



# CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED

Registered Office: # 145, 2nd Floor, NR Square, 1st Main Road, Sirsi Circle, Chamrajpet, Bangalore - 560018

Tel: 080-26750010, 080-26756767

CIN NO: U67190KA2009PTC049494

## NOTICE OF TENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, 21<sup>ST</sup> AUGUST 2019 AT 9:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 145, 2<sup>ND</sup> FLOOR, NR SQUARE, 1<sup>ST</sup> MAIN ROAD, SIRSI CIRCLE, CHAMRAJPET, BANGALORE- 560018, KARNATAKA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

**ITEM NO 1: TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019 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, 2019 including the Audited Balance Sheet as at March 31, 2019, Statement of Profit & Loss and Cash flow statements for the year ended March 31, 2019 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 APPOINT WALKER CHANDIOK & CO LLP, CHARTERED ACCOUNTANT (ICAI FRN: 001076N/ N500013) AS STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF FIVE FINANCIAL YEARS.”**

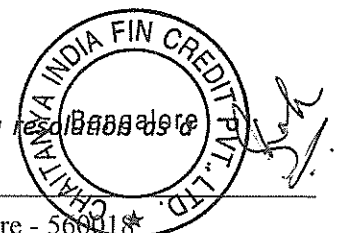
To consider and if thought fit to pass the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and RBI Master Direction on Non-Banking Financial Company Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, Walker ChandioK & Co LLP, Chartered Accountant, (ICAI FRN: 001076N/ N500013), be and is hereby appointed as the Statutory Auditors of the Company pursuant to the recommendations of the Board, to hold office for a period of five consecutive years commencing from the financial year 2019-20, subject to rotation of Partner after three year, on a remuneration as may be determined by the Board in consultation with the Auditors and that such remuneration.”

### **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:



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

corporate@chaitanyaindia.in www.chaitanyaindia.in



# CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED

Registered Office: # 145, 2nd Floor, NR Square, 1st Main Road, Sirsi Circle, Chamrajpet, Bangalore - 560018

Tel: 080-26750010, 080-26756767

CIN NO: U67190KA2009PTC049494

**"RESOLVED THAT** in supersession of the earlier resolution passed by the Members in their meeting held on 8<sup>th</sup> September 2018, pursuant to section 180 (1) (c) of the Company Act, 2013 and amendments thereto, the consent of the Company be and is hereby accorded to the Board of Directors ("the Board", which shall include any Committee of the Board), to borrow from time to time from Banks, Financial Institutions, Bodies Corporate whether in India or abroad or any other agencies, any sum or sums of monies which, together with the monies already borrowed by the Company ( apart from non-fund based facility in the form of Letter of Credits, Bank Guarantees, etc. obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board (including by way of the CP issuances) shall not at any time exceed an aggregate limit of INR 1000,00,00,000/- (Rupees One Thousand 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/CREATE CHARGE ON THE ASSETS 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 suppression of the resolution passed by the members at their Meeting held on 8<sup>th</sup> September 2018, pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed thereunder, the consent of the Company be and is hereby accorded to the Board of Directors or any Committee formed by the Board of the Company to pledge, mortgage and/or create charge on the assets 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 in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed INR 1000,00,00,000/- (Rupees One Thousand Crores Only) at any time.

**"RESOLVED FURTHER THAT** any of the Director/s of the Company, be and is/are hereby jointly and/or severally authorised to do all such acts, matters, deeds and thing

## **ITEM NO. 5: RAISING OF FUNDS THROUGH ISSUE OF COMMERCIAL PAPER/NON-CONVERTIBLE DEBENTURES/ MARKET LINKED DEBENTURES ON PRIVATE PLACEMENT BASIS**

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

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

corporate@chaitanyaindia.in www.chaitanyaindia.in





# CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED

Registered Office: # 145, 2nd Floor, NR Square, 1st Main Road, Sirsi Circle, Chamrajpet, Bangalore - 560018

Tel: 080-26750010, 080-26756767

CIN NO: U67190KA2009PTC049494

"RESOLVED THAT pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, Securities and Exchange Board of India (Issue and Listing of Debt Securities), Regulations, 2008 as amended from time to time and other applicable laws, if any, for the time being in force and subject to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors(hereinafter referred to as the "Board") to issue, make offer(s) and/or invitation(s) to eligible persons to subscribe subordinated or unsubordinated, listed or unlisted, secured or unsecured non-convertible debentures ("NCDs")/bonds/ market linked debentures/commercial papers and other instruments aggregating up to INR 300,00,00,000/-(Indian Rupees Three Hundred crores only) on private placement basis, on such terms and conditions at par, premium or discount as fully paid or partly paid instruments, in one or more series / tranches, for a period of one year from the date of passing of this resolution, provided that the outstanding amount at any time during the period shall be within the overall borrowing limits of the Company."

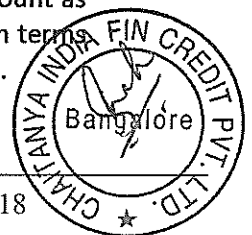
"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, matters, deeds and things and to take all such steps and do all such things and give all such directions as the Board may consider necessary, expedient or desirable and also to settle any question or difficulties that may arise in such manner as the Board in its absolute discretions may deem fit and take all steps which are incidental and ancillary in this connection."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate such powers to any Committee of the Board as it may deem necessary or appropriate in relation to allotment of aforesaid securities issued on private placement basis."

## ITEM NO. 6: TO APPROVE ISSUE OF COMMERCIAL PAPER UPTO INR 5 CRORE ON PRIVATE PLACEMENT BASIS

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

"RESOLVED THAT pursuant to the provisions of Section 42 of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities), Regulations, 2008, as amended from time to time, Master Direction or Circulars issued by RBI and other applicable laws, if any, each as may be applicable, and the provisions of Memorandum and Articles of Association of the Bank and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from statutory or regulatory authority(ies), approval of the members of the Company be and is hereby accord to issue unlisted, secured or unsecured Commercial Paper on private placement up to an amount not exceeding INR 5,00,00,000/-(Rupees Five crore only) on such terms and conditions at par, premium or discount as fully paid or partly paid instruments, in one or more tranches to the eligible investors on such terms and conditions as the Board of Directors of the Company may decide in its absolute discretion.



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

corporate@chaitanyaindia.in www.chaitanyaindia.in



# CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED

Registered Office: # 145, 2nd Floor, NR Square, 1st Main Road, Sirsi Circle, Chamrajpet, Bangalore - 560018

Tel: 080-26750010, 080-26756767

CIN NO: U67190KA2009PTC049494

**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. 7: INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present INR 43,00,00,000 (Rupees Forty Three Crores) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of INR 10/- each and 1,80,00,000 (One Crore Eighty Lakh) Preference Shares of face value of INR 10/- each to INR 93,00,00,000 (Rupees Ninety Three Crore) divided into 7,50,00,000 (Seven Crore Fifty Lakh) Equity Shares of INR 10/- each and 1,80,00,000 (One Crore Eighty Lakh) Preference Shares of face value of INR 10/- each


"**FURTHER RESOLVED THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof by the following new Clause 5 as under:

*5th. The Authorised Share Capital of the Company is INR 93,00,00,000 (Rupees Ninety-Three Crore) divided into:*

- I. 7,50,00,000 (Seven Crore Fifty Lakh) Equity Shares of INR 10/- each;*
- II. 1,80,00,000 (One Crore Eighty Lakh) Preference Shares of face value of INR 10/- each;*

**FURTHER RESOLVED THAT** any director or company secretary of the Company be and is hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

**By Order of the Board**  
**For Chaitanya India Fin Credit Private Limited**

  
**Dimple J shah**  
**Company Secretary**  
**ACS: A36349**

**Date: 17.08.2019**  
**Place: Bangalore**





# CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED

Registered Office: # 145, 2nd Floor, NR Square, 1st Main Road, Sirsi Circle, Chamrajpet, Bangalore - 560018

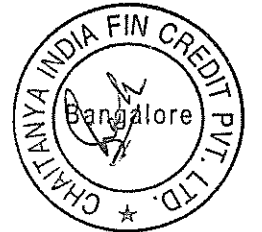
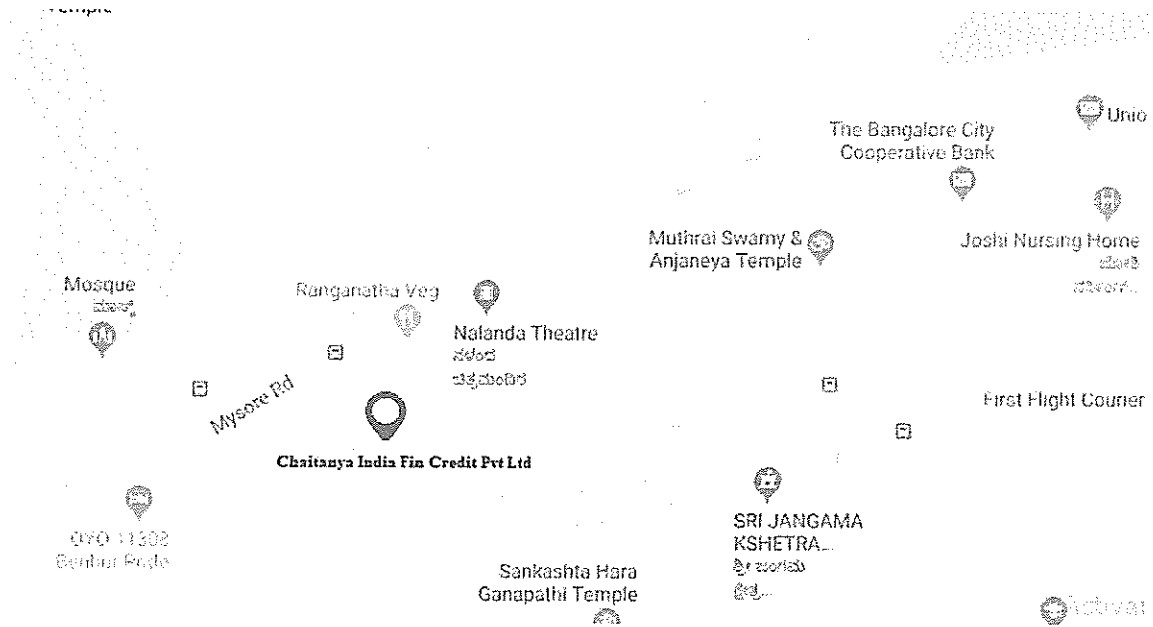
Tel: 080-26750010, 080-26756767

CIN NO: U67190KA2009PTC049494

## 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>



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

corporate@chaitanyaindia.in www.chaitanyaindia.in



# CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED

Registered Office: # 145, 2nd Floor, NR Square, 1st Main Road, Sirsi Circle, Chamrajpet, Bangalore - 560018

Tel: 080-26750010, 080-26756767

CIN NO: U67190KA2009PTC049494

## 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. 1000,00,00,000 (Rupees One Thousand Crores Only).

In order to facilitate securing the borrowing made by the Company, it would be necessary to pledge/mortgage/ create charge on the assets of the Company to the maximum extent of the indebtedness secured by the properties of the Company which does not exceed INR 1000,00,00,000 (Rupees One Thousand Crores Only) at any time.

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:

In terms of the provisions of section 42 of the Companies Act, 2013 and rules applicable there on for making of a private placement offer a special resolution has to be passed.

The Company proposes to increase its capital base for the working capital requirements and long-term financial sources for the Company by way of private placement of Non- convertible debentures /market linked debentures/ Commercial Paper and require approval of the shareholders to issue privately placed Non-convertible debentures/any other instrument aggregating up to INR 300,00,00,000/- (Rupees Three Hundred Crore Only) provided that the outstanding amount at any time during the period shall be within the overall borrowing limits of the Company.

In view of the requirements of section 42 of the Companies Act, 2013 and the above said rules made thereunder, the Company seek approval of members at the general meeting by way of special resolution which will be valid for a period of 12 months from the date of passing thereof.

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.

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

corporate@chaitanyaindia.in www.chaitanyaindia.in





# CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED

Registered Office: # 145, 2nd Floor, NR Square, 1st Main Road, Sirsi Circle, Chamrajpet, Bangalore - 560018

Tel: 080-26750010, 080-26756767

CIN NO: U67190KA2009PTC049494

## Item No. 6:

The Company is in the process of raising debt funds through issue of Unsecured Commercial Paper on private placement basis.

As per Section 42 of the Companies Act, 2013, and the Rules made thereunder, it is required that for issue of securities on private placement basis, the Company is required to obtain prior approval of the Members of the Company by way of a Special Resolution.

Thus, the approval of the members of the Company is sought by way of Special Resolution for enabling the Board of Directors of the Company to issue Commercial Papers aggregating to INR 5 Crores in one or more tranches, and at such price or prices, as may be decided by and deemed appropriate by the Board.

The issue of the above-mentioned securities shall be in compliance with the provisions of Section 42 of the Companies Act, 2013 and rules made thereunder,

None of the Promoters, Directors, Managers and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, in the above referred Resolution

## Item No 7:

The Authorized Share Capital of your Company is presently INR 43,00,00,000 (Rupees Forty Three Crores) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of INR 10/- each and 1,80,00,000 (One Crore Eighty Lakh) Preference Shares of face value of INR 10/- each. The Company intends to increase its capital for expansion and explore new avenues for business. In order to meet the requirement for infusion of long-term capital fund, the Company proposed to meet its fund requirement by issue of equity shares. It is, therefore, considered appropriate to increase the Authorized Share Capital of the Company from existing INR 43,00,00,000/- to INR 93,00,00,000/-.

Further, consequent upon the increase in the authorized share capital, the Capital Clause of the Memorandum of Association of the Company is required to be suitably altered as set out at Item No. 8 of the accompanying Notice. Accordingly, pursuant to the provisions of Section 61 read with Section 13 of the Companies Act, 2013, the approval of the members is sought by way of Special Resolution to the increase in the Authorized Share Capital and consequential alteration of the Capital Clause of the Memorandum of Association of the Company.

Draft copy of amended Memorandum is available at the Registered Office of the Company and remain available for inspection during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. upto the conclusion of the Annual General Meeting.

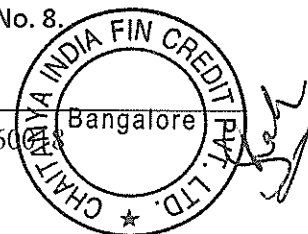
The Board of Directors recommends the Resolutions at Item No. 8 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise in the passing of the Resolutions at Item No. 8.

## Inspection of documents

Head Office : # 98, Third Floor, Sirsi Circle, Mysore Road, Chamrajpet, Bangalore - 560008

corporate@chaitanyaIndia.in www.chaitanyaIndia.in





# CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED

Registered Office: # 145, 2nd Floor, NR Square, 1st Main Road, Sirsi Circle, Chamrajpet, Bangalore - 560018

Tel: 080-26750010, 080-26756767

CIN NO: U67190KA2009PTC049494

The documents pertaining to the Special Business are available for inspection during the business hours at the registered office of the Company.

**By Order of the Board  
For Chaitanya India Fin Credit Private Limited**

**Dimple J Shah  
Company Secretary  
ACS: A36349**

**Date: 17.08.2019  
Place: Bangalore**

