

SHORTER NOTICE OF THIRD EXTRA ORDINARY GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE THIRD EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED WILL BE HELD ON THURSDAY, MARCH 18, 2021 AT 10.30 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:

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. 2,800 Crores (Rupees Two Thousand Eight Hundred Crores) (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 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

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 Company 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. 2,800 Crores (Indian Rupees Two Thousand Eight Hundred Crores Only) at any 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 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 Debt Securities), Regulations, 2008 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, Redeemable Non-Convertible Debentures /Bonds/ Market Linked Debentures aggregating up to INR 500 Crores (Indian Rupees Five Hundred Crores only) 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





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Chaitanya India Fin Credit Private Limited

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

Anup Kumar Gupta
Company Secretary
Membership No: A34370
Date: March 17, 2021
Place: Bengaluru



Notes:

- As the meeting of member proposed at shorter notice, the requirement of appointment of proxy not applicable.
- Authorized representative can attend the meeting on behalf of Body Corporate.
- Members are requested to notify immediately any change in their address to the Company.
- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business is **annexed hereto**.

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 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, 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 borrowing limit up to INR. 2,800 Crores /- (Rupees Two Thousand Eight Hundred 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 2,800 Crores (Rupees Two Thousand Eight Hundred 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 500 Crores (Rupees Five Hundred Crores 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 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.

For Chaitanya India Fin Credit Private Limited



Anup Kumar Gupta
Company Secretary
Membership No: A34370
Date: March 17, 2021
Place: Bengaluru



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



CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED

Registered Office – “No.145, 2nd FLOOR, NR SQUARE, 1ST MAIN ROAD SIRSI CIRCLE,
CHAMRAJPET Bangalore - 560018
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 **Thursday, March 18,2021 AT 10.30 A.M** AT No.145, 2nd Floor, NR Square, 1st Main Road Sirsi Circle, Chamrajpet Bangalore - 560018

Please (✓) in the box

1. Member
2. Proxy

Signature of member/Proxy