

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 14TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 15, 2023, AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 8TH FLOOR, BLOCK-B, BRIGADE SOFTWARE PARK, 27TH CROSS, BANASHANKARI, 2ND STAGE BENGALURU - 560 070, KARNATAKA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1 **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE STATUTORY AUDITOR THEREON.**

To consider and if 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, 2023, consisting of the audited Balance Sheet, Statement of Profit & Loss Account, Cash flow Statement, Statement of Changes in Equity and Notes forming part of Financial Statements, as circulated to the shareholders, and now laid before the meeting be and are hereby approved and adopted.

RESOLVED FURTHER THAT the Statutory Auditor’s Report as received from M/s Varma and Varma, Chartered Accountants.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to issue a copy of this resolution as a certified true copy to the relevant authorities.”

- 2 **TO APPOINT A DIRECTOR IN PLACE OF MR. ANKIT AGARWAL (DIN: 08299808) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

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

“RESOLVED THAT Mr. Ankit Agarwal (DIN: 08299808), who retires in terms of section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment as Director of the Company, be and is hereby appointed as the Director”.

SPECIAL BUSINESS:

3. **TO CONSIDER AND APPROVE THE ALTERATION TO THE ARTICLES OF ASSOCIATION (AOA)**

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 14 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, the consent of the members be and is hereby accorded to insert the following in the Articles of Association.

Article 2: Definition

- d(i).** **“Debentures”** means a debenture within the meaning of sub-section (30) of section 2 of the Companies Act, 2013
- d(ii).** **“Debenture Trustee”** means a trustee appointed in respect of any issue of debentures of a body corporate.

Article 38A:

Notwithstanding anything to the contrary contained in these Articles, pursuant to Regulation 23(6) read along with Regulation 2(1)(r) of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“NCS Regulations”), a debenture trustee has the right to nominate any person to be appointed on the Board of the Company in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 and such nominated person shall be appointed as a Director on the Board of Directors of the Company, at the earliest and not later than one month from the date of receipt of a nomination from the debenture trustee(s).

“RESOLVED FURTHER THAT Mr. Anand Rao, Director (DIN: 01713987) or Mr. Anup Kumar Gupta, 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

Sd/-
Anand Rao
Joint Managing Director
DIN: 01713987

Date: August 23, 2023
Place: Bengaluru

Notes:

1. 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.
2. Proxies, in order to be effective, must be received on 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. 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.
4. Members are requested to notify the company immediately regarding any change in their address.
5. Corporate members are requested to send duly certified copies 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.
6. 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 (09.30 a.m. to 5.30 p.m.) on all working days between Monday to Saturday (except 2nd, 3rd and 4th Saturday of the month) of every week, up to and including the date of the Annual General Meeting of the Company.
7. Members may also note that the Notice of the Fourteenth Annual General Meeting and Annual Report for the year ended March 31, 2023, will also be available on the Company website at <https://www.chaitanyaindia.in/investor-relations>
8. The relevant Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of business item No. 3 as given in the Notice is annexed hereto.
9. The route map to the venue of the meeting is enclosed herewith.

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



Annexure to Notice**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 3**

Regulation 23(6) read along with Regulation (2)(1)(r) of Securities and Exchange Board of India (Issue and listing of Non-Convertible Securities) Regulations, 2021 ("**NCS Regulations**") requires the Articles of Association (AoA) of an Issuer to include provisions with respect to the requirement for the Board of Directors to appoint such person nominated by the Debenture Trustees in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

As per Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, a debenture trustee has the right to nominate any person to be appointed on the Board of the Company in the event of (i) two consecutive defaults in payment of interest to the Debenture holders; or (ii) default in creation of security for debentures; or (iii) default in redemption of debentures. Further, such a nominated person shall be appointed as a Director on the Board of Directors of the Company, at the earliest and not later than one month from the date of receipt of a nomination from the debenture trustee(s).

In view of the above, the Board of Directors recommends the alteration of the existing Articles of Association of the Company to insert the definition of "Debenture" and "Debenture Trustees" under Article 2 and insertion of a new Article 38A after Article 38.

None of the Directors or Key Managerial personnel or their relatives may be deemed to be concerned or interested in the said resolution except to their shareholding in the Company, if any.

CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED

Registered Office – “8th Floor, Block B, Brigade Software Park 27th Cross, Banashankari, 2nd Stage
Bengaluru – 560070, Karnataka, India

CIN: U67190KA2009PTC049494, Phone no. 080-2675001

ATTENDENCE 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 Fourteenth Annual General Meeting of the Company to be held on Friday, September 15, 2023 at 10.A.M at 8th Floor, Block B, Brigade Software Park 27th Cross, Banashankari, 2nd Stage Bengaluru – 560070, Karnataka, India

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:** 8th Floor, Block B, Brigade Software Park 27th Cross, Banashankari, 2nd Stage Bengaluru – 560070, Karnataka, India.

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

I, 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 Fourteenth Annual General Meeting of the Company to be held on, September 15, 2023, at 10.00 A.M 8th Floor, Block B, Brigade Software Park 27th Cross, Banashankari, 2nd Stage Bengaluru – 560070, Karnataka, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Particulars	Favor / against
ORDINARY RESOLUTIONS		
1.	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH REPORTS OF THE BOARD OF DIRECTORS AND OF THE STATUTORY AUDITOR THEREON	
2.	TO APPOINT A DIRECTOR IN PLACE OF MR. ANKIT AGARWAL (DIN: 08299808) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.	
SPECIAL RESOLUTION		
3.	TO CONSIDER AND APPROVE THE ALTERATION TO THE ARTICLES OF ASSOCIATION (AOA)	

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.