

PUDHUAARU FINANCIAL SERVICES PRIVATE LIMITED

U65991TN1993PTC024547

Registered Office: 10th Floor, Phase-1, IIT-Madras Research Park,
Kanagam village, Taramani, Chennai - 600 113

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Pudhuaaru Financial Services Private Limited will be held on Friday, June 23, 2017 at 4.00 PM on a Shorter Notice at the Registered Office, 10th Floor, Phase 1, IIT- Madras Research Park, Kanagam Village, Taramani, Chennai - 600 113 to transact the following business: -

SPECIAL BUSINESS:

1. APPOINTMENT OF MR.S.VISWANATHAN 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 **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) 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), Mr.S.Viswanathan (holding DIN 07851684), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, for a term of 1 (One) year with effect from June 23, 2017 and whose office shall not be liable to determination by retirement of directors by rotation.

2. RAISING OF FUNDS BY ISSUANCE OF NON-CONVERTIBLE DEBENTURES

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 read 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 the relevant provisions of the Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) of the Company to make issue(s)/offer(s)/invitation(s) to subscribe to Non-Convertible Debentures (“NCDs”) to eligible person(s) for an amount not exceeding Rs.200,00,00,000 (Rupees Two Hundred Crores Only) whether secured or unsecured, on private placement in one or more tranches on such terms and conditions as the Board of Directors may deem appropriate, for the period of one year commencing from the date of passing of this resolution by the shareholders.

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, undertaking as may be necessary for giving effect to the above resolution.”

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For and on behalf of the Board of
Pudhuaaru Financial Services Private Limited

Place: Chennai
Date: June 21, 2017

S.Balaji
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. CORPORATE MEMBERS ARE REQUESTED TO SEND CERTIFIED COPY OF BOARD RESOLUTION, PURSUANT TO SECTION 113 OF THE COMPANIES ACT, 2013, AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING
2. AN EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS IS ANNEXED HERETO.

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 1 - APPOINTMENT OF MR.S.VISWANATHAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors has by circular resolution passed, recommended to the shareholders that Mr.S.Viswanathan be appointed as an Independent Director of the Company for a term of one year from the date of general meeting in which his appointment is approved.

Mr. S.Viswanathan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has consented to act as Director of the Company. The Company has also received declaration from him that he meets the criteria of independence as prescribed under Section 149 (6) of the Act.

In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder for appointment as Independent Director and is independent of the Management.

A profile of Mr. S.Viswanathan is annexed to the Notice.

A copy of the draft letter of appointment which will be issued to Mr.S.Viswanathan setting out the terms and conditions of his appointment as Independent Director is available for inspection by Members at the Registered Office of the Company on any working day between 11 a.m. and 1 p.m. till the date of Extraordinary General Meeting.

None of the Directors Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company are directly/ indirectly interested in the above resolution.

The Board of Directors recommend the resolution for your approval.

ITEM NO 2 - APPROVAL FOR RAISING OF FUNDS BY ISSUANCE OF NON-CONVERTIBLE DEBENTURES

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year.

In order to augment long term resources for financing and for general corporate purposes, the Company proposes to offer or invite subscription for an amount not exceeding Rs.200,00,00,000 (Rupees Two Hundred Crores Only) whether secured / unsecured redeemable non-convertible debentures, in one or more series / tranches on private placement, issuable / redeemable at par.

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Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No.2 of the Notice. This resolution enables the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the conclusion of this Extraordinary General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

For and on behalf of the Board of
Pudhuaru Financial Services Private Limited

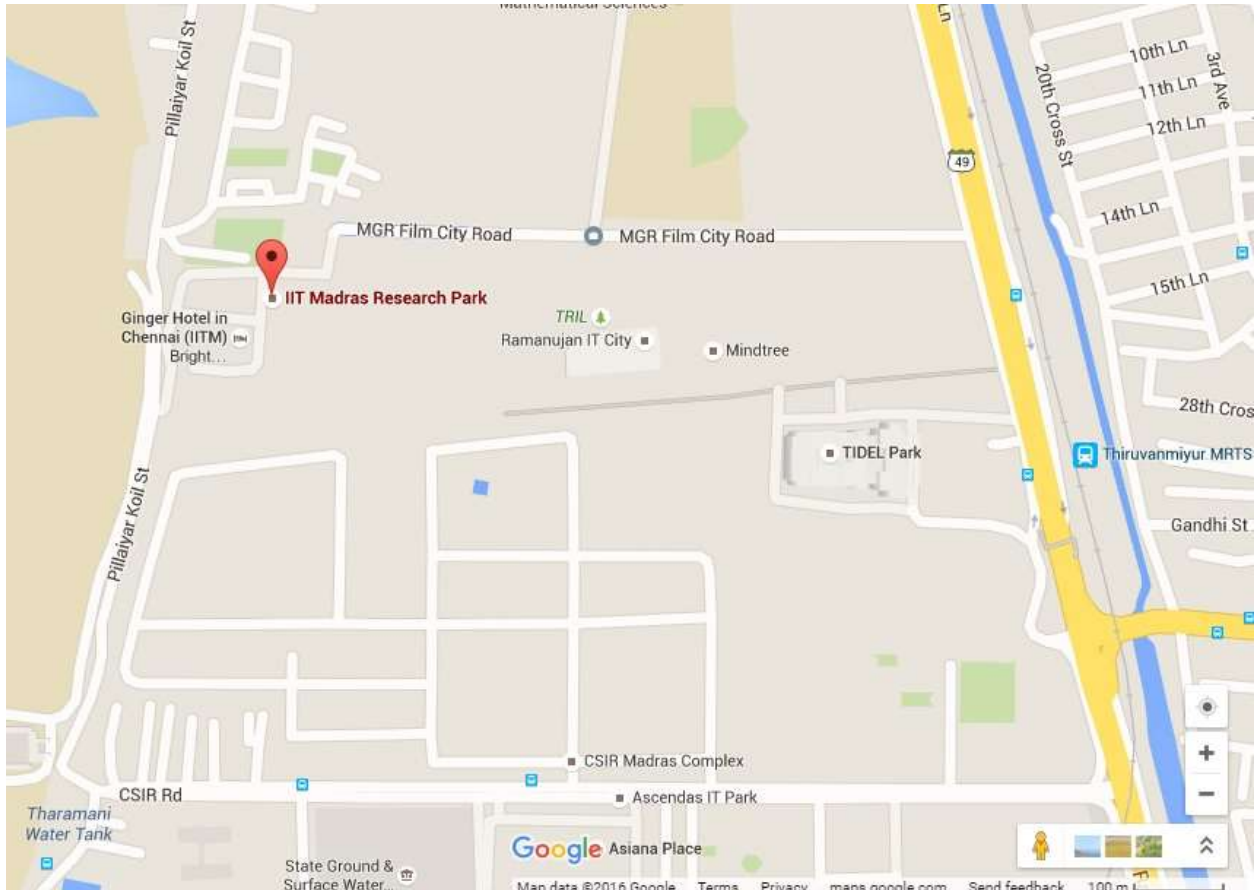
Place: Chennai
Date: June 21, 2017

S.Balaji
Company Secretary

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ROUTE MAP TO THE VENUE



**  IIT Madras Research Park (Behind Tidel Park)

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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Name of the member(s):		E-mail Id:	
Registered address:		Folio No/ Client Id:	
		DP ID:	

I/We, being the member (s) of Pudhuaaru Financial Services Private Limited shares of the above named company, hereby appoint:

1. Name:Address: E-mail Id: Signature:....., or failing him
2. Name: Address: E-mail Id: Signature:....., or failing him
3. 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 Extraordinary general meeting of the company, to be held on the 23rd day of June, 2017 at 4.00 PM at the Registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below

Resolution No:

- 1.....
- 2.....
- 3.....

Signed this..... day of..... 20....

Signature of Proxy holder(s)

Signature of shareholder

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.

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ATTENDANCE SLIP

Extra ordinary General Meeting to be held on 23rd day of June, 2017 at 4.00 PM

Regd. Folio No._____/DP ID_____/Client ID/Ben. A/C_____/No. of shares held_____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Extra ordinary General Meeting of the Company to be held on 23rd day of June, 2017 at 4.00 PM at the Registered Office 10th Floor, Phase-1, IIT-Madras Research Park, Kanagam Village, Taramani, Chennai - 600 113.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.