



CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED

Registered Office: # 145, 2nd Floor, NR Square, 1st Main Road, Sirsi Circle, Chamrajpet, Bangalore - 560018

Tel: 080-26750010, 080-26756767

CIN NO: U67190KA2009PTC049494

SHORTER NOTICE OF SECOND EXTRA ORDINARY GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE SECOND EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED WILL BE HELD ON FRIDAY 07TH FEBRUARY, 2020 AT 2:00 PM 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:

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE ISSUE AND ALLOTMENT OF COMPULSORILY CONVERTIBLE DEBENTURES (CCD)

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

"RESOLVED THAT pursuant to the provisions of Section 42, Section 62, Section 71 and rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, consent be and is hereby granted to create, offer, issue and allot, from time to time, in one or more tranches, up to INR 114,00,00,000 (Indian Rupees One Hundred Fourteen Crores) Compulsorily Convertible Debentures of the Company having face value of INR 1,00,000/- (Indian Rupee One Lakh) each, at par (hereinafter referred to "CCD") to Chaitanya Rural Intermediation Development Services Private Limited ("CRIDS") on Preferential Basis through offer letter and/or such other documents in writings including manner and terms and conditions as may be determined by the Board in its absolute discretion, provided that each such CCD shall be converted into equity share of the face value of INR 10/- and at a premium of INR 30/- aggregating to INR 40/- each of the Company (the "Equity Share"), on the following terms and conditions: -

- i. The CCD shall be Un-secured;
- ii. The CCD shall have tenor of 12 months;
- iii. The CCD shall carry Coupon Rate of 11% per annum which shall be paid quarterly to the CCD investors
- iv. The CCD shall be converted into Equity Shares in the following manner: -
The holders of Compulsorily Convertible Debentures shall have the right to convert all or part of the Compulsorily Convertible Debentures held by it into Equity Shares on the dates of expiry of 6 (six) months and 9 (nine) months from the date of allotment of the first tranche of the Compulsorily Convertible Debentures and at any time after the expiry of 9 (nine) months from the date of allotment of the first tranche of the Compulsorily Convertible Debentures (each date, a "Conversion Date") at a conversion ratio of 1:2500 i.e. each Compulsorily Convertible Debenture shall convert into 2,500 Equity Shares ("Conversion Ratio"), by delivery of a prior written notice of at least 15 (fifteen) days to the Company.
- v. The CCD by themselves do not give to the holder thereof any rights of a shareholder of the Company;
- vi. The number of Equity Shares that each CCD converts into and the price per Equity Share upon conversion of each CCD shall be appropriately adjusted for corporate actions such as



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bonus issue, rights issue, stock, split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring;

- vii. The new Equity Shares issued on conversion of CCD shall be in dematerialized or physical form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing issued and subscribed Equity Shares of the Company including as to dividend.

"RESOLVED FURTHER THAT the Board or Ms. Dimple J Shah, Company Secretary be and is hereby authorized to do all such acts, deeds, things as may be necessary to give effect to the above resolution."

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

**Dimple J Shah
Company Secretary
ACS: A36349**

**Date: 05.02.2020
Place: Bangalore**

Notes:

- An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
- A member entitled to attend and vote at the Extra-Ordinary 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 Head Office not less than forty-eight hours before the time fixed for the meeting.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a Certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting. Such representative shall possess a valid identity proof to be produced at the meeting
- 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 1st, 3rd and 5th Saturday of the month) of every week, up to and including the date of the Extra-Ordinary General Meeting of the Company.

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





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

ITEM NO 1:

It has been proposed to raise funds by issue of CCD up to INR 114,00,00,000 (Indian Rupees One Hundred Fourteen Crores) Compulsorily Convertible Debentures of the Company having face value of INR 1,00,000/- (Indian Rupee One Lakh) and the proceeds of this issue shall be utilized for the business of the company or the general corporate purposes.

The members are further informed that as per the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the issuance of Equity Shares through Private Placement cum preferential allotment basis is required to be approved by the Shareholders of the Company by way of Special Resolution.

The proposed issue of CCD was recommended by the Board of Directors in their meeting held on 30th January 2020 to the shareholders for seeking their consent for issue, offer and allotment.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, the Company furnishes the following information in accordance with Companies (Share Capital and Debentures) Rules, 2014:

Particulars of Offer	Issuing and allotting 114,00,00,000 (Indian Rupees One Hundred Fourteen Crores) Compulsorily Convertible Debentures of the Company having face value of INR 1,00,000/- (Indian Rupee One Lakh) on private placement basis
Date of passing of Board resolution	30 th January 2020

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Purposes and object of the offer	The proceeds of this issue shall be utilized for the business of the company or the general corporate purposes.
Kinds of securities offered	INR 114,00,00,000 (Indian Rupees One Hundred Fourteen Crores) Compulsorily Convertible Debentures of the Company having face value of INR 1,00,000/- (Indian Rupee One Lakh)
Price at which the security is being offered including the premium, if any, along with justification of the price;	The Debentures are being offered at face value of INR. 1,00,000/- (Indian Rupee One Lakhs only) per Debenture.
Basis for determining the price	NIL- Issued at PAR
Name and address of the valuer who performed valuation of the security offered	NA
Amount which the Company intends to raise by way of such securities	INR 114,00,00,000 (Indian Rupees One Hundred Fourteen Crores) Compulsorily Convertible Debentures of the Company having face value of INR 1,00,000/- (Indian Rupee One Lakh)
Principle terms of assets charged as securities	NIL
Relevant date with reference to which the price has been arrived at;	NA
The class or classes of persons to whom the allotment is proposed to be made;	Company
Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer) [not required in case of issue of non-convertible debentures;	NIL
Proposed time schedule for which the private placement offers cum application letter is valid	12 months (Twelve Months)
The names of the proposed allottees and the percentage of post private placement capital that may be held by them [not required in case of issue of non-convertible debentures];	Name: Chaitanya Rural Intermediation Development Services Private Limited Percentage of post offer: approximately 100%
material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors	<ul style="list-style-type: none"> Duration, if applicable: 12(Twelve) months from the issuance Rate of Interest or Coupon:11% (Eleven Percent) payable quarterly from the Deemed Date of Allotment (net of withholding taxes).



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either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	<ul style="list-style-type: none"> Mode of Payment Cheque(s)/ demand draft/ electronic clearing services (ECS)/credit through RTGS system/funds transfer Mode of Repayment Cheque(s)/ electronic clearing services (ECS)/credit through RTGS system/funds transfer 															
The proposed time within which the allotment shall be completed	Within 60 days from the date of receipt of the application money															
The change in control, if any, in the company that would occur consequent to the private placement;	No change in control would occur consequent to this private placement.															
The number of persons to whom allotment on preferential basis/ private placement/ rights issue has already been made during the year, in terms, of number of securities as well as price;	<table border="1"> <thead> <tr> <th>Sl No</th> <th>Name</th> <th>Type of Securities</th> <th>No. of Securities</th> <th>Price</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Chaitanya Rural Intermediation Development Services Private Limited</td> <td>Equity</td> <td>5,04,65,482</td> <td>10</td> </tr> <tr> <td>2</td> <td>Sachin Bansal</td> <td>Non-Convertible Debenture</td> <td>250</td> <td>10,00,000</td> </tr> </tbody> </table>	Sl No	Name	Type of Securities	No. of Securities	Price	1	Chaitanya Rural Intermediation Development Services Private Limited	Equity	5,04,65,482	10	2	Sachin Bansal	Non-Convertible Debenture	250	10,00,000
	Sl No	Name	Type of Securities	No. of Securities	Price											
1	Chaitanya Rural Intermediation Development Services Private Limited	Equity	5,04,65,482	10												
2	Sachin Bansal	Non-Convertible Debenture	250	10,00,000												
Contribution being made by the promoters or directors either as part of then offer or separately in furtherance of such objects	NIL															
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	NA															



The shareholding pattern of the company pre and post issuance of equity shares is as follows:

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	1	0.01	1	0.01
	Bodies corporate	7,49,99,999	99.99	7,49,99,999	99.99
	Sub-total				
2	Foreign promoters				

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	sub-total (A)	7,50,00,000	100	7,50,00,000	100
B	Non-promoters' holding				
1	Institutional investors	-	-	-	-
2.	PE Fund	-	-	-	-
3.	Non-institution				
	Private corporate bodies	-	-	-	-
	Directors and relatives	-	-	-	-
	Indian public				
	others (including NRIs)				
	ESOP Trust				
	Sub-total (B)				
	GRAND TOTAL	7,50,00,000	100	7,50,00,000	100

The members consent is sought to authorize the Board to issue Compulsorily Convertible Debentures on Private Placement cum preferential allotment basis to the persons in the manner set out in the resolution.

None of the other Directors, key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

The Board of Directors recommends the Item No. 1 to be passed by the members of the Company as Special Resolution.

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

Dimple J Shah
Company Secretary
ACS: A36349
eCSIN: EA036349A000113206

