NOTICE OF NINTH ANNUAL GENERAL MEETING

NOTICE HEREBY GIVEN THAT THE NINTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED WILL BE HELD ON SATURDAY, 8TH SEPTEMBER 2018 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 145, 2ND FLOOR, NR SQUARE, 1ST MAIN ROAD, SIRSI CIRCLE, CHAMRAJPET, BANGALORE- 560018, KARNATAKA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE PERIOD ENDED 31ST MARCH 2018 TOGETHER WITH THE REPORT 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, 2018 including the Audited Balance Sheet as at March 31, 2018 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; along with all annexures as laid before this Annual General Meeting be and are hereby received, considered and adopted."

ITEM NO. 2: TO RATIFY THE APPOINTMENT OF M/S RAMESH ASHWIN & KARANTH, CHARTERED ACCOUNTANTS, BANGALORE (REGISTRATION NO. 010680S) AS STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION.

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

"**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), the appointment of M/s Ramesh Ashwin & Karanth, Chartered Accountants, Bangalore (Registration No. 010680S) which has been approved at the Annual General Meeting held on 07.08.2014 for a term of 5 years, be and is hereby ratified for the financial year 2018-19 and the Board of Directors be and is hereby authorized to fix their remuneration plus travelling and other out of pocket expenses incurred by them in connection with statutory audit under the Companies Act, 2013."

CHAITANYA INDIA FIN CREDIT PVT. LTD.
Bangalore

SPECIAL BUSINESS:

ITEM NO. 3: TO APPROVE BORROWINGS BY THE COMPANY

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

"**RESOLVED THAT** in supersession of the earlier resolution passed by the Members in their meeting held on 28th September 2017, the consent of the Company be and is hereby accorded to the Board of Directors and/or any Committee of Directors thereof, under Section 180(1)(c) of the Companies Act, 2013 to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to be borrowed, together with the moneys already borrowed by the Company, may exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, provided however, the total amount so borrowed shall not exceed Rs. 600,00,00,000 (Rupees Six Hundred Crores Only)."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are 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. 4: TO APPROVE MORTGAGE/PLEDGE OF THE PROPERTIES OF THE COMPANY

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

"**RESOLVED THAT** in supersession of the earlier resolution passed by the Members in their meeting held on 28th September 2017, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to pledge, mortgage and/or charge by the Board of Directors and/or Committee of Directors of the Company, by way of charge on all the immovable and movable properties of the Company in favour of the Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs. 600,00,00,000 (Rupees Six Hundred Crores Only) at any time. "

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are 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."

CHAITANYA INDIA FIN CREDIT PVT. LTD. Bangalore

ITEM NO. 5: RE-APPOINTMENT OF MR. NANDAKUMAR RACHAMADUGU AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 149 and 152 read with Schedule IV and all other applicable provisions of 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), consent of the Members of the Company be and is hereby accorded to re-appoint Mr. R Nandakumar (DIN: 03313824) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 to the office of Independent Director, to hold office for five consecutive years till the conclusion of 14th Annual General Meeting, and whose office shall not be liable to retire by rotation."

ITEM NO. 6: ISSUE OF NON-CONVERTIBLE DEBENTURES/MARKET LINKED 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, 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 and to make offer(s) and/or invitation(s) to eligible persons to subscribe to unsubordinated or subordinated, listed or unlisted, secured or unsecured non-convertible debentures ("**NCDs**")/bonds/ market linked debentures and other instruments aggregating up to Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) on private placement basis, on such terms and conditions 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** the Board be and is hereby authorized to determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) with the Investors and the trustees, the documents for creating the mortgages, charges, pledges and/or hypothecations and to negotiate, modify, finalize, and sign the documents as it may think fit of such NCDs/bonds/MLDs /other instruments, 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."

CHAITANYA INDIA FIN CREDIT PVT. LTD. Bangalore

Chaitanya
Improving Lives...

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

ITEM NO.7: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION TO CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"**RESOLVED THAT** pursuant to section 61 and such other applicable provisions, if any of the Companies Act, 2013 ("Act") or any statutory modification(s) thereof and Rules framed thereunder and the articles of association of the Company, the consent of the members be and is hereby accorded to increase the authorized share capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 250,00,000 (Two Crore Fifty Lakhs Only) Equity Shares of Rs. 10 (Rupees Ten Only) each to Rs 50,00,00,000/- (Rupees Fifty Crores) divided into 2,50,00,000 (Two Crore Fifty Lakhs Only) Equity Shares of Rs. 10 (Rupees Ten Only) each and 2,50,00,000 (Two Crores fifty lakhs) Preference Shares of Rs.10/- (Rupees Ten only) each."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 13, 61 and 64 of the Act and other applicable provisions, if any, of the Act or any statutory modification(s) thereof and Rules framed thereunder the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause V".

"5th. The authorized share capital of the Company is Rs 50,00,00,000/- (Rupees Fifty Crores only) divided into:

I. 2,50,00,000 (Two Crores fifty lakhs) Equity shares of face value of Rs 10/- (Rupees Ten only) each;
II. 2,50,00,000 (Two Crores fifty lakhs) Preference Shares of face value of Rs 10/- (Rupees Ten only) each;"

Place: Bangalore
Date: 04.09.2018

By Order of the Board

CHAITANYA INDIA FIN CREDIT PVT. LTD. Bangalore

Dimple Shah
Company Secretary
ACS No: A36349
Address: Bindu Amulya Apartment,
Flat No. 408, 4th Floor, Anjananagar,
Bangalore- 560091

Notes:

1) Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be member of the company.

2) Proxies, in order to be effective, must be received in the enclosed Proxy Form by the Company at its Head Office not less than forty eight hours before the time fixed for the meeting.

3) Authorized representative can attend the meeting on behalf of Body Corporate.

4) Members are requested to notify immediately any change in their address to the company.

5) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business is **annexed hereto**.

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

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

Item No.3 & 4:

The Company being Non – Banking financial Company having the object to carry on 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 and/or Financial Institutions 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 borrowing limits upto Rs. 600,00,00,000 (Rupees Six Hundred Crores Only).

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company.

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.5:

Mr. Nandakumar Rachamadugu has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. Nandakumar fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and is independent of the management of the Company.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

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.

CHAITANYA INDIA FIN CREDIT PVT. LTD.
Bangalore

Item no.6:

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 debentures and require approval of the shareholders to issue privately placed debentures aggregating up to Rs. 200,00,00,000/- (Rupees Two Hundred Crore Only) 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 has to 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.

Item no.7:

The Company, inorder to meet its growth objectives and to strengthen the financial position, is required to generate long-term resources by issuing securities. It is therefore deemed appropriate to increase the Authorised share capital of the Company and for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered as set out at item no.7 of the accompanying notice. Pursuant to section 61 and such other applicable provisions of the Companies Act, 2013, the Company has to seek approval of members at the general meeting by way of Ordinary resolution to increase the Authorised share capital of the Company.

The Board recommends these resolutions for the approval of the members as "Ordinary Resolution".

None of the Directors / key managerial persons of the Company or their relatives are interested, financially or otherwise, in the aforesaid resolution.

Inspection of documents

The documents pertaining to the Special Business are available for inspection during the business hours at the registered office of the Company.

CHAITANYA INDIA FIN CREDIT PVT. LTD.
Bangalore

By Order of the Board

Place: Bangalore
Date: 04.09.2018

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