

**NOTICE OF ELEVENTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE ELEVENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED WILL BE HELD ON TUESDAY, AUGUST 18, 2020 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, BANGALURU - 560 018, KARNATAKA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

**ORDINARY BUSINESS:**

**ITEM NO. 01: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2020 TOGETHER WITH REPORTS 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, 2020 including the Audited Balance Sheet as at March 31, 2020, Statement of Profit & Loss account and Cash flow statements for the year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon; along with all annexures as laid before this Annual General Meeting be and hereby received, considered and adopted."

**SPECIAL BUSINESS:**

**ITEM NO: 02. APPOINTMENT OF MR. SRIDHARAN RANGANATHAN (DIN: 00868787) AS AN INDEPENDENT DIRECTOR 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 the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, and the applicable Reserve Bank of India rules, guidelines, directions and circulars including the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (as amended from time to time), Mr. Sridharan Ranganathan (DIN: 00868787) who qualifies for being appointed as an Independent Director as recommended by the Board of Directors in their meeting held on August 14, 2020, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years.

**RESOLVED FURTHER THAT** Mr. Anand Rao, Director (DIN: 01713987) or Ms. Dimple J Shah, Company Secretary of the Company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution."



**ITEM NO. 03: APPOINTMENT OF MR. ANKIT AGARWAL (DIN: 08299808) AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and, if thought fit, pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013(" the Act") and the Companies(Appointment and Qualifications of Directors)Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable laws, Mr. Ankit Agarwal (DIN: 08299808), who was appointed as Additional Director of the Company on March 06, 2020 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Executive Director of the Company.

**RESOLVED FURTHER THAT** Mr. Anand Rao, Director (DIN: 01713987) or Ms. Dimple J Shah, Company Secretary of the company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution."

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

  
Anand Rao  
Joint Managing Director  
DIN: 01713987



Date: August 14, 2020  
Place: Bengaluru

**Notes:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the meeting is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint proxy/proxies to attend the meeting and vote on poll, if any, instead of himself/herself and such a proxy/ proxies need not be a member of the Company. 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.
3. Members are requested to notify immediately any change in their address to the company.
4. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company during normal business hours (09.00 a.m. to 5.30 p.m.) on all working days between Monday to Saturday (except 2<sup>nd</sup> and 4<sup>th</sup> Saturday of the month) of every week, up to and including the date of the Annual General Meeting of the Company.

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





**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 02**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of the Members. Based on the recommendation by the Board of Directors, the Company is proposing to appoint Mr. R. Sridharan as an Independent Director on the Board of the Company.

The appointment of Mr. R. Sridharan, shall be effective upon approval by the Members in the Meeting.

In the opinion of the Board, Mr. R. Sridharan fulfils the conditions for his appointment as an Independent Director as specified in the Act and RBI Regulations. Mr. R. Sridharan is independent of the management and possesses appropriate skills, experience and knowledge.

Copy of draft letter of appointment of Mr. R. Sridharan setting out the terms and conditions of appointment is available for inspection by the Members at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends for the approval by the members as an Ordinary Resolution set out at Item No. 2 of the Notice.

**Item No. 03:**

The Board of directors of the Company through the resolution passed in Board meeting held on March 06, 2020 appointed Mr. Ankit Agarwal as Additional Director upto the ensuing Annual General Meeting.

Accordingly, in terms of the requirements of the section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder of Companies Act, 2013 approval of the members of the Company is required for the appointment of Mr. Ankit Agarwal as Executive Director of the Company.

None of the Directors and Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice except Mr. Ankit Agarwal.

The Board recommends for the approval by the members as an Ordinary Resolution set out at Item No. 3 of the Notice.

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

  
Anand Rao  
Joint Managing Director  
DIN: 01713987



Date: August 14, 2020  
Place: Bengaluru