

SATTVA HOLDING AND TRADING PVT. LTD.

[Formerly known as Isis Holding and Trading Company Private Limited]

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF SATTVA HOLDING AND TRADING PRIVATE LIMITED ("THE COMPANY") WILL BE HELD AT HOMEVILLA, 48, KRISHNA SANGHI PATH, BEHIND AUGUST KRANTI MAIDAN, GAMDEVI, GRANT ROAD, MUMBAI 400007, ON WEDNESDAY, 11TH AUGUST, 2021 AT 2:00 P.M. FOR THE PURPOSE OF TRANSACTING FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. To approve offer or invitation to subscribe to Listed Rated Secured Redeemable Non-Convertible Debentures on private placement basis.

To consider and if thought to fit to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 71 of the Companies Act, 2013 ("the Act"), read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and applicable provisions of SEBI (Issue and listing of Debt Securities) Regulations, 2008 and/or SEBI (Issue and Listing Non-Convertible Securities) Regulation, 2021 read with operational circular issued by SEBI for Issue and Listing of Non-Convertible Securities (In aggregate hereinafter referred as "SEBI Regulations") and other applicable provisions, if any, of the Act and SEBI Regulations (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules, regulations and guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**the Board**"), for making offer(s) or invitation(s) to subscribe secured, rated, listed/unlisted non-convertible debentures ("**Debentures**") on a private placement basis, in one or more tranches, to any category of investor(s) eligible to invest in the Debentures and on such terms and conditions as may be decided by the Board to such person or persons, as the case may be for a period of 1 (One) year from the date of passing of this Special Resolution by the Members, provided that the aggregate amount of non-convertible Debentures proposed to be offered shall not exceed Rs. 200 Crores (Rupees Two Hundred Crores Only) and shall be in conformity and in compliance with all applicable rules, regulation, directions made in this regard, as amended from time to time.

RESOLVED FURTHER THAT the "CRISIL AA+/Stable" Credit Rating allotted by CRISIL Limited to the Company initially issued on 24th January 2021 and recent review letter dated August 9, 2021, for issuance of INR 500 Crores Non-Convertible Debentures which is valid as on date and same shall be considered for the purpose of this issue.

RESOLVED FURTHER THAT pursuant to the provisions of Rule 18 of Chapter IV of The Companies (Share Capital and Debentures) Rules, 2014, consent of members of the Company be and is hereby accorded for appointment of a debenture trustee at such fees that may be mutually agreed by the Board and the debenture trustee appointed thereon.

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard."

Registered Office:

Unit no. 205, 2nd floor,
Welspun House, Kamala city,
Lower Parel (West), Mumbai-400013.
Email: sattvaholding@gmail.com
CIN: U65923MH2011PTC214070
Date: 11th August, 2021
Place: Mumbai

By order of the Board
For **SATTVA HOLDING AND
TRADING PRIVATE LIMITED**

H. H. Mehta

Hetali Mehta
Company Secretary &
Compliance Officer

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT 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.

2. Corporate members intending to send their authorized representatives to attend the Extra Ordinary General Meeting (EOGM) are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 together with specimen signatures authorizing their representative(s) to attend and vote at the EOGM.

3. Members/ proxies/ authorized representatives should bring duly filled in and signed attendance slip and handover the same at the venue of the EOGM.

4. Relevant documents referred to the accompanying Notice and the statements are open for inspection by the members at the registered office of the Company between 11.00 a.m. to 1.00 p.m. on all the working days excluding Saturdays, Sundays & Public Holidays during the business hours up to the EOGM and the same is also available for inspection by the Members at the EOGM.

5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.

6. Route Map of venue of EOGM is annexed to the Notice.



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Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned for the accompanying Notice dated 11th August, 2021:

ITEM 1:

As per the provisions of Section 42 and 71 of the Companies Act, 2013("the Act") read with Rules made thereunder, applicable provisions of SEBI (Issue and listing of Debt Securities) Regulations, 2008 and/or SEBI (Issue and Listing Non-Convertible Securities) Regulation, 2021 read with operational circular issued by SEBI for Issue and Listing of Non-Convertible Securities (In aggregate hereinafter referred as " SEBI Regulations"), a Company Offering or making an invitation for subscription of Listed Rated Secured Redeemable Non-Convertible Debenture ("NCD's") on a private placement basis and is required to obtain prior approval of the Members by way of Special Resolutions. However, Special Resolution can be obtained once a year for all the offer(s) and an invitation(s) for such NCD's to be made during the year.

NCD's including subordinated debentures; bonds etc. issued on a private placement basis constitute a significant source of borrowings for the Company.

The Board at its meeting held on 11th August 2021 at 10.00 am has proposed to offer or invite subscription for NCD's of an amount not exceeding Rs. 200,00,00,000/- (Rupees Two Hundred Crores) on private placement basis in one or more tranches, during the period of one year from the date of passing the Special Resolution by the members, within the overall borrowing limits of the Company, as approved by the members at their meeting held on 13th January 2020, with authority to the board to determine the terms and conditions including the issue price of the NCD's and redemption premium or interest repayment, if any, security or otherwise, as it may deem expedient and to do all acts, deeds, matter and things in connection to the same and incidental thereto, as the Board in its absolute discretion deems fit. Without being required to seek any further consent or approval thereto, expressly by the authority of the Resolution. Accordingly, the approval of the members being sought by Special Resolution under Sections 42, 71 and other applicable provisions, if any of the Act and its Rules made thereunder as set out in item no. 1 appended to this notice.

Pursuant to Rule 14 of Chapter III of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended by the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018, the Board hereby gives below submissions for Shareholders approval:

| Sr. No. | Disclosures required as per Rule 14 of Chapter III | Particulars |
|---------|--|---|
| a. | Particulars of the offer including date of passing of Board resolution | <p>Issue of zero coupon Non-Convertible Debentures of an amount not exceeding INR 200,00,00,000/- (Rupees Two Hundred Crores Only) in one or more tranches.</p> <p>The above issue was approved and recommended to the shareholders for their approval by way of Special Resolution by the Board of Directors of the Company at their meeting on 11th August, 2021 at 10.00 a.m.</p> |

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| | | |
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| b. | Kinds of securities offered and the price at which security is being offered | Zero coupon Listed Rated Secured Non-Convertible Debentures at the issue price or face value of INR 10,00,000/- (Rupees Ten Lakh Only) per debenture. |
| c. | Basis or justification for the price (including premium, if any) at which the offer or invitation is being made | Non-Convertible Debentures of face value of INR 10,00,000/- (Rupees Ten Lakh Only) per debenture to be issued at par. |
| d. | Amount which the company intends to raise by way of such securities | Up to INR 200,00,00,000 (Rupees Two Hundred Crores Only) |
| e. | Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities | <p>Appropriate number of listed equity shares of Asian Paints Limited shall be pledged as a security in favour of Debenture Trustee of the issue for issuance of such NCDs and such debentures shall be issued on Private placement basis either in the form of listed.</p> <p>The objects of the issue are to refinance the existing debt of the Company and for general corporate purposes.</p> <p>No Directors or Promoters shall be the subscribers to such issuance of NCDs.</p> <p>Tentative timeline proposed:</p> <p>Issue opening date: 26th August, 2021 Issue closing date: 26th August, 2021 Deemed date of allotment: 26th August, 2021</p> |

The Board of Directors accordingly recommends the Special Resolution set out at item No. 1 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in anyway whether financially or otherwise, concerned or interested in the said resolution, except to the extent of their equity holdings in the Company.

Registered Office:

Unit no. 205, 2nd floor,
Welspun House, Kamala city,
Lower Parel (West), Mumbai-400013.
Email:
CIN: U65923MH2011PTC214070
Date: 11th August, 2021
Place: Mumbai

By order of the Board
For **SATTVA HOLDING AND
TRADING PRIVATE LIMITED**

H. H. Mehta

Hetali Mehta
Company Secretary &
Compliance Officer

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Route Map of venue of the meeting:



Venue: Homevilla, 48, Krishna Sanghi Path, Behind August Kranti Maidan, Gamdevi, Grant Road, Mumbai 400007

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SATTVA HOLDING AND TRADING PRIVATE LIMITED

CIN: U65923MH2011PTC214070

Unit No. 205, 2nd floor, Welspun House, Kamala City, Lower Parel (West), Mumbai-400013.

ATTENDANCE SLIP

Folio No/ DP & Client Id. _____

(To be presented at the entrance)

I/We _____ hereby record my/our presence at the Extra Ordinary General Meeting of the Company held at Homevilla, 48, Krishna Sanghi Path, Behind August Kranti Maidan, Gamdevi, Grant Road, Mumbai 400007, on Wednesday, 11th August, 2021, at 2:00 p.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Signature of the Member/Proxy

Form No. 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 | : | U65923MH2011PTC214070 |
| Name of the company | : | SATTVA HOLDING AND TRADING PRIVATE LIMITED |
| Registered office | : | UNIT NO. 205, 2ND FLOOR, WELSPUN HOUSE, KAMALA CITY, LOWER PAREL (WEST), MUMBAI - 400013 |
| Name of the Member(s): Registered address: E-mail Id: Folio No. / Client ID: DP ID: | | |

I / We, being the member(s) of _____ shares of the above mentioned company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her _____

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as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company, held on Wednesday, 11th August, 2021 at 2.00 p.m. at Homevilla, 48, Krishna Sanghi Path, Behind August Kranti Maidan, Gamdevi, Grant Road, Mumbai 400007, and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Particulars of Resolution | For | Against |
|----------------|---|-----|---------|
| | Special Business | | |
| 1. | To approve offer or invitation to subscribe to Redeemable Non-Convertible Debentures on private placement | | |

Signed this ____ day of _____, 2021

Signature of the Shareholder _____

Affix
Revenue
Stamp

Signature of first
Proxy holder

Signature of second
Proxy holder

Signature of third
Proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.