

**NOTICE TO THE MEMBERS OF THE
ELEVENTH ANNUAL GENERAL MEETING OF THE COMPANY**

NOTICE is hereby given that the 11th Annual General Meeting of “**Sub-K IMPACT Solutions Limited**” (formerly known as BASIX Sub-K iTransactions Limited) (CIN U74999TG2010PLC069785) will be held on Tuesday, August 03, 2021 at 5.00 PM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (standalone) of the Company for the financial year ended March 31, 2021 and the report of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Financial Statements (consolidated) of the Company for the financial year ended March 31, 2021 and the report of the Auditors thereon.
3. To declare a final dividend @ 2% on 40,30,611 Compulsorily Convertible Preference shares (CCPS).
4. To appoint a director in place of Mr. Devarakonda Sattaiah (DIN:02963934) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. To consider re-appointment of Ms. Swati Desai (DIN 02671752), as Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (the "Act") read with Companies (Appointment and qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Swati Desai (DIN 02671752), Independent Director of the Company whose period of office is liable to expire on September 15, 2021 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 Rules made thereunder, be and is hereby reappointed as Non-executive Independent Director of the Company on the Board of Directors of the Company to hold office for a term up to 5 (Five) consecutive years with effect from September 16, 2021 to September 15, 2026, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT Mr Sasidhar N Thumuluri (DIN:02066861), Managing Director of the Company and/or Mr Jitender Kalwani, Company Secretary be and are hereby authorized to digitally sign and submit all necessary Statutory Forms electronically including with the Registrar of Companies, Hyderabad as per the requirement under the Companies Act, 2013.

RESOLVED FINALLY THAT Practicing Company Secretary be and is hereby engaged for the purpose of certification of the forms to be filed with the Registrar of Companies, Hyderabad.”

6. To approve

a) Amendment of Memorandum of Association (MoA) of the Company

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the rules framed there under and subject to such necessary approval(s) of the statutory authority(ies), if any required in this behalf, consent of the shareholders of the Company be and is hereby accorded, to amend the Memorandum of association of the Company as per the draft circulated with respect to the object clause of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution including filing of necessary e-forms with the concerned Registrar of the Companies, as and when required and carrying out any corrections/ modifications to the Memorandum of Association (MoA) as may be suggested by the Registrar of Companies.”

b) Insertion of new object clause under Main Objects of the Memorandum of Association (MoA) of Company.

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to section 4, 13 of the Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, of the Act and such other rules and regulations, as may be applicable (including any statutory modification or re-enactment thereof for the time being in force) and the rules framed there under and subject to such necessary approval(s) of the statutory authority(ies), if any required in this behalf, consent of the shareholders of the Company be and is hereby accorded, to alter Clause III (A) of the Memorandum of Association of by inserting sub-clause 5 after the existing sub-clause 4 as under:

“To establish and conduct the business of insurance intermediary services and to operate and manage all or any kinds of general insurance and/or life insurance business and to sell/market/solicit various insurance products and services and to act as agent, sub agent, franchiser, consultant, or otherwise and to carry on or deal in all activities related to general insurance and/or life insurance business.”

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution including filing of necessary e-forms with the concerned Registrar of the Companies, as and when required and carrying out any corrections/ modifications to the Memorandum of Association (MoA) as may be suggested by the Registrar of Companies.”

c) Deletion of proviso of the clause III (B) (18) of the Memorandum of Association(MoA);

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to section 4, 13 of the Companies Act, 2013(“the Act”) and all other applicable provisions, if any, of the Act and such other rules and regulations, as may be (including any statutory modification or re-enactment thereof for the time being in force) and the rules framed there under and subject to such necessary approval(s) of the statutory authority(ies), if any required in this behalf, consent of the shareholders of the Company be and is hereby accorded to delete the following words of sub-clause 18 of Clause III (B) of the Memorandum of Association of the Company as under:

“..... provided that the Company shall not carry on any business which may come within the purview of the Banking Regulation Act 1949 or of the Insurance Act”.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution including filing of necessary e-forms with the concerned Registrar of the Companies, as and when required and carrying out any corrections/ modifications to the Memorandum of Association (MoA)as may be suggested by the Registrar of Companies.”

Place: Hyderabad
Date: July 06,2021

By Order of the Board

Sd/-
Sasidhar N Thumuluri
Managing Director
DIN: 02066861

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at Annual General Meeting is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020, September 28, 2020, December 31, 2020, January 13, 2021, June 23rd, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. Members desiring to seek any information/clarifications on the annual accounts are requested to write to the Company at least seven (7) days before the Annual General Meeting to enable the management to keep the information ready.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM.
5. 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 Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to secretarial@subk.co.in.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. As per the provisions of Clause 3.B.IV. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos.4 and 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
8. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No(s).4 & 5 of the Notice is annexed hereto. The relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed. Requisite declarations have been received from Director/s for seeking re-appointment.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by using the link <https://us02web.zoom.us/j/82524255058?pwd=eFVQNIRIa084U2dyNTlseVdtT3lXQT09>

10. In line with the MCA Circular dated May 5, 2020 and January 13, 2021, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
11. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the AGM, members are requested to convey their vote by e-mail at secretarial@subk.co.in.
12. Members who need assistance in connection with using the technology before or during the AGM, may reach out to the Company officials at secretarial@subk.co.in.
13. Members who would like to express their views or ask questions during the AGM may raise the same at the meeting or send them in advance (mentioning their name and folio no.), at least 3 days prior to the date of the AGM at secretarial@subk.co.in.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act will be available electronically for inspection by the Members during the AGM and the same can be accessed by writing to secretarial@subk.co.in.
15. Members who wish to inspect the relevant documents referred to in the Notice can send an email to secretarial@subk.co.in up to the conclusion of this Meeting.
16. In terms of Section 152 of the Act, Mr Devarakonda Sattaiah (DIN:02963934), retires by rotation at this Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

Explanatory Statement
Pursuant to Section 102 of the Companies Act, 2013

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No. 4 and 5 of the accompanying Notice.

IN RESPECT OF ITEM NO. 5

The Members of the Company, at the Annual General Meeting held on September 16, 2016, have approved the appointment of Ms. Swati Desai (DIN 02671752) as an Independent Director of the Company, to hold office for 5 consecutive years with effect from September 16, 2016, and whose term is due to expire on September 15, 2021.

As per Section 149(10) of the Companies Act, 2013, ('Act') an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Act and in view of continued valuable guidance to the management and strong Board performance of Ms. Swati Desai, it is proposed to re-appoint her for the second term as an independent Director on the Board of Sub-K IMPACT Solutions Limited for a period of 5 years with effect from September 16, 2021, to September 15, 2026, who shall not be liable to retire by rotation.

In the opinion of the Board, Ms. Swati Desai fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

The Board considers that her continued association would be of immense benefit to the Company, and it is desirable to continue to avail services of Ms. Swati Desai as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 4 of the Notice as a Special Resolution.

Save and except the above, Ms. Swati Desai, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board of Directors of your Company recommends that the Resolution under Item No.4 be passed in the interest of your Company.

IN RESPECT OF ITEM NO. 6

To enable the Company to undertake the business activities, it is proposed to amend the Main Objects of the Memorandum of Association of the Company, by inserting a new clause and deleting an existing proviso to align the same with the requirement of the Company for undertaking new business activities.

In terms of Section 13 of the Companies Act, 2013, a Company may by passing special resolution, alter the Memorandum of Association of the Company.

A copy of the draft of revised set of Memorandum of Association of the Company is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company.

The Directors recommend the resolutions as set out in Item No.5 for the approval by the members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the said resolutions.

Place: Hyderabad
Date: July 06, 2021

By Order of the Board

Sd/-
Sasidhar N Thumuluri
Managing Director
DIN: 02066861

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 11th ANNUAL GENERAL MEETING (PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2))

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| Name of Director | |
| Director Identification Number (DIN) | 02671752 |
| Date of 1 st Appointment | 16/09/2016 |
| Date of Appointment | 03/08/2021 |
| Date of Birth | 18/10/1953 |
| Age | 68 |
| Nationality | Indian |
| Expertise in specific functional areas | Experience of serving in various verticals including Credit, Retail Banking and International Finance. She served as a Managing Director of SBI Securities Limited. |
| Qualifications | Master's degree in Economics from University of Bombay and an LLB degree from University of Delhi |
| Terms & condition of Appointment | Independent Director for a period of five consecutive years. During the tenure, Ms. Swati Desai may receive sitting fees under Section 197 (5) of the Companies Act, 2013 and other reimbursement of expenses for participation in the Board and other Committee Meetings. |
| Directorship as on 31 st March,2021 | Non-Executive Independent Director |
| Committee Membership in Sub-K IMPACT Solutions Limited as on 31 st March,2021 | 3 |
| Shareholding in Sub-K IMPACT Solutions Limited | Nil |
| Relationship with KMP/Other Directors | None |
| Details of Remuneration | NIL (Only sitting fees is paid) |
| Number of Meetings attended during the year | 4 |

Sub-K IMPACT Solutions Limited

(Formerly known as BASIX Sub-K iTransactions Limited)