

RBI Regn. No. B-07-00781
CIN No. U65191UP1990PTC045609

UTKARSH MICRO FINANCE PVT. LTD.

(Formerly Shre Pathrakali Finance Company Private Limited)



NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF UTKARSH MICRO FINANCE PRIVATE LIMITED WILL BE HELD ON 14TH DAY OF JUNE, 2014 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT S-2/639-56, VARUNA VIHAR COLONY, J. P. MEHTA ROAD, CANTT., VARANASI-221002 U.P. TO TRANSACT THE FOLLOWING BUSINESS:

ITEM NO. 1:

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

"RESOLVED THAT subject to the provisions of section 180(1)(c) of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors of the company to raise or borrow from time to time such sum or sums as they may deem appropriate for the purposes of the company notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from company's bankers in the ordinary course of business) will exceed the paid-up capital of the company and free reserves not set apart for any specific purpose. Provided that the total amount upto which monies may be borrowed by the Board of Directors shall not exceed the Rs. 800 crore at any one time divided into following categories:

- (i) Rs. 200 crore for issue of non-convertible debentures
- (ii) Rs. 600 crore for term loans /off-balance sheet transactions and other borrowings.

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."

ITEM NO. 2:

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

"RESOLVED THAT consent of the members be and is hereby accorded pursuant to section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage and/or charge in all or any part of moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the

Shweta
Shweta Kandoi
Company Secretary
Utkarsh Micro Finance Pvt. Ltd.
Membership No.-30488

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Company to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs. 800 Crore (Rupees Eight Hundred Crore Only) at any time divided into following categories:

- (i) Rs. 200 crore for issue of non-convertible debentures
- (ii) Rs. 600 crore for term loans /off-balance sheet transactions and other borrowings.

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."

ITEM NO. 3:

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

"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. 200 crore/- (Rupees Two Hundred Crore) during the current financial year.

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."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The proxy form duly completed must reach the registered office not later than 48 hours before the commencement of the Meeting.

Shweta
Shweta Kandoi
Company Secretary
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A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013. The representative so appointed, shall have the right to appoint a proxy.

3. An Explanatory Statement with respect to the special business to be transacted at the meeting, as required under Section 102(1) of the Companies Act, 2013, is annexed hereto.

By order of the Board
For Utkarsh Micro Finance Private Limited

Place: Varanasi
Date: May 29, 2014

Shweta
(Shweta Kandoi)
Company Secretary

Shweta Kandoi
Company Secretary
Utkarsh Micro Finance Pvt. Ltd.
Membership No. 30488



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1&2:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 800 crore (Rupees Eight Hundred Crore Only) divided into following categories:

- (i) Rs. 200 crore for issue of non-convertible debentures
- (ii) Rs. 600 crore for term loans /off-balance sheet transactions and other borrowings.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

The Board recommends these resolutions for the approval of the members as Special Resolutions.

None of the Directors of the Company is in any way concerned or interested in the resolutions.

ITEM No. 3

The shareholder resolution will be passed on June 14, 2014, under Section 180 (1)(c) of the Companies Act, 2013, wherein it will be resolved that the Board of Directors of the Company is permitted to borrow an amount not exceeding Rs 800 Crores, Section 42 of the Companies Act 2013 read with the relevant rules there under requires every issuance of non-convertible debentures of the Company to be authorized by way of a special resolution. For every issue of

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non-convertible debentures proposed to be offered during this financial year, the pricing of the debentures (including premium if any) will be determined on the basis of the prevailing market consideration and as specifically approved by the Board at such time.

The Board recommends this resolution for the approval of the members as Special Resolution.

None of the Directors of the Company is in any way concerned or interested in the resolution.

By order of the Board
For Utkarsh Micro Finance Private Limited

Place: Varanasi
Date: May 29, 2014


(Shweta Kandoi)
Company Secretary

Shweta Kandoi
Company Secretary
Utkarsh Micro Finance Pvt. Ltd.
Membership No.-30488