinafter referred to as the "Lending Agencies"), and for that there is requirement to create mortgages, charges and hypothecations as may be necessary on such of the movable or immovable assets of the Company, both present and future, and the whole or part of the undertaking of the company of every nature and kind whatsoever Section 180(1) (a) of the Companies Act, 2013, requires that the Board of Directors or any sub committee of the board shall not create mortgages and / or charges on its movable or immovable properties, except with the consent of the members by way of a Special Resolution.

The Directors recommend the passing of resolution as a Special Resolution.
None of Director is interested in proposed resolution

ITEM NO. 3

The Company has been planning to raise fund from other financial institutions, banks or any other lender or debenture trustees(hereinafter referred to as the "Lending Agencies"), for general business purpose. Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of borrowing is exceed the paid-up share capital, free reserves and securities premium.

The Directors recommend the passing of resolution as a Special Resolution.
None of Director is interested in proposed resolution.



For-SAMAVESH FINSERVE PVT. LTD.


Company Secretary



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ITEM NO. 4

The Company proposes to issue Debt Securities, such as secured/unsecured non-convertible debentures (NCD). These debt securities are integral to the management of long term funds to be used for the company and are considered essential for providing leverage to the company.

The provisions of Section 42 of the Companies Act 2013, read with rule 14(2) of companies (prospectus and allotment of securities) Rules, 2014, state that every offer or invitation to subscribe to securities (which includes debentures) of the Company on a privately placed basis will require the prior approval of the members by a Special Resolution for each of the offers or invitations.

However, for the issuance of non-convertible debentures on a private placement basis, a onetime prior approval of the members in a year for all the offers or invitations of non-convertible debentures during the year will be sufficient for the purpose of this section.

The Directors recommend the passing of resolution as a Special Resolution.
None of Director is interested in proposed resolution.

BY THE ORDER OF BOARD
For SAMAVESH FINSERVE PRIVATE LIMITED

Place: Varanasi
Date: 11.08.2022

Shashank Shekhar Dubey
Company Secretary
M. No. A44414





MGT-11

Proxy Form

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

CIN	U65990UP2019PTC114159
Name of the company	SAMAVESH FINSERVE PRIVATE LIMITED
Registered Office	H.NO. C27/273 -C-14 , FIRST FLOOR, INDIAN PRESS COLONY ,MALDAHIYA VARANASI-221002 U.P.
Name of the Member(s)	
E-mail Id	
Folio No	

I being the member of SAMAVESH FINSERVE PRIVATE LIMITED, holding..... shares, hereby appoint

Name: _____

Address: _____

Emil Id: _____

Signature (proxy) _____

as my proxy to attend and vote (on a poll) for me and on my behalf at 4th Annual General Meeting of members of the Company, to be held on 17th day of September 2022 at the Radisson Hotel ,The Mall Road ,Varanasi – 221002,U.P at 05:00 PM and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Ordinary Business	For*	Against*
1.	Adoption of Audited Financial Statements		



S.NO	Special Business	For*	Against*
1	Authorization to Board 180(1)(a) of the Companies Act, 2013		
2.	Authorization to Board 180(1)(c) of the Companies Act, 2013		
3.	To approve the borrowings by way of issuance of non-convertible debentures (NCD'S) on private placement basis pursuant to sections 42, and 71 of The Companies Act ,2013 read with rule 14(2) of Companies (Prospectus And Allotment Of Securities) rule 2014 for an amount of Rs.150 crore.		

Signed this day of..... 2022

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix
Re.1/-
Revenue
Stamp

Note:

1. A member intending to appoint a proxy should complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the meeting.
2. *It is optional to put "X" in the appropriate column against the resolution indicated in the box.



Attendance Slip of Annual General Meeting

ATTENDANCE SLIP

Fourth Annual General Meeting, Saturday, September 17, 2022 at 05:00 PM.

Regd. Folio No. _____ No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the (**Fourth**) Annual General Meeting of the Company on Saturday , **September 17, 2022** at 05:00 PM. at Radisson Hotel ,The Mall Road ,Varanasi -221002, U.P.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

