

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRA ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2023-24 OF THE SHAREHOLDERS OF CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED WILL BE HELD ON MONDAY, JUNE 19, 2023 AT 10.00 AM AT THE REGISTERED OFFICE OF THE COMPANY 'B' BLOCK, 8TH FLOOR, BRIGADE SOFTWARE PARK, 27TH CROSS RD, BANASHANKARI STAGE II, BANGALORE, KARNATAKA - 560070 TO TRANSACT THE FOLLOWING BUSINESS:

**SPECIAL BUSINESS:****ITEM NO 1: TO INCREASE THE BORROWING LIMIT OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013**

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

**"RESOLVED** that pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee of the Board thereof, for the time being, exercising the powers conferred on the Board by this Resolution), to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company, securities premium and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of INR 9,000 Crores (Indian Rupee Nine Thousand Crores only) (both funded and non-funded) at any one point of time.

**RESOLVED FURTHER THAT** the authority be and is hereby granted to issue short term and long-term debt instruments of the Company, including by way of issue of Debentures or such other instruments like Commercial Papers, External Commercial Borrowings (ECB) etc. in one or more tranches, such that the total outstanding borrowing by way of issue of such instruments outstanding at any one point of time shall not exceed aforesaid limit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is 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 2: TO APPROVE MORTGAGE/PLEDGE /HYPOTHECATE/CREATE CHARGE ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013**

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

**"RESOLVED THAT** in 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 Members, be and is hereby accorded to the Board of Directors or any Committee formed by the Board to pledge, mortgage, hypothecate and/or create charge on the assets of the Company on all the immovable and movable assets of the Company in favour of the Banks, Financial Institutions, any other lenders or debenture trustees (for benefit of debenture holders) to secure the amount borrowed by the Company in respect of such borrowings provided that the maximum extent of the indebtedness secured by the assets of the Company does not exceed INR 9,000 Crores (Indian Rupee Nine Thousand Crores only) (both funded and non-funded) at any one point of time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is 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 3: TO RAISE FUNDS THROUGH THE ISSUE OF NON-CONVERTIBLE 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:*

**"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 Non-Convertible Securities), Regulations, 2021 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 Rated, Listed or Unlisted, Secured/Unsecured, Redeemable Non-Convertible Debentures /Bonds/ Market Linked Debentures aggregating up to INR 1200 Crores (Indian Rupees Twelve Hundred Crores) on private placement basis, on such terms and conditions whether 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 of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things and to take all such steps 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 Boards as it may deem necessary or appropriate in relation to allotment of aforesaid securities issued on private placement basis."

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

Sd/-  
**Anand Rao**  
Joint Managing Director  
DIN: 01713987

**Date: May 26, 2023  
Place: Bengaluru**

Notes:

- Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the meeting are annexed hereto.
- A member entitled to attend and vote at the meeting is entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf and such proxy need not be a member of the company.
- Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
- In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 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 shareholder.
- Members are requested to notify the Company immediately regarding any change in their address.
- Corporate members are requested to send duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting in terms of Section 113 of the companies Act, 2013.
- 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> 3<sup>rd</sup> and 4<sup>th</sup> Saturday of the month) of every week, up to and including the date of the Extra-Ordinary General Meeting of the Company.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO 1 & 2**

The Company is a Non-Banking Financial Company having the objective of carrying out 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, Financial Institutions, other lenders (including development financial institutions) and other persons 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 outstanding borrowing limit up to INR 9,000 Crores (Indian Rupee Nine 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 9,000 Crores (Indian Rupee Nine 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 3**

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 and requires approval of the shareholders to issue privately placed Non-Convertible Debentures aggregating up to INR 1200 Crores (Indian Rupees Twelve Hundred Crores) 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.

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

Sd/-  
**Anand Rao**  
**Joint Managing Director**  
**DIN: 01713987**

**Date: May 26, 2023**  
**Place: Bengaluru**

**CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED**

Registered Office – ‘B’ Block, 8th Floor, Brigade Software Park, 27th Cross Rd, Banashankari Stage II,  
Bangalore, Karnataka – 560070

CIN: U67190KA2009PTC049494, Phone no. 080-2675001

**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 Extra Ordinary General Meeting of the company to be held on **Monday June 19, 2023 at 10.00 A.M** at ‘B’ Block, 8th Floor, Brigade Software Park, 27th Cross Rd, Banashankari Stage II, Bangalore, Karnataka – 560070.

Please (✓) in the box

1. Member
2. Proxy

Signature of member/Proxy

**FORM NO MGT- 11****PROXY FORM**

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

**CIN: U67190KA2009PTC049494****Name of the Company:** Chaitanya India Fin Credit Private Limited**Registered Office:** No. 'B' Block, 8th Floor, Brigade Software Park, 27th Cross Rd, Banashankari Stage II, Bangalore, Karnataka - 560070

Name of the member :  
Registered address :  
E-mail Id :  
Folio No :  
DP ID :

I/We, being the holder of ..... Equity shares of the above-named company, hereby appoint

1.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on **June 19, 2023 at 10.00 A.M at 'B' Block, 8th Floor, Brigade Software Park, 27th Cross Rd, Banashankari Stage II, Bangalore, Karnataka – 560070** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Favor / against
1.	To increase the borrowing limit of the company under section 180(1)(c) of the Companies act, 2013	
2.	To approve mortgage/pledge /hypothecate/create charge on the assets of the company under section 180(1)(a) of the Companies Act, 2013	
3.	To raise funds through the issue of Non-Convertible Debentures on Private Placement Basis	

Signed this on the .... day of ..... 2023

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

Affix Revenue  
Stamp

**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.

Route Map of the EGM Venue: <https://www.chaitanyaindia.in/contact-us/>

