



CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED

Head Office: #98, Third Floor, Sirsi Circle, Mysore Road, Chamrajpet

Bangalore- 560018,

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

CIN No: U67190KA2009PTC049494

NOTICE (SERIAL NO.01/2016-17)

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRAORDINARY GENERAL MEETING FOR FINANCIAL YEAR 2016-17 OF CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED WILL BE HELD ON THURSDAY, 11TH AUGUST 2016 AT 11:30 AM AT HEAD OFFICE NO.98, 3RD FLOOR, SIRSI CIRCLE, MYSORE ROAD, CHAMARAJPET, BANGALORE – 560 018 KARNATAKA, INDIA.

Special business:

Item No 1: INCREASE AUTHORISED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“RESOLVED THAT pursuant to Sections 13,14, 61 and all other applicable provisions, if any, under the Companies Act, 2013, the existing Authorized Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000 (One Crore eighty Lakhs Only) Equity Shares of Rs. 10 (Rupees Ten Only) each be and is hereby increased to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 250,00,000 (Two Crore Fifty Lakhs Only) Equity Shares of Rs. 10 (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V is as under:

V. “The Authorized Share Capital of the Company is Rs. 25, 00,00,000/- (Rupees Twenty Five Crores Only) divided into 250,00,000 (Two Crore Fifty Lakhs Only) Equity Shares of Rs. 10 (Rupees Ten Only) each.

ITEM: 2 TO APPROVE MORTGAGE/PLEDGE OF THE PROPERTIES OF THE COMPANY

“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT consent of the members be and is hereby accorded pursuant to section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage and/or charge in all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of 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. 400,00,00,000 (Rupees Four Hundred Crores Only) at any time.

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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: 3 TO APPROVE BORROWINGS BY THE COMPANY.

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT the consent of the Company be and is hereby accorded to the board of Directors under section 180(1)(c) of the Companies Act, 2013 to borrow any sum or sums of money from time to time notwithstanding that the money and monies to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company, provided, however that the total amount so borrowed shall not exceed Rs. 400,00,00,000 (Rupees Four 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."

By Order of the Board

Samit S Shetty

Managing Director

DIN: 02573018

No. 312, 14-P, Skyline Surabhi Apartments,
Vidyapeetha Main Road, BSK 3rd Stage,
Katriguppe, Bangalore - 560085

Place: Bangalore

Date: 6th August 2016

NOTES

- 1) A 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) Members are requested to notify immediately any change in their address to the company.
- 3) An explanatory statement pursuant to section 102 of the Companies act, 2013, relating to the special businesses to be transacted at the meeting is annexed hereto



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

Item 1:

The present Authorised Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000 (One Crore eighty Lakhs Only) Equity Shares of Rs. 10 (Rupees Ten Only) each.

Company wants to increase its paid up share capital of the Company by way of issue of equity shares. To enable to issue of above equity shares, Board of directors are recommended the resolution for Shareholders approval to increase Authorised Capital of the Company to to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 250,00,000 (Two Crore Fifty lakhs Only) Equity Shares of Rs. 10 (Rupees Ten Only) each . Consequently, the capital clause as appearing in the Memorandum and Articles of Association of the Company.

As per the provisions of Sections 13, 14 and 61 of the Companies Act, 2013, a Company can increase the Share Capital and alter the Share Capital Clause of its Memorandum of Association and Articles of Association only with the consent of Shareholders.

The Board of Directors recommends the passing of this Resolution by Ordinary resolution.

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

Item 2:

The Company being Non – Banking financial Company having the object to carry on the business of Lending, Instalment Financing, providing working capital and Loan under micro finance. The company is required to borrow from banks and financial institutions from time to time to meet the fund requirement of the Company to carry on its business. Further for borrowing company is required to mortgage and pledge properties from time to time to secure the borrowings.

To borrow any sum and mortgage and pledge properties from time to time to secure the borrowings Company requires approval of the shareholders in terms of Section 180 of the Companies Act, 2013.

Considering the above your Directors recommend resolutions to the Shareholders to be passed 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. 3:

The Company being Non – Banking financial Company having the object to carry on the business of Lending, Instalment Financing, providing working capital and Loan Facilities. The company is required to borrow from banks and financial institutions from time to time to meet the fund requirement of the Company to carry on its business. Further Company in its earlier General Meeting has approved the limit up to Rs. 220 crores and now it is required to enhance to Rs. 400 crores.

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To borrow any sum or sums of money from time to time exceeding the aggregate of the paid-up capital and free reserves of the Company requires approval of the shareholders in terms of Section 180 of the Companies Act, 2013.

Considering the above your Directors recommend resolutions to the Shareholders to be passed as "Special Resolution".

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.

By Order of the Board

Samit S Shetty

Managing Director

DIN: 02573018

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