

UTKARSH MICRO FINANCE PVT. LTD.

(Formerly Shre Pathrakali Finance Company Private Limited)



NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF THE COMPANY WILL BE HELD ON JANUARY 6, 2015 AT 3:00 P.M. AT S-2/639-56, VARUNA VIHAR COLONY, J.P. MEHTA ROAD CANTT., VARANASI, UTTAR PRADESH-221002 INDIA TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

Adoption of new set of Articles of Association:

To consider and if 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 existing article of association of the Company be and is hereby amended and substituted by a new set of Articles of Association, as per the copy tabled before the meeting and initialed by the Chairperson for the purpose identification.

RESOLVED FURTHER THAT Mr. Govind Singh, Managing Director or Mr. Trilok Nath Shukla Whole- time Director of the company or Mr. Abhisheka Kumar, CFO of the Company be and is hereby authorized to sign and file necessary forms and other documents with Registrar of Companies, Kanpur, Uttar Pradesh."



NOTES:-

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE THE MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.

1. The Register of Members will not remain closed.
2. The explanatory statement relating to special business mentioned in the Notice as required pursuant to section 102 (1) of the Companies Act, 2013 is annexed to the Notice

By Order of the Board
for Utkarsh Micro Finance Pvt. Ltd.

UTKARSH MICRO FINANCE PVT. LTD.


MD&CEO

Date: 15th Dec., 2014
Place: Varanasi



Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1

In view of the Company plans, the company is regularly raising funds through issue of Equity Shares, Compulsory convertible Debenture (CCD), and other equivalent securities to various investors.

Company had received the term sheet for issue of Compulsorily Convertible Debentures and Equity shares on private placement basis to CDC Group PLC, Lok Capital II LLC, International Finance Corporation, Aavishkaar Goodwill India Microfinance Development Company II Limited, NMI Frontier Fund KS. Considering the requirement of the provisions of companies Act, shareholders' approval is required under the provisions of Companies Act 2013, and provisions of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014. The Board has approved the proposal through its Board Meeting held on November 22, 2014 and recommended to the shareholder for authorizing issue of Compulsorily Convertible Debentures and Equity shares under Private Placement Basis to CDC Group PLC, Lok Capital II LLC, International Finance Corporation, Aavishkaar Goodwill India Microfinance Development Company II Limited, NMI Frontier Fund KS and issue offer letter in PAS - 4.

Accordingly, meeting of shareholders was called as extra ordinary general meeting on November 27, 2014. Shareholders in Extra- Ordinary general meeting held on November 27, 2014 approved the issue of equity shares and compulsorily convertible debenture (CCD) and recommended to the Board for allotment.

Shareholders agreement was executed on November 28, 2014 among the company, and CDC Group PLC, Lok Capital II LLC, International Finance Corporation, Aavishkaar Goodwill India Microfinance Development Company Limited, Aavishkaar Goodwill India Microfinance Development Company II Limited, NMI Frontier Fund KS.

In view of the executed Agreements, it is proposed to insert enabling clause & repeal the existing Articles of Association of the Company and adopt new Articles of Association.

Accordingly, it is proposed that existing articles of association to be amended in line with new investment.



Pursuant to the provisions of section 14 of the Companies Act, 2013 the proposed repeal of the articles of association of the Company requires the approval of the shareholders of the Company by way of special resolution.

A copy of Memorandum & Articles of Association is open for inspection by members on any working day during 11.00 A.M. to 1.00 P.M. up to the date of ensuing extra-ordinary general meeting at the registered office of the Company.

None of the Directors, or any other key managerial personnel and relatives of the said persons are interested (financially or otherwise) or concerned in the said resolutions.

The Board recommends the resolution proposed at item no. 1 for your approval as special resolution.

By Order of the
Board
For Utkarsh Micro Finance Pvt. Ltd.

UTKARSH MICRO FINANCE PVT.LTD.

Date: 15 Dec., 2014
Place: Varanasi


MD&CEO

