NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWELFTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF CHAITANYA INDIA FIN CREDIT PRIVATE LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 06, 2021 AT 4:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 145, 2ND FLOOR, NR SQUARE, 1ST MAIN ROAD, SIRSI CIRCLE, CHAMRAJPET, BANGALURU - 560 018, KARNATAKA, INDIA TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

ITEM NO. 01

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021 TOGETHER WITH REPORTS 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, 2021 including the Audited Balance Sheet as at March 31, 2021, Statement of Profit & Loss account and Cash flow statements for the year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon; along with all annexures as laid before this Annual General Meeting be and hereby received, considered and adopted."

ITEM NO. 02

TO APPOINT AND FIX REMUENRATION 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 sections 139, and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and RBI Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs), M/S Varma And Varma Chartered Accountants, (ICAI FRN:004532S), be and are hereby appointed as the Statutory Auditors of the Company, for a period of (3) three consecutive years commencing of this Annual General Meeting (AGM) till the conclusion of 15th AGM of the Company, on a remuneration as may be determined by the Board in consultation with the Auditors."

SPECIAL BUSINESS:

ITEM NO: 03

TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY WITH RESPECT TO DELETION OF THE COMMON SEAL CLAUSE

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

"**RESOLVED THAT** pursuant to section 14 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members be and is hereby accorded for altering the Articles of Association (AOA) of the Company by way of deletion of the following clauses of the Articles of Association:

Clause No.20 – The Company shall have a common seal and Directors, and any person authorized in this behalf shall provide for the safe custody of the Seal. The Company many also authenticate records through digital signature as contemplated in section 3 of the Information Technology Act, 2000, as amended from time to time.

Clause No.21 – The seal of the Company shall not be affixed to any instrument, except by authority of a resolution of the Board of Directors, and in presence of the person(s) so authorized. Such person(s) shall sign every document, deed or instrument to which the said Common Seal is affixed in his / their presence. Such signature(s) shall be conclusive evidence of the fact that the seal has been properly affixed.

FURTHER RESOLVED THAT the Board of Directors or any representative of the Board of Directors be and hereby authorized to do all such acts, deeds and sign all such documents and forms as required to give effect to the aforesaid resolution."

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

Anand Rao
Joint Managing Director
DIN: 01713987

CHAITANYA INDIA FIN CREDIT PVT. LTD.
BANGALORE

Date: September 01, 2021
Place: Bengaluru

Notes:

1. Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the meeting are annexed hereto.
2. 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. Proxies, in order to be effective, must be received in 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. Members are requested to notify the company immediately regarding any change in their address.
4. Corporate members are requested to send duly certified copy 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.
5. 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 2nd and 4th Saturday of the month) of every week, up to and including the date of the Annual General Meeting of the Company.
6. Members may also note that the Notice of the Twelfth Annual General Meeting and Annual Report for the year ended March 31, 2021, will also be available on the Company website at https://www.chaitanyaindia.in/investor-relations

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

Item No. 02

Reserve Bank of India (RBI) notified the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) on April 27, 2021.

Company's Statutory Auditors M/S Walker and Chandiok LLP have communicated their ineligibility to conduct Statutory Audit of the Company, under the aforesaid guidelines, through their resignation letter dated July 24, 2021, due to which a casual vacancy in the office of Statutory Auditor had arisen.

Accordingly, pursuant to the provisions of Section 139 (8) (i) of the Companies Act, 2013 the casual vacancy of the Statutory Auditor was filled by the Board of Directors.

Further, on the recommendation of the Audit Committee, the Board of Directors have recommended the appointment of M/S Varma and Varma, Chartered Accountants, ICAI FRN:004532S, as the Statutory Auditors to hold the office for the period of 3 (three) consecutive years till the conclusion of Annual General Meeting for the financial year 2023-24, subject to the firm satisfying the eligibility norms each year which shall be intimated to RBI correspondingly.

Further, the Company has received confirmation regarding the eligibility under the RBI guidelines, and consent as well as a certificate as required under Section 139 and applicable rules of the Companies Act, 2013 from the aforesaid auditors.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the above resolutions.

The Board recommends the above resolution for your approval as ordinary resolution.

Item No. 03

The Ministry of Corporate Affairs (MCA) vide item no.6 of the Companies (Amendment Act), 2015 has done away with the mandate of companies to keep a common seal. The Company has been maintaining the common seal voluntarily since then, and to avoid the requirement of affixation of common seal from any counterparty which is an administrative hassle, it is proposed to remove the clause on common seal from the Articles of Association of the Company.

Deletion of the following clauses (20 and 21) pertaining to common seal from the Articles of Association causing alteration to the Articles of Association of the company shall require member's approval by way of a special resolution.

Clause No.20 – The Company shall have a common seal and Directors, and any person authorized in this behalf shall provide for the safe custody of the Seal. The Company many also authenticate records through digital signature as contemplated in section 3 of the Information Technology Act, 2000, as amended from time to time.

Clause No.21 – The seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board of Directors, and in presence of the person(s) so authorized. Such person(s) shall sign every document, deed or instrument to which the said Common Seal is affixed in his / their presence. Such signature(s) shall be conclusive evidence of the fact that the seal has been properly affixed.

The Board of Directors in their meeting held on August 12, 2021, have approved the alteration to the Articles of Association of the company in effect of deletion of clauses 20 and 21 bearing to the common seal of the company.

Hence, the members approval by way of special resolution is hereby requested for alteration to the Articles of Association of the company in order to delete the common seal clauses.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the above resolutions.

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

CHAITANYA INDIA FIN CREDIT PVT. LTD. BANGALORE

Anand Rao
Joint Managing Director
DIN: 01713987

Date: September 01, 2021
Place: Bengaluru

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