

Pudhuaaru Financial Services Private Limited

(A WHOLLY - OWNED SUBSIDIARY OF IFMR RURAL CHANNELS AND SERVICES PVT. LTD.)

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF PUDHUAARU FINANCIAL SERVICES PRIVATE LIMITED WILL BE HELD AT IIT-M RESEARCH PARK, 10TH FLOOR, NO. 1, KANAGAM VILLAGE, TARAMANI, CHENNAI - 600 113 ON SATURDAY, SEPTEMBER 26TH, 2015 AT 04.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

AS SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without modification(s) if any, the following resolution as a "Special Resolution"

1. APPROVAL FOR RAISING OF FUNDS BY ISSUANCE OF NON CONVERTIBLE DEBENTURES

"RESOLVED THAT subject to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the consent of the members be and is hereby accorded to the Board of Directors of the Company to raise funds for its general corporate purposes by way of issuance of non-convertible debentures, in one or more series/tranches on such terms and conditions as may be determined by the Board of Directors provided that the aggregate amount of non-convertible debentures offered/proposed to be offered shall not exceed Rs 30,00,00,000/- (Rupees Thirty Crore Only) for the period of one year from the date of this resolution.

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.

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."

By Order of the Board
For PUDHUAARU FINANCIAL SERVICES PRIVATE LIMITED,

Place: Chennai
Date: 26th September, 2015


Company Secretary

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Company Act, 2013 in respect of Special business is annexed hereto.
2. A MEMBER ENTITLED TO VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. CORPORATE MEMBERS ARE REQUESTED TO SEND CERTIFIED COPY OF BOARD RESOLUTION, PURSUANT TO SECTION 89 OF THE COMPANIES ACT, 2013, AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING.

Corporate Identity Number (CIN): U65991TN1993PTC024547

Registered Office: 10th Floor, Phase-1, A1, IIT-Madras Research Park, Kanagam Village, Taramani, Chennai – 600 113
Telephone: +91 44 6668 7000 / 7500 | Website: <http://pudhuaaru.kgfs.co.in/>

Pudhuaaru Financial Services Private Limited
(A WHOLLY - OWNED SUBSIDIARY OF IFMR RURAL CHANNELS AND SERVICES PVT. LTD.)

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

As per Section 42 of the Companies Act, 2013, read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make a private placement of its securities only when the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company by way of a Special Resolution.

It is proposed to raise funds upto Rs. 30,00,00,000 (Thirty Crores only) in the next one year from the date of this Extraordinary General Meeting through issue of Non-Convertible Debentures (NCDs). The Board of Directors in their meeting held on September 26, 2015 proposed to issue 100 (One hundred) rated, listed, secured, redeemable, transferable, non-convertible debentures at the face value of Rs. 10,00,000 each (Rs. Ten Lakhs only) of an aggregate amount of Rs. 10,00,00,000/- (Rupees Ten Core only) through private placement by way of structured multi-investor bonds issuances which has been arranged by IFMR Capital. This is the first issue this financial year (FY15-16) and the overall cost is the lowest amongst all borrowings made during this financial year and the lowest amongst all NCD's raised so far and remaining live at current date.

The Special Resolution Item is proposed pursuant to Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014. The Directors recommend the resolution for the approval of shareholders.

None of the Directors, Key Managerial Personnel or relatives of the directors and Key Managerial Personnel has any concern or interest, financial or otherwise in the above item.

By Order of the Board

For PUDHUAARU FINANCIAL SERVICES PRIVATE LIMITED,

Place: Chennai

Date: 26th September, 2015


Company Secretary

Corporate Identity Number (CIN): U65991TN1993PTC024547

Registered Office: 10th Floor, Phase-1, A1, IIT-Madras Research Park, Kanagam Village, Taramani, Chennai – 600 113
Telephone: +91 44 6668 7000 / 7500 | Website: <http://pudhuaaru.kgfs.co.in/>