

PUDHUARU 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 Pudhuaru Financial Services Private Limited will be held at 11.00 A.M on Friday, March 24, 2017 at 10th Floor, Phase 1, IIT- Madras Research Park, Kanagam Village, Taramani, Chennai - 600 113 to transact the following business: -

SPECIAL BUSINESS:

1. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION:

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

"**RESOLVED THAT** pursuant to the provisions of section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and rules framed thereunder, the approval of the shareholders be and is hereby accorded, for substituting the existing Clause V of the Memorandum of Association of the Company with following clause:

"V. The Authorised Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crores Only) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs. 100 (Rupees Hundred only) each with power of the company to increase or reduce the said Capital and to issue any part of its Capital, original or increased with or without any preference, priority or special privilege or subject to any postponement or rights or to any conditions or restrictions, so that unless the conditions of issue shall otherwise be subject to the power herein contained. The right and privilege attached to any shares having preferential, qualified or special rights, privileges or conditions attached thereto may be altered or dealt with in accordance with the accompanying Articles of Association but not otherwise.*"

"**FURTHER RESOLVED THAT** Mr. K Venkatesh, Managing Director or Ms. Ishitha K, Company Secretary be and are hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution"

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2. AMENDMENT TO THE ARTICLES OF ASSOCIATION:

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and rules framed thereunder, the approval of the shareholders be and is hereby accorded, for substituting existing Clause 24 of the Articles of Association with the following clause:

"SEAL

24. The Directors or company secretary shall provide for the safe custody of the seal of the Company. The seal shall not be affixed to any instrument except by the authority of a resolution passed by the Board or of a Committee of the Board and except in the presence of any Authorised Signatory, as the Board or a Committee thereof may appoint for the purpose, who shall sign every instrument to which the Seal of the company shall be affixed in their presence. The Company shall, however, comply with the provisions of Companies (Issue of Share Certificates) Rules, 2014 as applicable."

"FURTHER RESOLVED THAT Mr. K Venkatesh, Managing Director or Ms. Ishitha K, Company Secretary be and are hereby authorised to do all such acts, deeds and things as may be necessary to give effect to the above resolution"

For and on behalf of the Board

For Pudhuaru Financial Services Private Limited

Place: Chennai

Date: November 04, 2016

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

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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 - INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION:

The present Authorised Share Capital of the Company is Rs.50,00,00,00/- (Rs. Fifty Crores only). The company proposes to raise additional resources by way of issue of shares upto Rs. 30,00,00,000/- (Rs. Thirty Crores Only) during the year.

In order to accommodate the fresh flow of capital, it is proposed to increase the Authorised Capital to Rs. 80 Crores from Rs. 50 Crores.

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 AMENDMENT OF ARTICLES OF ASSOCIATION

Companies (Amendment Act), 2015, has made the requirement of a common seal for the company optional. Currently, the common seal of the company is being affixed on all agreements especially loan agreements the affixing being witnessed by any director or Company Secretary. It is proposed to amend the clause by authorising any one of the signatories to witness affixation of common seal instead of the director/company secretary. Approval of the shareholders is being sought to amend the common seal clause.

None of the Directors Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution. The Board of Directors recommend the resolution for your approval.

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

Place: Chennai

Date: November 04, 2016

Company Secretary