

NAHAR CREDITS PRIVATE LIMITED
(CIN: U65921TN1993PTC026044)

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the members of Nahar Credits Private Limited (“Company”) will be held on Friday, the 21st day of January, 2022 at the office of the Company situated at Third Floor, Indiqube Celestia, No. 19 & 20, Koramangala 1A Block, Koramangala, Bengaluru 560034, Karnataka, India at 1.30 p.m.to transact the following business:

Increase in the Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company

To pass the following resolution as Special resolution with or without modifications:

“RESOLVED THAT pursuant to the provisions of Section 13, 14, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or amendment thereto or re-enactment thereof) and the rules framed there under and according to the provisions of Articles of Association, approval of shareholders be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 3,90,00,000 (Rupees Three Crore Ninety Lakh) divided into 3,60,000 (Three Lakh Sixty Thousand) Equity Shares of Rs. 100 (Rupees One Hundred) each and 30,000 (Thirty Thousand) Preference Shares of Rs. 100 (Rupees One Hundred) each to Rs.7,56,00,000 (Rupees Seven Crore Fifty Six Lakh) divided into 7,26,000 (Seven Lakh Twenty Six Thousand) of Rs. 100 (Rupees One Hundred) each and 30,000 (Thirty Thousand) Preference Shares of Rs. 100 (Rupees One Hundred) each.

RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V “The Authorised Share Capital of the Company is Rs. 7,56,00,000 (Rupees Seven Crore Fifty Six Lakh) divided into 7,26,000 (Seven Lakh Twenty Six Thousand) of Rs. 100 (Rupees One Hundred) each and 30,000 (Thirty Thousand) Preference Shares of Rs. 100 (Rupees One Hundred) each.

FURTHER THAT any Director of the Company be and is hereby severally authorised to sign and file all such forms as may be required, with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

Amendment in Articles of Association of the Company

To pass the following resolution as Special resolution with or without modifications:

RESOLVED THAT pursuant to the provisions of Section 14 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members be and is hereby accorded for substituting Article 4 of the Articles of Association of the Company with the following Article:

4. “The Authorised Share Capital of the Company is Rs. 7,56,00,000 (Rupees Seven Crore Fifty Six Lakh) divided into 7,26,000 (Seven Lakh Twenty Six Thousand) of Rs. 100 (Rupees One Hundred) each and 30,000 (Thirty Thousand) Preference Shares of Rs. 100 (Rupees One Hundred) each.

*Registered Office: Flat No 201, 2nd Floor, Jayram Block, Chitra Avenue, No 9,
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FURTHER THAT any Director of the Company be and is hereby severally authorised to sign and file all such forms as may be required, with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

By the Order of Board of Directors of
Nahar Credits Private Limited

Mohit Chhajjer
Director
DIN: 08314394
Place: Bangalore
Date: 30.12.2021

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Notes:

1. Explanatory Statement is attached to the notice.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll on his behalf. A **proxy need not be a member** of the Company of the Company. Proxy/ies, in order to be effective, must be received at the Registered Office of the Company **not less than 48 hours** before the Meeting.
3. Members/Proxies are requested to produce the enclosed Attendance slips duly filled and signed as per the specimen signature recorded with the Company for admission to the Meeting Hall.
4. Members are requested to notify immediately any change in their address to the Company. In all correspondence with the Company, Members are requested to quote their Account/Folio Numbers.
5. The Register of Members, Register of Directors, Register of Directors' shareholdings maintained under Section 88 and 170 of the Companies Act, 2013, and such other Registers which should be kept open for inspection of members, are available for such inspection by the Members at the Extra Ordinary General Meeting.
6. 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 office of the Company up to the date of the Extra Ordinary General meeting of the Company.
7. 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.
8. A route map to the venue of the meeting is attached herewith.

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

Item No 1

In order to invest in the business activities of the Company, the Board of Directors proposes to raise further capital. The existing authorised share capital of the Company is from Rs. 3,90,00,000 (Rupees Three Crore Ninety Lakh) divided into 3,60,000 (Three Lakh Sixty Thousand) Equity Shares of Rs. 100 (Rupees One Hundred) each and 30,000 (Thirty Thousand) Preference Shares of Rs. 100 (Rupees One Hundred) each and the paid-up share capital of the Company is Rs. 2,61,72,100 (Rupees Two Crore Sixty One Lakh Seventy Two Thousand One Hundred) divided into 2,35,549 (Two Lakh Thirty Five Thousand Five Hundred Forty Nine) Equity Shares of Rs. 100 (Rupees One Hundred) each and 26,172 (Twenty Six Thousand One Hundred Seventy Two) Preference Shares of Rs. 100 (Rupees One Hundred) each.

Thus, in order to raise further capital, the Board of Directors of your Company proposes to increase the authorised share capital of the Company from the existing Rs. 3,90,00,000 (Rupees Three Crore Ninety Lakh) divided into 3,60,000 (Three Lakh Sixty Thousand) Equity Shares of Rs. 100 (Rupees One Hundred) each and 30,000 (Thirty Thousand) Preference Shares of Rs. 100 (Rupees One Hundred) each to Rs. 7,56,00,000 (Rupees Seven Crore Fifty Six Lakh) divided into 7,26,000 (Seven Lakh Twenty Six Thousand) of Rs. 100 (Rupees One Hundred) each and 30,000 (Thirty Thousand) Preference Shares of Rs. 100 (Rupees One Hundred) each.

As per the provisions of Sections 13, 14, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 it is required to obtain the prior approval of the shareholders by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in these Resolutions. The Director accordingly recommend for your approval as Special Resolution.

The Board recommends passing of the resolution as set out under Item No. 1 of the Notice for approval of the members as Special Resolution.

Item No 2

The increase in Authorised Capital of the Company will also require amendment in the Articles of Association of the Company

As per the provisions of Sections 14, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 it is required to obtain the prior approval of the shareholders by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in these Resolutions. The Director accordingly recommend for your approval as Special Resolution.

The Board recommends passing of the resolution as set out under Item No. 2 of the Notice for approval of the members as Special Resolution.

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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	
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 on 21st January, 2022 at 1.30 pm (IST) at the office of the Company situated at Third Floor, Indiqube Celestia, No 19 & 20, Koramangala 1A Block, Bangalore 560034, Karnataka, India and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

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Resoluti on No.	Description	For	Against
Special Business			
1	Increase in the Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company		
2	Amendment in Articles of Association of the Company		

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 on 21st January, 2022 at 1.30 pm (IST) at the office of the Company situated at Third Floor, Indiqube Celestia, No 19 & 20, Koramangala 1A Block, 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 on 21st January, 2022 at 1.30 pm at the office of the Company situated at Third Floor, Indiqube Celestia, No 19 & 20, Koramangala 1A Block, Bangalore 560034, Karnataka, India.

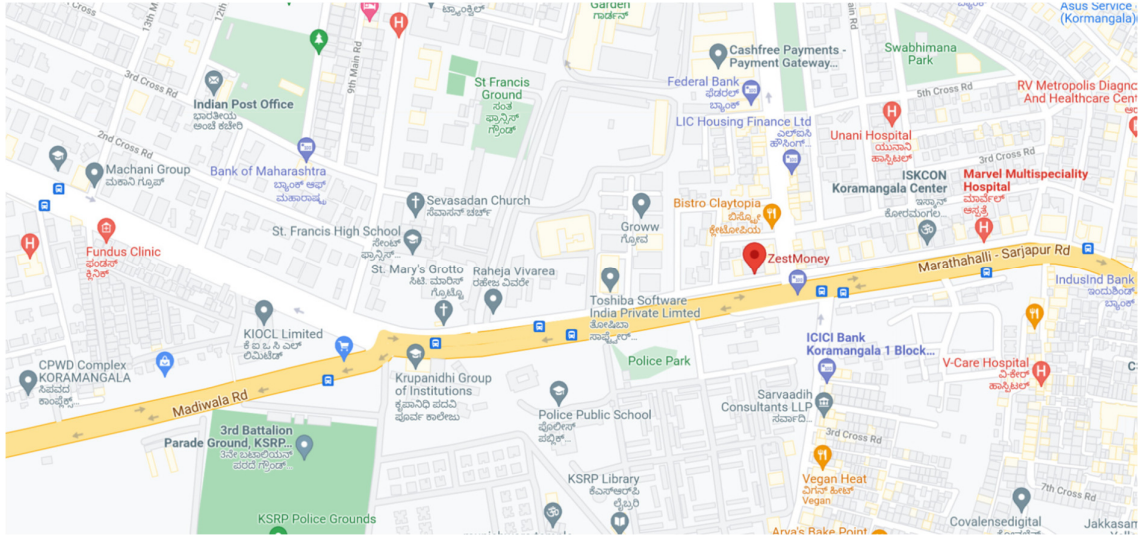
Member's / Authorized Representative

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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Venue



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