

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 THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF THE COMPANY WILL BE HELD ON OCTOBER 22, 2014 AT 12.00 NOON AT HO S-2/639 -56, VARUNA VIHAR COLONY, J.P. MEHTA ROAD, CANTT, VARANASI - 221002 INDIA TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1) Increase in Authorized Capital

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, the authorized share capital of the company be and is hereby increased from ₹30,00,00,000/- (Rupees Thirty Crore) which is divided into which is divided into 2,70,00,000 (Two Crore Seventy Lakh) equity shares of ₹10/- (Rupees Ten) each and 30,00,000 (Thirty Lakh) preference shares of ₹10/- (Rupees Ten) each to ₹55,00,00,000 (Rupees Fifty Five Crore) divided into 5,20,00,000 (Five Crore Twenty Lakh) equity shares of ₹10/- (Rupees Ten) each and 30,00,000 (Thirty Lakh) preference shares of ₹10/- (Rupees Ten) by addition of 2,50,00,000 (Two Crore Fifty Lakh) new equity shares of ₹10/- (Rupees Ten) each ranking pari passu."

"RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the Company be altered and substituted as follows and the composition of the authorized capital of the Company be changed accordingly:

The authorized share capital of the company is ₹55,00,00,000/- (Rupees Fifty Five Crore) divided into 5,20,00,000 (Five Crore Twenty Lakh) equity shares of ₹10/- (Rupees Ten) each and 30,00,000 (Thirty Lakh) preference shares of ₹10/- (Rupees Ten). The Capital shall be subject to be increased or reduced in accordance with the regulations of the Company and the legislative provisions for the time being in force in this behalf and with power to divide the shares in the capital for the time being in to Equity Share Capital & Preference Share Capital and to attach thereto respectively and preferential, qualified or special rights, privileges or conditions and further to vary, modify or abrogate any such rights, privileges or

Mohita Srivastava

MOHITA SRIVASTAVA
Company Secretary
Utkarsh Micro Finance Pvt. Ltd.
Membership No. - 35771

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conditions in such manner as may for the time being be provided by the regulations of the Company."

NOTES:-

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

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

(Mohita Srivastava)
Company Secretary

Date: September 30, 2014
Place: Varanasi

MOHITA SRIVASTAVA
Company Secretary
Utkarsh Micro Finance Pvt. Ltd.
Membership No.- 35771

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

Item No. 1

The present authorized capital of the Company is ₹30,00,00,000/- (Rupees Thirty crores only) which is divided into 2,70,00,000 (Two Crore Seventy Lakh) equity shares of ₹10/- (Rupees Ten) each and 30,00,000 (Thirty Lakh) preference shares of ₹10/- (Rupees Ten) each and paid up share capital of the Company is ₹25,86,37,030/- (Rupees Twenty Five Crore Eighty Six Lakhs Thirty Seven Thousand Thirty) divided in to 2,58,63,703 (Rupees Two Crore Fifty Eighty Lakhs Sixty Three Thousand Seven Hundred Three) equity shares of ₹ 10/- (Rupees Ten).

Currently, the Company has 197 (One Hundred Ninety Seven) branches in 54 (Fifty Four) districts in 8 (Eight) states namely Uttar Pradesh, Bihar, Uttarakhand, Madhya Pradesh, Delhi, Himachal Pradesh, Haryana and Maharashtra. The Company plans to expand its business in more districts of these states in near future. The current authorized capital is ₹30,00,00,000 (Rupees Thirty Crore). Keeping in view, the expansion plans of the Company for FY 2014-15, the Company is planning to increase the Authorised Capital by ₹25,00,00,000 (Rupees Twenty Five Crore).

In order to raise the fund, the company has to increase authorized capital from ₹30,00,00,000/- (Rupees Thirty crore) which is divided into 2,70,00,000 (Two Crore Seventy Lakh) equity shares of ₹10/- (Rupees Ten) each and 30,00,000 (Thirty Lakh) preference shares of ₹10/- (Rupees Ten) each to ₹55,00,00,000 (Rupees Fifty Five Crore) divided into 5,20,00,000 (Five Crore Twenty Lakh) equity shares of ₹10/- (Rupees Ten) each and 30,00,000 (Thirty Lakh) preference shares of ₹10/- (Rupees Ten) each by addition of 2,50,00,000 (Two Crore Fifty Lakh) new equity shares of ₹10/- (Rupees Ten) each so that company may issue further equity shares as and when considered necessary. It is to be approved by the members of the Company under Section 61 of the Companies Act, 2013.

Increase in Authorized Capital would necessitate amendment to the Clause V of the Memorandum of Association and would require member's approval by passing an Ordinary 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.

Mehita Srivastava
MEHITA SRIVASTAVA
Company Secretary
Utkarsh Micro Finance Pvt. Ltd.
Membership No. - 35771

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None of the Directors are interested or concerned in the said resolutions.

The Board commends the resolution proposed at item no. 1 for your approval as an ordinary resolution.

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

Mohita Srivastava

(Mohita Srivastava)
Company Secretary

MOHITA SRIVASTAVA
Company Secretary
Utkarsh Micro Finance Pvt. Ltd.
Membership No. - 35771

Date: September 30, 2014
Place: Varanasi