



**CHAITANYA RURAL INTERMEDIATION DEVELOPMENT SERVICES  
PRIVATE LIMITED**

**Registered Office:** # 145, 2nd Floor, NR Square, 1st Main Road, Sirsi Circle, Chamrajpet, Bangalore - 560018  
**Tel :** 080-26750016, **Fax :** 080-26756767.  
**CIN NO:** U65923KA2012PTC062537

**SHORTER NOTICE OF FIFTH EXTRA ORDINARY GENERAL MEETING**

**SHORTER NOTICE IS HEREBY GIVEN THAT THE FIFTH EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF CHAITANYA RURAL INTERMEDIATION DEVELOPMENT SERVICES PRIVATE LIMITED WILL BE HELD ON TUESDAY, 3<sup>RD</sup> MARCH, 2020 AT 9:30 AM AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 145, 2<sup>ND</sup> FLOOR, NR SQUARE, 1<sup>ST</sup> MAIN ROAD, SIRSI CIRCLE, CHAMRAJPET, BANGALORE- 560018, KARNATAKA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:**

***SPECIAL BUSINESS:***

**ITEM NO: 1 TO APPROVE CHANGE IN NAME OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to provision of Section 13 (2) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Central Government and other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, consent of the members be and is hereby given for changing the name of the company from **“Chaitanya Rural Intermediation Development Services Private Limited”** to **“Navi Finserv Private Limited”** or any other name as may be approved by the statutory authorities, whether under the Companies Act, 2013 or any other rules, laws, acts, statutes or regulations as may be applicable to the Company.

**RESOLVED FURTHER THAT** Name Clause being Clause I of the Memorandum of Association of the Company be substituted by the following clause and / or be altered as per the name approved by the statutory authorities:

I. The Name of the Company is **“Navi Finserv Private Limited.”**

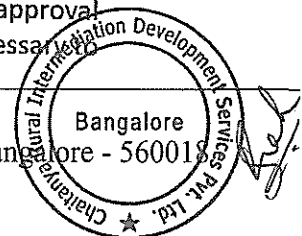
**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any other name approved by the relevant statutory authorities and seek approval for the change in the name of the Company accordingly without any further reference to the members for their approval.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution Directors and / or Company Secretary of the Company be and are hereby severally authorised to file all the necessary forms and / or returns and make the application in FORM INC 24 and / or any other Form to the Registrar of Companies and / or to Central Government and / or to Statutory Authorities for approval for the change of name as above and to do such other acts, things and deeds as may be necessary to give effect to this resolution.”

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corporate@chaitanyaindia.in www.chaitanyarural.in





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**ITEM NO 2: CHANGE OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Section 13 of the Company Act, 2013 and including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

The existing Main Objects of Clause 3(A) be altered by replacing the same with the following new Clause 3(A) as under:

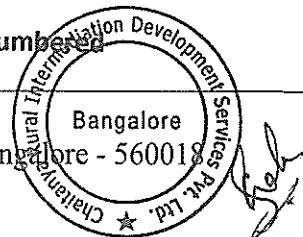
1. To (i) source, underwrite and carry on the business of lending to individuals and entities including micro, small and medium enterprises and other body corporates across India and to provide to such persons/entities, services as an NBFC; (ii) provide or distribute credit insurance and asset insurance for borrowers and assets financed; and (iii) buy and sell such loans and receivables and other instruments for the purposes of securitization and to assign such loans and to provide credit lines and credit risk coverage, credit and risk guarantees and risk sharing for these loans.
2. To provide credit related services as an NBFC, including, *inter alia*, (i) intermediation services for financial services agents and money transfer agents; (ii) credit linkage services; (iii) acting as a banking correspondent and (iv) generally carrying out all activities permissible to be carried out as an NBFC.
3. To carry on corporate treasury activities including: (i) investments in equity, mutual funds, alternative investment funds (AIFs), bonds, debentures, pass through certificates, receivables, sovereign funds and to extend to other persons and body corporates, loans and other instruments of similar nature for such consideration as the Company may deem fit; and (ii) the activity of trading in the equity, debt, gold, oil, currency, interest rates and commodities in and across futures, options and other derivatives and to carry on repo and reverse repo transactions.
4. To provide services of sourcing, underwriting and collections of all forms of loans and lending products to banks and other NBFCs.
5. To provide services in marketing, sales, business development, promotion and distribution of financial and non-financial products and services for both financial and non-financial companies and to be appointed as agent and service provider and offer other support services for companies and entities and to use its rural network and outreach to be able to deliver products and services on behalf of other companies and entities.

To amend the existing Clause 3(B)

- a. Insertion of Clause 3(B) (12) and subsequently sub clause 12-26 to be renumbered to 13-27

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12. To purchase or otherwise acquire, sell, dispose of concerns and undertakings, mortgages, charges, patents, licenses, securities (whether listed or otherwise, including shares, mutual funds, bonds, debentures etc.) concessions, options, policies, book debts and any claims and any interest in real or personal property and any claims against such property or against any persons or company and to carry on any business in the concern or undertaking so acquired.

**b. Amendment of Clause 3(B) (13), (17) & (18)**

13. To amalgamate, enter into partnership or make any arrangement for sharing profits, unions of interest, co-operation, joint venture or reciprocal concession with any individual, person or Company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in or which can be carried out in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

17. Subject to the provisions of the Companies Act, 2013, to invest, apply for, acquire or otherwise employ money belonging to, entrusted to or at the disposal of the company upon securities and shares with or without security upon such terms as may be thought proper and from time to time vary such transaction in such manner as the Company thinks fit.

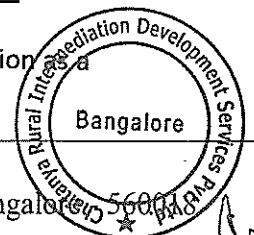
18. To advance, lend or deposit money belonging to or entrusted to or at the disposal of the Company in bank deposits, mutual funds, or other money market instruments and to also utilize such money in extending debt financing to: (i) other persons or body corporates including by giving inter-corporate loans, subscribing to debt instruments on such terms, with or without security, as may seem expedient; and (ii) customers and such others having dealings with the company and to give guarantees or indemnities or securities for any such persons or body corporates as may seem expedient or reasonable, with or without security and guarantee the performance of the contracts by such persons or body corporates, provided that the Company shall not carry on the business of Banking as defined in the Banking Regulation Act, 1949

**"RESOLVED FURTHER THAT** necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out."

**"RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

**ITEM NO 3: TO ALTER THE PROVISIONS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

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



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**"RESOLVED THAT** pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting a new Article 12.22 after Article 12.21 under the Articles of Association of the Company.

**Article 12.22: Buy-back of shares**

*"Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities."*

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Directors and Company Secretary be and are hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion, be deemed necessary and to settle any question or difficulty that may arise in this regard."

By order of the Board

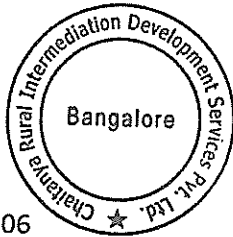
For Chaitanya Rural Intermediation Development Services Private Limited

Dimple J shah  
Company Secretary

ACS: A36349

eCSIN: EA036349A000113206

Bindu Amulya Apartment Flat No.408  
4th Floor Anjananagar Bangalore 560091



Date: 02.03.2020

Place: Bangalore

**Notes:**

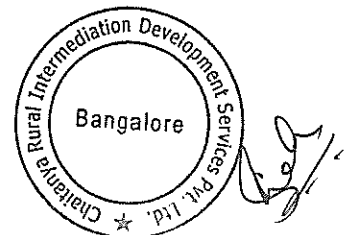
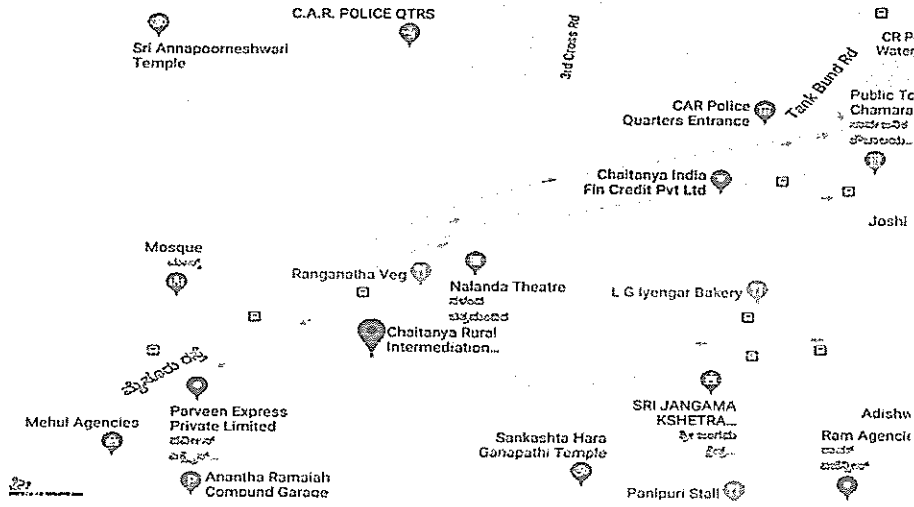
- An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
- A member entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint proxy/proxies to attend the meeting and vote on poll, if any, instead of himself/herself and such a proxy/ proxies need not be a member of the Company.
- Proxies, in order to be effective, must be received in the enclosed Proxy Form by the Company at its Head Office not less than forty-eight hours before the time fixed for the meeting.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a Certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting. Such representative shall possess a valid identity proof to be produced at the meeting
- Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company during normal business hours (09.00 a.m. to 5.30 p.m.) on all working days between Monday to Saturday (except 2<sup>nd</sup> and 4<sup>th</sup> Saturday of the month) of every week, up to and including the date of the Extra-Ordinary General Meeting of the Company.



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Route Map: <http://www.chaitanyaindia.in/contact-us.php>



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO 1: TO APPROVE CHANGE IN NAME OF THE COMPANY**

Pursuant to the no-objection received from the Reserve Bank of India *vide* DNBS (BG) No. 121/01.02.697/2019-20 dated August 16, 2019 and on account of the proposed change of the shareholding of the Company, the Board of Directors of the Company have decided to change the name of the Company, subject to the consent of the members from "Chaitanya Rural Intermediation Development Services Private Limited" to "Navi Finserv Private Limited".

In order to carry out the aforesaid change in the name of the Company, it is required to alter its Memorandum of Association and Articles of Association accordingly.

The Board has in its meeting held on 25<sup>th</sup> February 2020 passed a resolution approving the change of name of the Company and in its meeting held on 2<sup>nd</sup> March 2020 approved alteration of the Memorandum and Articles of Association of the Company.

As per the provision of the Companies Act, 2013, approval of the members is required to be accorded for changing the name of the Company by way of passing a Special Resolution, hence the resolutions set out under Item No.1 have been put up for the members' approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 of this Notice.

**ITEM NO 2: CHANGE OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

In order to make the main object clause of the Memorandum of Association comprehensive and concise and to include activities permitted to be undertaken by an NBFC from time to time, it is proposed to modify the main object clause of the Memorandum of Association of the Company.

The Board of Directors, at their meeting held on 02.03.2020 has approved the alteration of Memorandum of Association of the Company and now seek Shareholders approval.

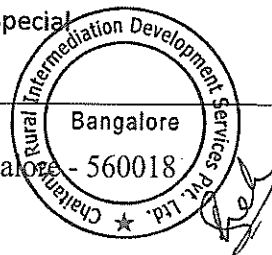
The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.

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The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

**ITEM NO 3: TO ALTER THE PROVISIONS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

The Board has in its meeting held on March 2<sup>nd</sup> 2020 passed a resolution approving alteration of the Articles of Association of the Company by insertion of new Article No. 12.22 after Article 12.21.

This new Article shall read as under: Article 12.22: Buy-back of shares

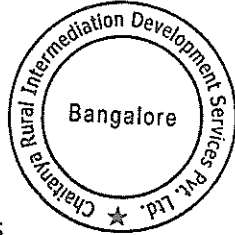
"Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities."

The Board has sought the approval of the Members of the Company by means of a special resolution to give effect to the alteration of the Articles of Association of the Company by inserting the aforesaid Article.

None of the directors of the Company are concerned or interested in the resolution. The Board recommends the resolution for approval of the Members of the Company.

For Chaitanya Rural Intermediation Development Services Private Limited

Dimple J shah  
Company Secretary  
ACS: A36349  
eCSIN: EA036349A000113206  
Bindu Amulya Apartment Flat No.408  
4<sup>th</sup> Floor Anjananagar Bangalore 560091



Date: 02.03.2020  
Place: Bangalore