

*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 at shorter notice on Wednesday, the 21<sup>st</sup> day of July, 2021 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:

**1. Approval of Corporate Guarantee under section 185 of Companies Act, 2013:**

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

**"RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board) to provide unconditional irrevocable corporate guarantee in connection with the issuance of 2200 (Two Thousand Two Hundred) unlisted, secured, redeemable, non-convertible debentures of face value of INR 100,000 (Indian Rupees One Lakh only) each aggregating to INR 220,000,000 (Indian Rupees Two Hundred Twenty Million only) ("**Series E Debentures**") to Alteria Capital India Fund – I and 1500 (One Thousand Five Hundred) unlisted, secured, redeemable, non-convertible debentures of face value of INR 100,000 (Indian Rupees One Lakh only) each aggregating INR 150,000,000 (Indian Rupees One Hundred Fifty Million only) ("**Series F1 Debentures**") and 2000 (Two Thousand) unlisted, secured, redeemable, non-convertible debentures of face value of INR 100,000 (Indian Rupees One Lakh only) each aggregating to INR 200,000,000 (Indian Rupees Two Hundred Million only) ("**Series F2 Debentures**") to Alteria Capital Fund II – Scheme aggregating to INR 570,000,000 (Indian Rupees Five Hundred Seventy Million only) by Camden Town Technologies Private Limited, fellow subsidiary, ("Camden"), wherein Priyamvada Sharma and Elizabeth Lucy Chapman, directors of the Company are also directors on the board of Camden, in their absolute discretion deem beneficial and in the interest of the Company, provided that such facility is utilized by Camden for its principal business activities.

**RESOLVED FURTHER THAT** the draft of the debentures subscription agreement, deed of hypothecation, deed of guarantee and debenture trustee agreement and debenture trust deed (together the "**Transaction Documents**") have been placed before and approved by members of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid Transaction Documents and the deed of guarantee to be executed between Camden, Alteria Capital India Fund – I, Alteria Capital Fund II – Scheme I Milestone Trusteeship Services Private Limited and the Company ("Deed of Guarantee") and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

*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*

*NAHAR CREDITS PRIVATE LIMITED*  
(CIN: U65921TN1993PTC026044)

**2. Approval of Corporate Guarantee under section 186 of Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”), to give unconditional irrevocable corporate guarantee in connection with the issuance of 2200 (Two Thousand Two Hundred) unlisted, secured, redeemable, non-convertible debentures of face value of INR 100,000 (Indian Rupees One Lakh only) each aggregating to INR 220,000,000 (Indian Rupees Two Hundred Twenty Million only) (“**Series E Debentures**”) to Alteria Capital India Fund – I and 1500 (One Thousand Five Hundred) unlisted, secured, redeemable, non-convertible debentures of face value of INR 100,000 (Indian Rupees One Lakh only) each aggregating to INR 150,000,000 (Indian Rupees One Hundred Fifty Million only) (“**Series F1 Debentures**”) and 2000 (Two Thousand) unlisted, secured, redeemable, non-convertible debentures of face value of INR 100,000 (Indian Rupees One Lakh only) each aggregating to INR 200,000,000 (Indian Rupees Two Hundred Million only) (“**Series F2 Debentures**”) to Alteria Capital Fund II – Scheme I aggregating to INR 570,000,000 (Indian Rupees Five Hundred Seventy Million only) to the Investor by Camden Town Technologies Private Limited, fellow subsidiary as they may in their absolute discretion deem beneficial and in the interest of Camden, subject however that the amount for which such guarantee proposed to be made by the Company shall not exceed a sum of INR 570,000,000 (Indian Rupees Five Hundred Seventy Million only) being over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the draft of the debentures subscription agreement, deed of hypothecation, deed of guarantee and debenture trustee agreement and debenture trust deed (together the “**Transaction Documents**”) in connection with the corporate guarantee to be provided, have been placed before and approved by the members of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

For Nahar Credits Private Limited



Mohit Chhajjer  
Director  
DIN: 08314394  
Place: Bangalore  
Date: 21.07.2021

*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*

*NAHAR CREDITS PRIVATE LIMITED*  
(CIN: U65921TN1993PTC026044)

**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 Annual 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.

*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*

*NAHAR CREDITS PRIVATE LIMITED*  
(CIN: U65921TN1993PTC026044)

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

**Item No 1**

The Company's fellow subsidiary Camden Town Technologies Private Limited proposes to raise funds through issuance of debentures which are required to be backed by corporate guarantee of the Company. The proceeds raised by Camden Town Technologies Private Limited would be utilized for their principal business activities.

In view of the above, the Board at its meeting held on 21<sup>st</sup> July, 2021 decided to seek approval of the shareholders pursuant to the provisions of Section 185 of the Companies Act, 2013 to give guarantee in connection with the said non-convertible debentures up to an aggregate amount not exceeding INR 570,000,000 (Rupees Fifty Seven Crore Only) to be issued to Alteria Capital India Fund – I and Alteria Capital Fund II – Scheme I.

The draft of the debentures subscription agreement, deed of hypothecation, deed of guarantee and debenture trustee agreement and debenture trust deed (together the "**Transaction Documents**") have been placed before the members of the Company.

Priyamvada Sharma and Elizabeth Lucy Chapman directors of the Company, are also directors on the board of Camden Town Technologies Private Limited.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the said resolution, except as disclosed above. Your Board recommends the said resolution, as special resolution, for your approval.

**Item No 2**

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

The Company proposes to provide Corporate Guarantee for non-convertible debentures to be issued by Camden Town Technologies Private Limited to Alteria Capital India Fund – I and Alteria Capital Fund II – Scheme I. The proceeds raised by Camden Town Technologies Private Limited would be utilized for their principal business activities.

*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*

*NAHAR CREDITS PRIVATE LIMITED*  
(CIN: U65921TN1993PTC026044)

The draft of the debentures subscription agreement, deed of hypothecation, deed of guarantee and debenture trustee agreement and debenture trust deed (together the "**Transaction Documents**") have been placed before the members of the Company.

The Board at its meeting held on 21<sup>st</sup> July, 2021 decided to seek approval of the shareholders pursuant to the provisions of Section 186 of the Companies Act, 2013 to give guarantee in connection with the said non-convertible debentures up to an aggregate amount not exceeding Rs. 57 cr. (Rupees Fifty Seven Crore Only).

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the said resolution. Your Board recommends the said resolution, as special resolution, for your approval.

*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](mailto:compliance@naharcredits.in)*

*NAHAR CREDITS PRIVATE LIMITED*  
(CIN: U65921TN1993PTC026044)

**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)**

<b>Name of the Members</b>	
<b>Registered address</b>	
<b>E-mail ID</b>	
<b>Folio No. /DP ID &amp; Client ID*</b>	

\*Applicable in case shares are held in electronic form.

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

<b>Name of the Members</b>	
<b>Address</b>	
<b>E-mail ID</b>	
	Signature: _____

or failing him/her

*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*

*NAHAR CREDITS PRIVATE LIMITED*  
(CIN: U65921TN1993PTC026044)

<b>Name of the Members</b>	
<b>Address</b>	
<b>E-mail ID</b>	
	Signature: _____

or failing him/her

<b>Name of the Members</b>	
<b>Address</b>	
<b>E-mail ID</b>	
	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 21<sup>st</sup> July, 2021 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:

*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](mailto:compliance@naharcredits.in)*

*NAHAR CREDITS PRIVATE LIMITED*  
(CIN: U65921TN1993PTC026044)

Resolut ion No.	Description	For	Against
<b>Special Business.</b>			
1	Approval of Corporate Guarantee under section 185 of Companies Act, 2013		
2	Approval of Corporate Guarantee under section 186 of Companies Act, 2013		

Signed this \_\_\_\_ day of \_\_\_\_ 2021

\_\_\_\_\_  
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.

*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*



*NAHAR CREDITS PRIVATE LIMITED*  
*(CIN: U65921TN1993PTC026044)*

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.
  
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.

*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*

*NAHAR CREDITS PRIVATE LIMITED*  
(CIN: U65921TN1993PTC026044)

**ATTENDANCE SLIP**

Extra-Ordinary General Meeting of the Company to be held at a shorter notice on 21<sup>st</sup> July, 2021 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 21<sup>st</sup> July, 2021 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.

*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*