

NAHAR CREDITS PRIVATE LIMITED
(CIN: U65921TN1993PTC026044)

Notice of the Extra-Ordinary General Meeting

To
**The Members,
Statutory Auditors,
Directors**

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of Nahar Credits Private Limited (“**Company**”) will be held at a shorter notice, on Friday, 18th February, 2022 at 5 p.m. (IST) at the office at Ground Floor, Indiqube Celestia, No 19 & 20, Koramangala 1A Block, Koramangala Bangalore 560034, Karnataka, India to transact the following special business:

Item No: 1

To approve and recommend issuance of 300 (three hundred) secured, redeemable, unrated and unlisted non-convertible debentures on preferential basis by way of private placement.

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

“RESOLVED THAT

a) pursuant to:

- (i) the provisions of sections 42, 71, 179(3), 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read along with the rules framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) (“**Act**”);
- (ii) the Memorandum and Articles of Association of the Company;
- (iii) the recommendation made by the board of directors of the Company (hereinafter referred to as the “**Board**” which shall deemed to include any committee thereof) at its meeting held on 18th February, 2022;

consent of members of the Company be and is hereby accorded for the issue and offer of 300 (three hundred) secured, redeemable, unrated and unlisted non-convertible debentures having face value of INR 5,00,000 (Indian Rupees Five Lakh only) each (“**Debentures**”) to the entities mentioned below (“**Investor**”), as and in the manner set out below (“**Issue**”), on a preferential basis by way of private placement through issue of serially numbered private placement offer cum application letter recorded as Form PAS – 4 (“**Offer Letter**”) on such terms and conditions in accordance with the provisions of the Act:

*Registered Office: Flat No 201, 2nd Floor, Jayram Block, Chitra Avenue, No 9,
Choolaimedu High Road, Choolaimedu, Chennai 600094, Tamil Nadu*
*Corporate Office: Ground Floor, Indiqube Celestia, No 19 & 20, Koramangala 1A Block,
Koramangala Bangalore 560034, Karnataka.*
Email Id: compliance@naharcredits.in

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Investor	Address	Subscription Consideration (Amount in INR)	Debentures
Blacksoil India Credit Fund (acting through Blacksoil Asset Management Private Limited, as the investment manager)	1203, Lodha Supremus, Senapati Bapat Marg, Opp. World One, Lower Parel, Mumbai – 400013	7,50,00,000	150
Blacksoil Capital Private Limited	1203, Lodha Supremus, Senapati Bapat Marg, Opp. World One, Lower Parel, Mumbai – 400013	7,50,00,000	150
Total		15,00,00,000	300

RESOLVED FURTHER THAT the terms and conditions for issuance of Debentures are enclosed as **Annexure A1**.

RESOLVED FURTHER THAT, the draft of the Offer Letter in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, tabled before the meeting, be and is hereby approved and the Offer Letter shall be circulated only after filing the necessary Board/shareholders' resolution approving the Issue, on a preferential basis by way of private placement, with the Registrar of Companies ("RoC").

RESOLVED FURTHER THAT the Company shall not utilize the proceeds of the Issue until filing of e-form PAS-3 with the RoC.

RESOLVED FURTHER THAT the Company do record the name of the Investor and maintain such record of private placement offer of the Debentures in Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT the Company do hereby approve to secure the redemption amount of the Debentures by creating a charge on hypothecated properties of the Company.

RESOLVED FURTHER THAT monies received by the Company from the Investor as application monies to allot Debentures, pursuant to the Issue shall be kept by the Company in a separate bank account with Yes Bank bearing account number 002281300010282 and shall be utilized by the Company in accordance with section 42 of the Act.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties."

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Annexure A1: Terms of Debentures

Investment Period	12 (Twelve) months from the Allotment Date, being not later than February 28, 2023
Principal Moratorium	3 (three) months moratorium from the Allotment Date, subject to the first outstanding principal repayment on or before March 31, 2022
Redemption of the Debentures	Debentures shall be redeemed in equal principal instalments by face value reduction as per the Redemption Schedule
DSRA Amount	An amount equal to the next tranche of Outstanding Due Amounts.
Coupon Rate	<p>The Coupon Rate with respect to the Debentures shall be 13.5% (Thirteen point five percent) per annum of the outstanding Debenture Subscription Amount payable monthly.</p> <p>The Debenture Trustee shall have the right to revise the Coupon Rate on account of deterioration of the credit quality of the Company, as assessed by an independent third party by providing a written notice to the Company.</p>
Default Coupon	<p>The Default Coupon shall be as follows:</p> <p>(a) In case of a breach of Financial Covenant, the Default Coupon shall be 2% p.a. (two percent per annum) on the Outstanding Amounts from the date of Default for the period the breach subsists.</p> <p>(b) In case of a Monitoring Obligation Default, the Default Coupon shall be 2% p.m. (two percent per month) on the Outstanding Due Amounts from the date of Default. If such Default continues for more than 3 (three) months, the Default Coupon shall be increased by 3% p.m. (three percent per month) from the date of Default</p> <p>(c) For any other payment Default (paragraph 1 of Material Defaults), 1% p.m. (one percent per month) on the Outstanding Due Amounts from the date of Default.</p> <p>It is clarified that the payment of Default Coupon shall be over and above the Coupon Rate. The higher of the default rates provided</p>

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	above shall apply in case of multiple Defaults.
Delayed Coupon Rate	0.5% (zero <i>point</i> five percent) p.m. of the Debenture Subscription Amount, if the Tranche I Allotment Date does not occur within [65 (Sixty Five) days] of the Term Sheet Date. If applicable, the Delayed Coupon will be charged for the number of days which may be determined by the Debenture Holder in its sole discretion.
Call Option	(a) Post 6 (six) months from the Allotment Date, the Company shall have the right (but not the obligation) to redeem any or all of the Tranche I Debentures by paying all Outstanding Amounts Due in relation to the Tranche I Debentures being redeemed, along with the Call Option Penalty (in relation to such Tranche I Debentures being redeemed), provided the Company provides the Debenture Trustee a notice of at least 15 (fifteen) days prior to such expected redemption date; The redemption shall be for a minimum amount of INR 50,00,000 (Rupees Fifty Lakhs only). The period post the aforementioned 6 (six) months period from the relevant Allotment Date till the Final Redemption Date referred to as the “ Call Option Period ” for the relevant tranche.
Call Option Penalty	2% (two percent) of the amount being redeemed/prepaid.
Upfront Coupon	the Upfront Coupon is 1% (One percent) of the Subscription Amount;

By order of the Board
For Nahar Credits Private Limited

Mohit Chhajer
Director
DIN: 08314394
Place: Bangalore
Date: 18.02.2022

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Notes:

1. The Extra-Ordinary General Meeting is being convened at a shorter notice pursuant to Section 101(1) of the Companies Act, 2013 ("Act") with the consent given in writing/by electronic mode by majority in number of members entitled to vote and who represent not less than 95 % (ninety-five per cent) of such part of the paid-up share capital of the Company as gives a right to vote at the meeting. The members are requested to sign the enclosed consent for shorter notice to attend the Extra-Ordinary General Meeting and send it to the Company.
2. A member entitled to attend the meeting, is also entitled to appoint a proxy to attend instead of himself / herself, and such a proxy need not be a member of the company subject to provisions of the Articles of Association. The Proxy form is annexed below.
3. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the company carrying voting rights. A member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
4. The explanatory statement as required under Section 102(1) of the Act in respect of special business is annexed hereto and forms an integral part of the Notice.
5. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
6. In case of joint holders attending the Meeting, only such joint holders who is higher in the order of names will be entitled to vote
7. Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholdings into one folio.
8. All documents referred to in the accompanying notice and explanatory statements are open for inspection at the registered office of the Company on all workings days, except Bank holidays, Saturdays and Sundays from 11 am to 1 pm upto the date of the meeting and will also be available for inspection at the meeting.
9. The Memorandum and Articles of Association of the Company are open for inspection for members on all working days excluding Bank holidays, Saturdays and Sundays from 11 am to 1 pm at the registered office of the Company up to the date of the extra-Ordinary General meeting of the Company.
10. The meeting is being called at a shorter notice and necessary approvals will be obtained from the shareholders
11. Route map and prominent land mark for easy location of the venue of the Extra-Ordinary General Meeting.

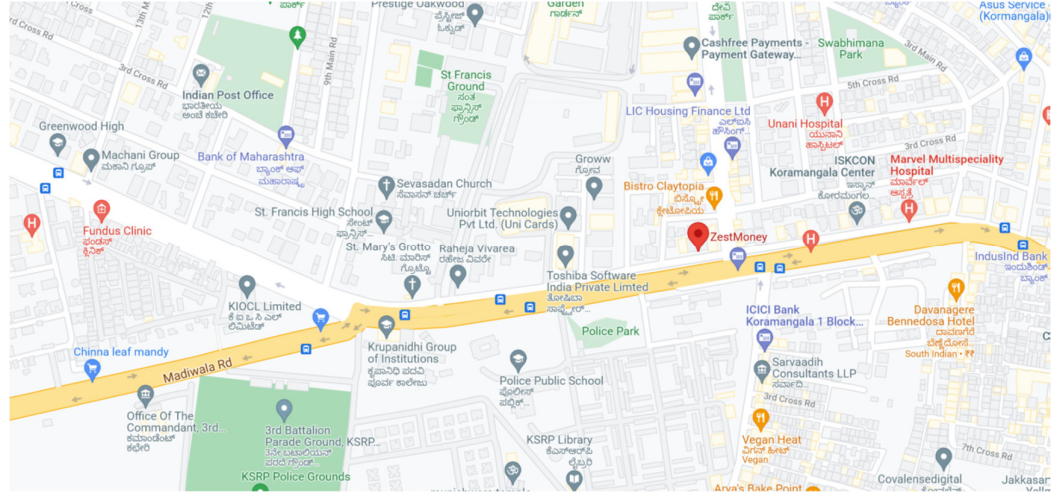
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Route Map



Prominent land mark: Near Toshiba Office

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EXPLANATORY STATEMENT

(Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the item of special business to be transacted at the Extra-Ordinary General Meeting is detailed hereunder)

Item No. 1 - To approve and recommend issue and offer of 300 (three hundred) unlisted, secured, redeemable non-convertible debentures on preferential basis by way of private placement.

The Company intends to raise further funds by issuing 300 (three hundred) secured, redeemable, unrated and unlisted non-convertible debentures each having face value of INR 5,00,000 (Indian Rupees Five Lakh only) (“**Debentures**”) to the entities mentioned below:

Investor	Address	Subscription Consideration (Amount in INR)	Debentures
Blacksoil India Credit Fund (acting through Blacksoil Asset Management Private Limited, as the investment manager)	1203, Lodha Supremus, Senapati Bapat Marg, Opp. World One, Lower Parel, Mumbai – 400013	7,50,00,000	150
Blacksoil Capital Private Limited	1203, Lodha Supremus, Senapati Bapat Marg, Opp. World One, Lower Parel, Mumbai – 400013	7,50,00,000	150
Total		15,00,00,000	300

The Company was incorporated on 19th October, 1993 under the provisions of the Companies Act, 1956. As on today Company has a paid-up capital of INR 7,51,23,100 (Indian Rupees Seven Crore Fifty One Lakh Twenty Three Thousand One Hundred only). The Company proposes to issue the Debentures to the Investor on preferential basis by way of private placement.

DISCLOSURE AS REQUIRED UNDER RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT) RULES, 2014 FOR ISSUES OF NCDs

Amount which the company intends to raise by way of such securities	Rs. 15,00,00,000 (Rupees Fifteen Crore)
Particulars of the offer including date of passing of Board resolution	NCDs of Rs. 5,00,000 each for on-lending activities. Board Resolution dated 18th February, 2022
Kinds of Securities Offered and the Price at which security is being offered	300 (Three Hundred) NCDs of Rs.5,00,000 (Rupees Five Lakh) each

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Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	NCDs are being issued at Rs.5,00,000 (Rupees Five Lakh) per debenture as at face value
Name and address of the valuer who performed the valuation	Not applicable as Series A NCDs are being issued
Material terms of raising such securities	The NCDs shall be issued pursuant to the material terms prescribed in the Debenture Subscription Agreement and as reproduced in Schedule 1 above.
Principle terms of assets charged as securities	Charge is being created on Identified Receivables and other assets as in the Debenture Subscription Agreement
Pre and post issue shareholding pattern of the company in the following format	Refer Schedule II

The provisions of the Companies Act, 2013 and the rules prescribed thereunder require the approval of the members of the Company by way of a special resolution, for a company offering or making an invitation to subscribe its securities on a preferential basis by way of private placement.

The relevant transaction documents would be available for inspection at the registered office of the Company from the date of issue of this notice, till the date of this general meeting.

None of the Directors, key managerial personnel and/or their relatives, is in anyway concerned with or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding in the Company.

The Board at its meeting held on 18th February, 2022, had approved the aforesaid issue and offer (including its terms) on preferential basis by way of private placement and recommends the adoption of the resolution as set out in item no. 1 of the Notice as a special resolution.

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Schedule I

TERMS AND CONDITIONS –DEBENTURES

Investment Period	12 (Twelve) months from the Allotment Date, being not later than February 28, 2023
Principal Moratorium	3 (three) months moratorium from the Allotment Date, subject to the first outstanding principal repayment on or before March 31, 2022
Redemption of the Debentures	Debentures shall be redeemed in equal principal instalments by face value reduction as per the Redemption Schedule
DSRA Amount	An amount equal to the next tranche of Outstanding Due Amounts.
Coupon Rate	The Coupon Rate with respect to the Debentures shall be 13.5% (Thirteen point five percent) per annum of the outstanding Debenture Subscription Amount payable monthly. The Debenture Trustee shall have the right to revise the Coupon Rate on account of deterioration of the credit quality of the Company, as assessed by an independent third party by providing a written notice to the Company.
Default Coupon	The Default Coupon shall be as follows: (a) In case of a breach of Financial Covenant, the Default Coupon shall be 2% p.a. (two percent per annum) on the Outstanding Amounts from the date of Default for the period the breach subsists. (b) In case of a Monitoring Obligation Default, the Default Coupon shall be 2% p.m. (two percent per month) on the Outstanding Due Amounts from the date of Default. If such Default continues for more than 3 (three) months, the Default Coupon shall be increased by 3% p.m. (three percent per month) from the date of Default (c) For any other payment Default (paragraph 1 of Material Defaults), 1% p.m. (one percent per month) on the Outstanding Due Amounts from the date of Default. It is clarified that the payment of Default Coupon shall be over and above the Coupon Rate. The higher of the default rates provided above shall apply in case of multiple Defaults.
Delayed Coupon Rate	0.5% (zero <i>point</i> five percent) p.m. of the Debenture Subscription Amount, if the Tranche I Allotment Date does not occur within [65 (Sixty Five) days] of the Term Sheet Date. If applicable, the Delayed Coupon will be charged for the number of days which may be determined by the Debenture Holder in its sole discretion.
Call Option	(a) Post 6 (six) months from the Allotment Date, the Company shall have the right (but not the obligation) to redeem any or all of the Tranche I Debentures by paying all Outstanding Amounts Due in relation to the Tranche I Debentures being redeemed, along with the Call Option Penalty (in relation to such Tranche I Debentures being redeemed), provided the Company provides

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	the Debenture Trustee a notice of at least 15 (fifteen) days prior to such expected redemption date; The redemption shall be for a minimum amount of INR 50,00,000 (Rupees Fifty Lakhs only). The period post the aforementioned 6 (six) months period from the relevant Allotment Date till the Final Redemption Date referred to as the “ Call Option Period ” for the relevant tranche.
Call Option Penalty	2% (two percent) of the amount being redeemed/prepaid.
Upfront Coupon	the Upfront Coupon is 1% (One percent) of the Subscription Amount;

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Schedule II
The Pre - Issue And Post - Issue Shareholding Pattern Of The Company

Sl. No.	Category	Pre-Issue		Post Issue	
		No. of Shares held	% of shares held	No. of Shares held	% of shares held
A	Promoter's Holding				
1	Indian:				
	Individual	1	0.01%	1	0.01%
	Bodies Corporate				
	Subtotal	--	--	--	--
2	Foreign Promoters	760230	99.99%	760230	99.99%
	Sub Total (A)	7,60,231	100%	7,60,231	100%
B	Non-Promoters holding:				
1.	Institutional Investors	----	--	--	--
2.	Non-Institution:				
	Private Corporate Bodies	--	--	--	--
	Directors and Relatives	--	--	--	--
	Indian Public	--	--	--	--
	Others (Including NRIs)	--	--	--	--
	Sub Total (B)	--	--	--	--
	GRAND TOTAL	7,60,231	100%	7,60,231	100%

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FORM NO. MGT - 11
PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
Companies (Management and Administration) Rules, 2014)

Name of the Members	
Registered address	
E-mail ID	
Folio No. /DP ID & Client ID*	

*Applicable in case shares are held in electronic form.

I/We, being the holder(s) of _____ shares of [•], hereby appoint:

Name of the Members	
Address	
E-mail ID	
	Signature: _____

or failing him/her

Name of the Members	
Address	
E-mail ID	
	Signature: _____

or failing him/her

Name of the Members	
Address	

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E-mail ID	
	Signature: _____

as my / our proxy to attend and vote (on Poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held at a shorter notice on Friday, 18th February, 2022 at 5 p.m. (IST) at the office of the Company situated at Ground Floor, Indiqube Celestia, No 19 & 20, Koramangala 1A Block, Koramangala Bangalore 560034, Karnataka, India and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolut ion No.	Description	For	Against
Special Business.			
1	To approve and recommend issue and offer of 300 (three hundred) unlisted, secured, redeemable non-convertible debentures of the Company on preferential basis by way of private placement		

Signed this ____ day of ____ 2022

Signature of Member

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix
Revenue
Stamp

Note:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the registered office of the Company.
2. Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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3. Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Secretarial Standards - 2 issued by Institute of Company Secretaries of India, a person can act as Proxy on behalf of not more than 50 (fifty) members and holding in aggregate not more than 10 % (ten percent) of the total share capital of the Company. Members holding more than 10 % (ten percent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
4. The Proxy-holder shall prove his identity at the time of attending the Meeting.

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ATTENDANCE SLIP

Extra-Ordinary General Meeting of the Company to be held at a shorter notice on Friday, 18th February, 2022 at 5 p.m. (IST) at the office of the Company situated at Ground Floor, Indiqube Celestia, No 19 & 20, Koramangala 1A Block, Koramangala Bangalore 560034, Karnataka, India

Folio No. / DP ID & Client ID*	
No. of shares held	

Applicable in case shares are held in electronic form.

I/We certify that I/We am/are registered Member /proxy for the registered Member of the Company.

I/We hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held at a shorter notice on Friday, 18th February, 2022 at 5 p.m. (IST) at the office of the Company situated at Ground Floor, Indiqube Celestia, No 19 & 20, Koramangala 1A Block, Koramangala Bangalore 560034, Karnataka, India

Member's / Authorized Representative

Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting hall. Joint member(s) may obtain additional attendance slip at the venue of the meeting.

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