

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 15TH ANNUAL GENERAL MEETING OF THE MEMBERS OF CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED WILL BE HELD AT A SHORTER NOTICE ON MONDAY, SEPTEMBER 30, 2024, AT 10:30 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SUNSHINE TOWER, LEVEL 20, SENAPATI BAPAT MARG, ELPHINSTONE ROAD, MUMBAI- 400013, MAHARASHTRA, 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, 2024, 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, 2024, 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 is hereby approved and adopted.

RESOLVED FURTHER THAT the Statutory Auditor’s Report as received from M/s Varma and Varma, Chartered Accountants and the Report of the Board of Director on the Annual Accounts of the Company for the financial year ended March 31, 2024, as circulated to the shareholders, and now laid before the meeting be and is hereby approved and adopted.

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

2 TO APPOINT AND FIX REMUNERATION OF STATUTORY AUDITORS

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (‘the Act’), read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, under the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Circular no. RBI/2021-22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated 27th April 2021 read with Frequently Asked Questions (FAQs) dated 11th June 2021 issued by the Reserve Bank of India (‘RBI’) for appointment of Statutory Auditors of NBFCs (RBI Circular / Guidelines) and the rules, regulations, circulars, directions and other guidelines/clarifications if any issued by the RBI, from time to time for the appointment of Statutory Auditors and as recommended by Audit Committee and Board of Directors, M/s. S.N Dhawan & CO LLP, (ICAI FRN: 000050N/N500045), who have confirmed their eligibility as per Section 141 of the Act and RBI Circular, be and is hereby appointed as the Statutory Auditors of the Company to hold office for a term of 3 (Three) consecutive years from the conclusion of this 15th Annual General Meeting (AGM) till the conclusion of the 18th Annual General Meeting (AGM) at such remuneration as shall be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to decide and finalise the terms and conditions of appointment, including the remuneration and to do all acts, deeds, matters and things and to take all decisions as it may deem fit in its absolute discretion to give effect to this resolution and for the matters connected therewith or incidental thereto.”

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

**Sd/-
Neeraj Jain
Company Secretary
ACS: 12273**

Date: September 26, 2024
Place: Mumbai

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 situated at Sunshine Tower, Level 20, Senapati Bapat Marg, Elphinstone Road, Mumbai-400013, Maharashtra, India of the Company during normal business hours (09.30 a.m. to 5.30 p.m.) on all working days between Monday to Friday 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 Fifteenth Annual General Meeting and Annual Report for the year ended March 31, 2024, 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. 2 as given in the Notice is annexed hereto.
9. The route map to the venue of the meeting is enclosed herewith.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES
ACT, 2013**

ITEM NO. 2

Reserve Bank of India (“RBI”) Circular No. RBI/2021-22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated 27th April 2021 (‘Circular/ Guidelines’) for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (“Statutory Auditors”) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (“RBI Guidelines” / Circular”) and subsequent clarification / FAQs issued by RBI on 11th June 2021, stipulates that Entities will have to appoint the Statutory Auditors (SAs) for a continuous period of three years, subject to the firms satisfying the eligibility norms each year. Also, an audit firm that has completed full or part of one term of the audit tenure shall not be eligible for re-appointment in the same Entity for a period of 6 (six) years thereafter.

Further, in terms of aforesaid RBI Guidelines and pursuant to provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, including any modifications or re-enactments thereof, M/s Varma and Varma, Chartered Accountants (ICAI FRN: 000050N/N500045) were appointed as the Statutory Auditors of the Company for a continuous period of 3 (three) years, to hold office till the conclusion of the Annual General Meeting (AGM) for FY 2023-24.

Accordingly, pursuant to aforesaid RBI Guidelines and the provisions of the Act, the Board of Directors of the Company (“the Board”), on the recommendation of the Audit Committee (the “Committee”), has recommended for the approval of the Members, the appointment of M/s. S.N Dhawan & Co LLP, (ICAI FRN: 000050N/N500045), as the Statutory Auditors of the Company, for a term of 3 (three) consecutive years from the conclusion of 15th AGM till the conclusion of the 18th AGM at such remuneration as may be fixed, from time to time, by the Board of Directors of the Company.

Before recommending the appointment of M/s. S.N Dhawan & Co LLP, (ICAI FRN: 000050N/N500045), as the Statutory Auditors of the Company, the Committee considered various parameters as specified in the RBI Circular and Section 141 of the Companies Act, 2013 (“the Act”), like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company’s operating segments, market standing of the firm, clientele served, technical knowledge, experience of the partners etc., and found M/s. S.N Dhawan & Co LLP to be suitable to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. Brief profile of proposed auditor is as under:

Brief profile of M/s. S.N Dhawan & Co LLP, Chartered Accountants

M/s. S.N Dhawan & Co LLP, established in the 1944, is one of the largest Chartered Accountant firms in India. In-depth experience in sectors including Manufacturing, Retail, FMCG, Real estate, Construction, Infrastructure, IT and ITES, E-Commerce, Power and energy sector, Engineering Consultancy, BFSI, Automotive, Oil and Gas and Technology.

Registered with the Controller and Auditor General of India and the Reserve Bank of India for audits of large public sector undertakings & banks. Member firm of Mazars, with access to its technical expertise and audit tools

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions, except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution set forth at Item No. 2 of the Notice for approval of the members by way of Ordinary Resolution.

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

**Sd/-
Neeraj Jain
Company Secretary
ACS: 12273**

Date: September 26, 2024
Place: Mumbai

CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED

CIN: U67190MH2009PTC427833

Registered Office: Sunshine Tower, Level 20, Senapati Bapat Marg, Elphinstone Road,
Mumbai- 400013; Phone No. +91 22 61415900; www.chaitanyaIndia.in**ATTENDANCE SLIP**

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

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

I/We hereby record my/our presence at the Fifteenth Annual General Meeting of the Company to be held at a shorter notice on **Monday, September 30, 2024 at 10:30 A.M** at Sunshine Tower, Level 20, Senapati Bapat Marg, Elphinstone Road, Mumbai- 400013, Maharashtra, 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 : U67190MH2009PTC427833
Name of the Company : Chaitanya India Fin Credit Private Limited
Registered Office : Sunshine Tower, Level 20, Senapati Bapat Marg, Elphinstone
Road, Mumbai- 400013, Maharashtra, 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 Fifteenth Annual General Meeting of the Company to be held at shorter notice on **Monday, September 30, 2024, at 10:30 A.M Sunshine Tower, Level 20, Senapati Bapat Marg, Elphinstone Road, Mumbai- 400013, Maharashtra, 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, 2024, together with reports of the Board of directors and of the Statutory auditor thereon	
2.	To appoint and fix remuneration of Statutory auditors	

Signed this on the _____ day of _____ 2024

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: <https://www.chaitanyaindia.in/contact-us/>

