



**CHAITANYA RURAL INTERMEDIATION DEVELOPMENT SERVICES  
PRIVATE LIMITED**

Head Office: #145, 2nd Floor NR Square, 1st Main Road, Sirsi Circle, Chamrajpet, Bangalore- 560018.  
Tel: 080-26750016, Fax: 080-26756767.  
CIN NO: U65923KA2012PTC062537

**NOTICE OF SEVENTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE SEVENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF CHAITANYA RURAL INTERMEDIATION DEVELOPMENT SERVICES PRIVATE LIMITED WILL BE HELD ON MONDAY, 30<sup>TH</sup> SEPTEMBER 2019 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 145, 2ND 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 STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE PERIOD 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 Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon; along with all annexures as laid before 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.**

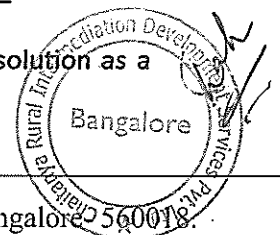
To consider and thought fit, to pass with or without modification(s), the following resolution as an *Ordinary Resolution*:

“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 Chandiook & 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 years, on a remuneration as may be determined by the Board in consultation with the Auditors.”

**SPECIAL BUSINESS:**

**ITEM NO. 3. TO OFFER AND ISSUE 8,62,81,277 EQUITY SHARES ON PRIVATE PLACEMENT CUM PREFERENTIAL ALLOTMENT BASIS AND APPROVAL OF LETTER OF OFFER IN FORM PAS-4**

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** pursuant to the provisions of Section 42 and Section 62(1)(c), other applicable provisions, if any, of the Companies Act, 2013, read together with Rule 13 of the Companies (Share Capital And Debentures) Rules 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 including any statutory modifications, amendments thereto and re-enactment thereof, other applicable laws, regulations, rules, guidelines, if any, issued by the Government of India, subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any approval received from any regulatory authority, if any, as may be applicable , and consent of members of the Company be and is hereby accorded for offering, issuing and allotting 8,62,81,277 (Eight Crores Sixty Two Lakh Eighty One Thousand Two Hundred and Seventy Seven) Equity Shares at a face value of INR 10 at a premium of INR 59.54 amounting to INR 600,00,00,003 ( INR Six Hundred Crores and Three Rupees) to augment resources of the Company for the purpose of supporting growth in business and assets.”

**“RESOLVED FURTHER THAT** the said Equity Shares shall rank pari-passu with the existing Equity Shares in all respects.”

**“RESOLVED FURTHER THAT** approval of shareholders is hereby given for the Form PAS-4 as required under Rules 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42(3) of the Companies Act, 2013 (including any statutory modifications and re-enactment, for the time being in force) to be issued to Mr. Sachin Bansal to subscribe the Equity Shares.”

**“RESOLVED FURTHER THAT** the monies received by the Company from Mr. Sachin Bansal for application of Equity Shares pursuant to a private placement under Section 42 of the Companies Act, 2013 shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.”

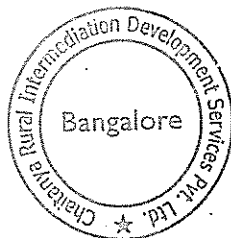
**“RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and is hereby authorized to file the Forms and returns as may be required, with the Registrar of Companies and to do all necessary acts, deeds, matters and things and to make the necessary entries in the applicable Registers including but not restricted to Register of Members for the aforesaid issue and allotment of Equity Shares.”

**By Order of the Board**

**For Chaitanya Rural Intermediation Development Services Private Limited**

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

**Date: 07.09.2019**  
**Place: Bangalore**





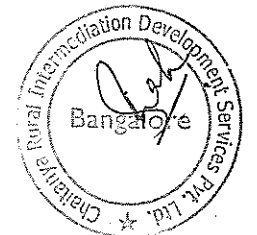
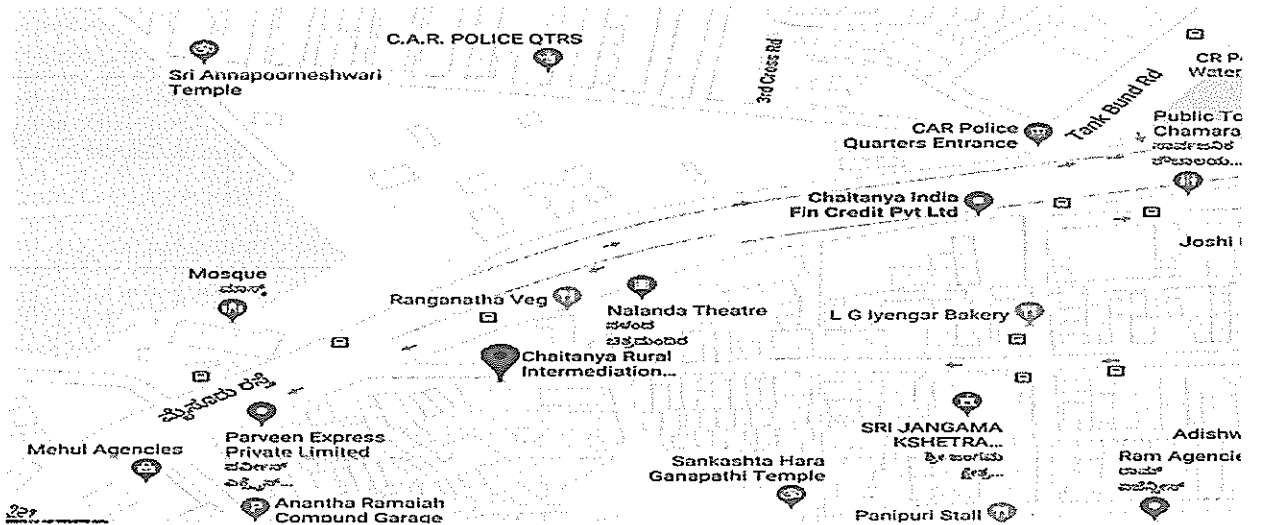
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## Notes:

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. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the proxy form.
3. Proxies, in order to be effective, must be received in the enclosed Proxy Form by the Company at its Registered Office not less than forty-eight hours before the time fixed for the meeting.
4. Members / proxies are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.
5. Corporate members are requested to submit a duly certified copy of the board resolution authorizing their representatives to attend and vote at the general meeting.
6. Members are requested to notify immediately any change in their address to the Company.
7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business is annexed hereto.

Route Map: <http://www.chaitanyarural.in/contact.html>.



Regd Office: No-145, 2nd Floor, NR Square, 1st Main Road Sirsi Circle, Chamrajpet, Bangalore- 560018.

corporate@chaitanyaindia.in www.chaitanyarural.in



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**ANNEXURE TO NOTICE  
EXPLANATORY STATEMENT**

**(Pursuant to Section 102 of the Companies Act, 2013)**

This explanatory statement sets out all the material facts relating to item No.3 of the accompanying notice.

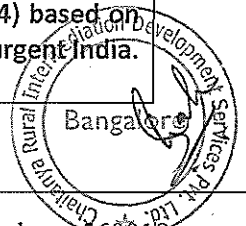
**ITEM NO.3**

The Company is proposing to raise the necessary funds amounting to INR 600,00,00,003 (INR Six Hundred Crores and Three Rupees) by issuing and allotting 8,62,81,277 (Eight Crores Sixty Two Lakh Eighty One Thousand Two hundred and Seventy Seven) Equity Shares at a face value of INR 10 at a premium of INR 59.54 through Private Placement cum preferential allotment basis.

The members are further informed that as per the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the issuance of Equity Shares through Private Placement cum preferential allotment basis is required to be approved by the Shareholders of the Company by way of Special Resolution.

The Company pursuant to the Rule 13 of the Companies (Share Capital and Debenture) Rules 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 submits the following information to the members of the Company.

Particulars of Offer	Issuing and allotting 8,62,81,277 (Eight Crores Sixty Two Lakh Eighty One Thousand Two hundred and Seventy Seven) Equity Shares at a face value of INR 10 at a premium of INR 59.54 by way of private placement of equity shares
Date of passing of Board resolution	07/09/2019
Purposes and object of the offer	To augment resources of the Company for the purpose of supporting growth in business and assets.
Kinds of securities offered	Equity Shares (Pari Passu) 8,62,81,277 Equity Shares (Eight Crores Sixty-Two Lakh Eighty-One Thousand Two Hundred Seventy-Seven Equity Shares)
Price at which the security is being offered including the premium, if any, along with justification of the price;	INR 69.54 (face value of INR 10 along with a Premium of INR 59.54)
Basis for determining the price	The price for issue of equity shares has been determined as INR 69.54 (face value of INR 10 along with a Premium of INR 59.54) based on the Valuation report issued by Resurgent India.





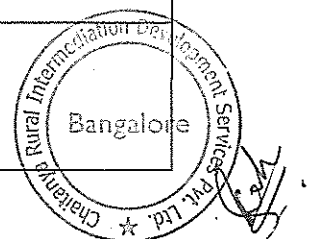
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Name and address of the valuer who performed valuation of the security offered	Resurgent India Datta Mansion ,2nd Floor, No.1163, 26th 'A' Main, 41st Cross, Jayanagar 9th Block, Bangalore, Karnataka 560069
Amount which the Company intends to raise by way of such securities	Approximately INR 600,00,00,000 (INR Six Hundred Crores)
Principle terms of assets charged as securities	NIL
Relevant date with reference to which the price has been arrived at;	31 <sup>st</sup> May 2019
The class or classes of persons to whom the allotment is proposed to be made;	Individual
Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer) [not required in case of issue of non-convertible debentures];	NIL
Proposed time schedule for which the private placement offers cum application letter is valid	12 months (Twelve Months)
The names of the proposed allottees and the percentage of post private placement capital that may be held by them [not required in case of issue of non- convertible debentures];	Name: Sachin Bansal Percentage of post offer: 93.96
The proposed time within which the allotment shall be completed	Within 60 days from the date of receipt of the application money
The change in control, if any, in the company that would occur consequent to the private placement;	Yes, there will be change in control Mr. Sachin Bansal (Proposed Investor) will acquire aggregate of 74.59% of equity shares from the existing shareholders and invest INR 600 crores through Private placement subject to RBI approval
The number of persons to whom allotment on preferential basis/private placement/ rights issue has already been made during the year, in terms, of number of securities as well as price;	NIL
Contribution being made by the promoters or directors either as part of then offer or separately in furtherance of such objects	NIL
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	NIL



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The shareholding pattern of the company pre and post issuance of equity shares is as follows:

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian	49,25,027	18.32	38,10,599	3.37
	Individual				
	Bodies corporate				
	Sub-total	49,25,027	18.32	38,10,599	3.37
2	Foreign promoters				
	sub-total (A)	4925027	18.32	3810599	3.37
B	Non-promoters' holding				
1	Institutional investors				
2.	PE Fund	89,81,779	33.4	-	-
3.	Non-institution				
	Private corporate bodies	48000	0.18	-	-
	Directors and relatives	2850496	10.60	11367911	1.21
	Indian public				
	others (including NRIs)	9554091	35.53	107414160	94.91
	ESOP Trust	5,78,000	2.15	5,78,000	0.51
	Sub-total (B)	21964366	81.68	109360071	96.63
	GRAND TOTAL	26889393	100	113170670	100

The members consent is sought to authorize the Board to issue Equity Shares on private placement basis to the persons in the manner set out in the resolution.

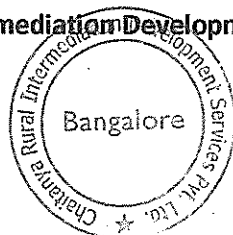
None of the other Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

The Board of Directors recommends the Item No. 3 to be passed by the members of the Company as Special Resolution.

By Order of the Board

For Chaitanya Rural Intermediation Development Services Private Limited

  
Dimple J Shah  
Company Secretary  
ACS: A36349



Date: 07.09.2019  
Place: Bangalore

**CHAITANYA RURAL INTERMEDIATION DEVELOPMENT SERVICES PRIVATE LIMITED**

Registered Office – “NO. 145, 2ND FLOOR, NR SQUARE,1ST MAIN ROAD, SIRSI  
CIRCLE, CHAMRAJ PET, BANGALORE- 560018, KARNATAKA, INDIA”.

CIN: **U65923KA2012PTC062537**, Phone no. 080-26750016

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**ATTENDANCE SLIP**

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Regd. Folio. No/DP.Id/ Client id	
Name of shareholder:	
Address of shareholder:	
Proxy Name:	
Address of proxy:	

I/We hereby record my/our presence at the Annual General Meeting of the company to be held on MONDAY, 30th SEPTEMBER 2019 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 145, 2ND FLOOR, NR SQUARE,1ST MAIN ROAD, SIRSI CIRCLE, CHAMRAJPET, BANGALORE- 560018, KARNATAKA, INDIA.

Please (✓) in the box

1. Member
2. Proxy

Signature of member/Proxy

**PROXY FORM**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Corporate Identification Number : U65923KA2012PTC062537

Name of the company : CHAITANYA RURAL INTERMEDIATION DEVELOPMENT SERVICES PRIVATE LIMITED

Registered office : NO. 145, 2<sup>ND</sup> FLOOR, NR SQUARE, 1<sup>ST</sup> MAIN ROAD, SIRSI CIRCLE, CHAMRAJPET, BANGALORE- 560018, KARNATAKA, INDIA

Name of the member :

Registered address :

E-mail Id :

Folio No :

DP ID :

I, being the member of .....Equity shares of the above named company, hereby appoint

1.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	, or failing him



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the company to be held on MONDAY, 30TH SEPTEMBER 2019 AT 11:00 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Particulars	Favor / against
1.	TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE & CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE PERIOD ENDED 31ST MARCH 2019 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND OF THE AUDITORS THEREON	
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.	
3.	ISSUE OF SHARES ON PRIVATE PLACEMENT CUM PREFERENTIAL ALLOTMENT BASIS AND APPROVAL OF LETTER OF OFFER IN FORM PAS-4.	

Signed this ....<sup>th</sup> day of May .....

Affix Revenue  
Stamp

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

**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.**