



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 EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED FOR THE FINANCIAL YEAR 2018-19 WILL BE HELD ON THURSDAY, 27th SEPTEMBER, 2018 AT 10:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 145, 2ND FLOOR, NR SQUARE, 1ST MAIN ROAD, SIRSI CIRCLE, CHAMRAJ PET, BANGALORE- 560018, KARNATAKA, INDIA TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

1. ISSUE OF RATED NON-CONVERTIBLE REDEEMABLE CUMULATIVE PREFERENCE SHARES (NCRCPs) ON PRIVATE PLACEMENT BASIS

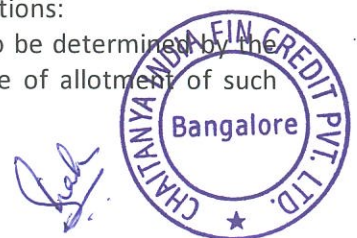
To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 42, 55 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) (to the extent applicable) or any other competent authorities from time to time to the extent applicable and other applicable rules, regulations, guidelines, notification and circulars made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and in accordance with Memorandum and Articles of Association of the Company, and subject to necessary agreements with the concerned parties, the consent of the members of the Company be and is hereby accorded to the board of directors (hereinafter referred to as the **"Board"** which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution) of the Company to invite/offer, issue, and allot upto 1,50,00,000 (One Crore and Fifty Lakhs Rated, Non-Convertible, Redeemable, Cumulative Preference Shares (**"NCRCPs"** or **"Preference Shares"**) of face value of Rs.10/- (Rupees Ten only) each fully paid-up at par at an issue price of Rs.10 (Rupees Ten only) by way of private placement through issue of offer document to identified investors (collectively called the **"Investors"**) (as described and identified below) on the following terms and on such other terms and conditions as set out in the Explanatory Statement annexed hereto (**"Issue"**):

Name of the Investor	Amount (Rs)
UNIFI AIF	Up to Rs 15,00,00,000

The Preference Shares shall be subject to the following terms and conditions:

- (a) The Preference Shares shall carry a preferential right to dividend to be determined by the Board. The dividend will be calculated *pro rata* i.e. from the date of allotment of such Preference Shares;





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- (b) The Preference Shares shall rank for dividend in priority to the equity shares for the time being of the Company;
- (c) The Preference Shares, in winding up, rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares;
- (d) The holders of the Preference Shares will not be entitled to participate in surplus funds nor in surplus assets and profits, on winding up which may remain after the entire capital has been repaid;
- (e) The holders of the Preference Shares shall have no option of conversion into equity shares of the Company;
- (f) The payment of dividend on the Preference Shares shall be cumulative.
- (g) The Preference Shares shall be compulsorily redeemable.
- (h) The voting rights of the persons holding the Preference Shares shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013;
- (i) The Preference Shares will be redeemed at such price, in one or more instalments on expiry of specified periods;

"RESOLVED FURTHER THAT the Board be and hereby authorized to decide from time to time about tranches of allotment and to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary to giving effect to this resolution."

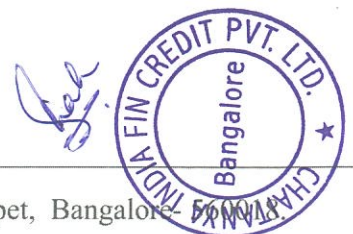
"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any director(s) or executive(s)/officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT the Company do hereby seek admission of the Rated, Non- Convertible Redeemable Cumulative Preference Shares, to be issued by the Company, to the depository system of National Securities Depository Limited and Central Depository Services (India) Limited to issue the Preference Shares in dematerialized form and enter into such agreements as may be required for the purposes of such dematerialization."

"RESOLVED FURTHER THAT the Company do appoint Karvy Computer share Pvt Limited, a SEBI registered category I registrars to issues and securities transfer agent, as the registrar and transfer agent (RTA) upon such terms and conditions as may be mutually agreed upon."

"RESOLVED FURTHER THAT the Company do and hereby appoint Brickworks, a SEBI registered rating agency, for obtaining the ratings for issuance of Preference Shares."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the terms and conditions (including without limitation, interest, repayment or otherwise) with the Investors to negotiate, modify, finalize, and sign the documents as it may think fit of such Preference Shares, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions."





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Notes:

1. All the members entitled to attend and vote at the meeting may appoint another member or any other person, as proxy to attend and vote instead of himself and proxy need not be a member. The proxies to be effective should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.
2. In case of Corporate Shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is given below and forms part of this notice.
4. The relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days up to the date of the EGM
5. **Route Map:** <http://www.chaitanyaindia.in/contact-us.php>

Place: Bangalore

Date: 26.09.2018



By Order of the Board

Dimple Shah
Company Secretary
ACS No: A36349

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



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY ON HELD ON THURSDAY, 27th SEPTEMBER, 2018 AT 10:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 145, 2ND FLOOR, NR SQUARE, 1ST MAIN ROAD, SIRSI CIRCLE, CHAMRAJ PET, BANGALORE- 560018, KARNATAKA, INDIA TO TRANSACT THE FOLLOWING SPECIAL BUSINESS

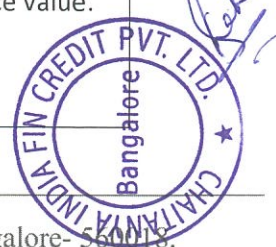
IN RESPECT OF ITEM NO. 1

In order to augment long term resources for implementing future growth plans, it is proposed to issue rated, non-convertible, redeemable, cumulative preference shares ("**NCRCPs**" or "**Preference Shares**") of the Company for any one or more of the following purposes: (a) general corporate purposes, (b) augmenting long term finance for funding growth and capital expenditure (c) funding capital requirements in any form, and (d) working capital requirements.

Section 62 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, provides, *inter alia*, that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company or employees of the company, if authorized by way of a special resolution. Furthermore, as per Section 42 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities, including Preference Shares on a private placement basis, is required to obtain the prior approval of the shareholders by way of a special resolution, for each of the offers and invitations. The approval of the members is accordingly being sought by way of a special resolution under Sections 42, 55 and 62 of the Companies Act, 2013, read with the rules made thereunder, for the issue of the Preference Shares aggregating an amount not exceeding INR 15,00,00,000 (Indian Rupees Fifteen Crore) and to offer and allot the Preference Shares on a private placement basis on the terms and conditions set out hereunder.

- I. Given below is a statement of disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION	Private placement issue of Non –Convertible Redeemable Cumulative Preference Shares (NCRCPs) being approved by the board on 26 th September 2018.
KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED	Rated Non-Convertible Redeemable Cumulative Preference Shares. The NCRCPs will be offered/issued (at par) at face value.
BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT THE OFFER OR INVITATION IS BEING MADE	Not applicable, as the securities are non-convertible preference shares which are proposed to be issued (at par) at face value.



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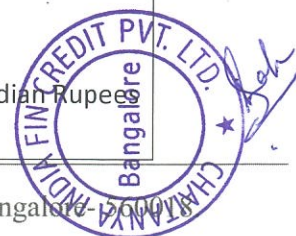
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NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	Not applicable, as the securities are non-convertible preference shares which are proposed to be issued (at par) at face value.
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	Upto INR 15,00,00,000 (Indian Rupees Fifteen Crore)
MATERIAL TERMS OF RAISING OF SECURITIES	Term Sheet Annexed
PROPOSED TIME SCHEDULE	September/October 2018. The exact dates shall be specified in the private placement offer application/disclosure document issued pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
PURPOSES OR OBJECTS OF OFFER	Specified in Paragraph II below.
CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS	None
PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES	Not applicable as no security is proposed to be provided in respect of the Preference Shares.

- ii Given below is a statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the Preference Shares:

THE SIZE OF THE ISSUE	INR 15,00,00,000 (Indian Rupees Fifteen Crore)
NUMBER OF PREFERENCE SHARES TO BE ISSUED	1,50,00,000 Preference Shares are proposed to be issued.
NOMINAL VALUE OF EACH SHARE	Each Preference Share has a face value of INR 10 (Indian Rupees Ten)



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THE NATURE OF SUCH SHARES I.E. CUMULATIVE OR NON-CUMULATIVE, PARTICIPATING OR NON-PARTICIPATING, CONVERTIBLE OR NON-CONVERTIBLE	The Preference Shares proposed to be issued are rated, non-convertible, redeemable, cumulative preference shares.
THE OBJECTIVES OF THE ISSUE	The present issue of NCRCPs is being made by the Company to (i) meet the general corporate purposes; and (ii) augment its long-term resource requirement for its growth and capital expenditure (iii) working capital requirements
THE MANNER OF ISSUE OF SHARES	The Preference Shares proposed are issued by way of private placement to certain identified investors
THE PRICE AT WHICH SUCH SHARES ARE PROPOSED TO BE ISSUED	The Preference Shares are proposed to be issued (at par) at face value i.e., at INR 10 (Indian Rupees Ten) each.
THE BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT	Not applicable, as the securities are non-convertible preference shares which are proposed to be issued (at par) at face value.
THE TERMS OF ISSUE	Term sheet -Annexed
INCLUDING TERMS AND RATE OF DIVIDEND ON EACH SHARE, ETC.	Dividend at the rate of 11.00% on the issue price of NCRCPs is payable on the NCRCPs and is cumulative in nature. The payment, amount, due dates and other terms are specified in Paragraph III below.
THE TERMS OF REDEMPTION INCLUDING THE TENURE OF REDEMPTION	At the end of 334 (three hundred and thirty-four) days from the deemed date of allotment in case the call option is exercised. At the end of 545 (five hundred and forty-five) days from the deemed date of allotment in case the call option is not exercised.
REDEMPTION OF SHARES AT PREMIUM	Not applicable.
IF THE PREFERENCE SHARES ARE CONVERTIBLE, THE TERMS OF CONVERSION	The Preference Shares proposed to be allotted are non-convertible preference shares.



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THE MANNER AND MODES OF REDEMPTION	<p>In pursuance of Rule 9(6) of the Companies (Share Capital and Debentures) Rules, 2014, the Company shall redeem the NCRCPs as per terms specified in the private placement offer cum application letter or as varied after due approval of holder(s) of the NCRCPs under section 48 of the Companies Act, 2013.</p> <p>In pursuance of section 55 of the Companies Act, 2013, the NCRCPs shall be redeemed out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption.</p>			
THE CURRENT SHAREHOLDING PATTERN OF THE COMPANY	S. No.	Particulars/Category	No. of Shares	Percentage (%)
	1	Anand Rao	1	0.001
	2	Chaitanya Rural Intermediation Development Services Private Ltd	2,17,31,417	100
	Total		2,17,31,418	100
THE EXPECTED DILUTION IN EQUITY SHARE CAPITAL UPON CONVERSION OF PREFERENCE SHARES	As the NCRCPs proposed to be allotted are non-convertible, there will be no dilution in equity shares of the Company.			

Place: Bangalore
Date: 26.09.2018



By Order of the Board
Dimple Shah
Company Secretary
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