



CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED

Head Office: #98, Third Floor, Sirsi Circle, Mysore Road, Chamrajpet, Bangalore- 560018.

Tel: 080-26750010 / 080-26747414, Fax: 080-26756767.

CIN NO: U67190KA2009PTC049494

NOTICE OF EIGHTH ANNUAL GENERAL MEETING

NOTICE HEREBY GIVEN THAT THE EIGHTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED WILL BE HELD ON THURSDAY, 28TH SEPTEMBER 2017 AT 10:00 AM AT THE HEAD OFFICE OF THE COMPANY AT NO. 98, THIRD FLOOR, SIRSI CIRCLE, MYSORE ROAD, CHAMRAJPET, BANGALORE- 560018 KARNATAKA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE PERIOD ENDED 31ST MARCH 2017 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND OF THE AUDITORS THEREON.

To consider and thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; along with all annexures as laid before this Annual General Meeting be and are hereby received, considered and adopted.”

ITEM NO. 2: TO RATIFY THE APPOINTMENT OF M/S RAMESH ASHWIN & KARANTH, CHARTERED ACCOUNTANTS, BANGALORE (REGISTRATION NO. 0106805) AS STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION.

To consider and thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), the appointment of M/s Ramesh Ashwin & Karanth, Chartered Accountants, Bangalore (Registration No. 0106805) which has been approved at the Annual General Meeting held on 07.08.2014 for a term of 5 years, be and is hereby ratified for the financial year 2017-18 and the Board of Directors be and is hereby authorized to fix their remuneration plus travelling and other out of pocket expenses incurred by them in connection with statutory audit under the Companies Act, 2013.”

SPECIAL BUSINESS:

ITEM NO. 3: TO APPROVE BORROWINGS BY THE COMPANY

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





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"RESOLVED THAT in supersession of the earlier resolution passed by the Members in their meeting held on 11th August 2016, the consent of the Company be and is hereby accorded to the Board of Directors and/or any Committee of Directors thereof, under Section 180(1)(c) of the Companies Act, 2013 to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to be borrowed, together with the moneys already borrowed by the Company, may exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, provided however, the total amount so borrowed shall not exceed Rs. 500,00,00,000 (Rupees Five Hundred Crores Only)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution."

ITEM NO. 4: TO APPROVE MORTGAGE/PLEDGE OF THE PROPERTIES OF THE COMPANY

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members in their meeting held on 11th August 2016, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to pledge, mortgage and/or charge by the Board of Directors and/or Committee of Directors of the Company, by way of charge on all the immovable and movable properties of the Company in favour of the Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs. 500,00,00,000 (Rupees Five Hundred Crores Only) at any time. "

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution."

ITEM NO. 5: APPOINTMENT OF NOMINEE DIRECTOR

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

"RESOLVED THAT Ms. Lisa Gayle Thomas (holding DIN: 07905512) who was appointed as an Additional Director on August 26, 2017 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles Of Association of the company, be and is hereby appointed as a Nominee Director of the Company nominated by Shorecap II Limited who is not liable to retire by rotation."





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"RESOLVED FURTHER THAT any director of the company be and be hereby authorized to do all such acts, deeds and things as may be required for the above resolution."

Place: Bangalore

Date: 22.09.2017



By Order of the Board

Dimple Shah
Company Secretary

ACS No: A36349

Address: Bindu Amulya Apartment, Flat
No. 408, 4th Floor, Anajananagar,
Bangalore- 560091

Notes:

- 1) Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be member of the company.
- 2) Proxies, in order to be effective, must be received in the enclosed Proxy Form by the Company at its Head Office not less than forty eight hours before the time fixed for the meeting.
- 3) Authorized representative can attend the meeting on behalf of Body Corporate.
- 4) Members are requested to notify immediately any change in their address to the company.
- 5) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business is annexed hereto.

Route Map: <http://www.chaitanyaindia.in/contact-us.php>



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

Item No.3 & 4:

The Company being Non – Banking financial Company having the object to carry on the business of Lending, Installment Financing, providing working capital and Loan under micro finance. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 500,00,00,000 (Rupees Five Hundred Crores Only).

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company.

The Board recommends these resolutions for the approval of the members as "Special Resolution".

None of the Directors / key managerial persons of the Company or their relatives are interested, financially or otherwise, in the aforesaid resolution.

Item No.5:

Ms. Lisa G Thomas who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 26th August 2017 holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director pursuant to section 149(1) & 161(3).

Ms. Lisa G Thomas is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Ms. Lisa G Thomas as Nominee Director, for the approval by the shareholders of the Company.

Except Ms. Lisa G Thomas, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3

Inspection of documents

The documents pertaining to the Special Business are available for inspection at the registered office of the Company between 10.30 am to 12.30 p.m. on any working day prior to the meeting.

Place: Bangalore

Date: 22.09.2017

By Order of the Board

Dimple Shah
Company Secretary
ACS No: A36349

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