

## **NOTICE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of InCred Financial Services Limited (the "Company") will be held on Wednesday, September 25, 2019, at 1:00 P.M. at the Registered office of the Company situated at 406, 4th Floor, Competent House, Middle Circle, F-block, Connaught Place, New Delhi -110001 to consider and transact the following business:

### **ORDINARY BUSINESS:**

#### **ITEM NO.1**

Consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.

#### **ITEM NO. 2**

Consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Report of the Auditors thereon.

#### **ITEM NO.3**

Appoint of Director in place of Mr. Bhupinder Singh (DIN: 07342318), who retires by rotation and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

#### **ITEM NO.4**

#### **Withdrawal of the special resolution passed by the members at their meeting held on January 28, 2019**

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

**"RESOLVED THAT** in accordance with Standard 11 of Secretarial Standard 2 on General Meetings, the consent of the shareholders be and is hereby accorded for the withdrawal of the shareholders' resolution passed in the Extra Ordinary General meeting held on January 28, 2019 to, inter-alia, approve the matter pertaining to approval for shifting of the registered office of the Company from Union Territory of Delhi to the state of Maharashtra.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required in this regard or for giving effect to this Resolution.

**RESOLVED FURTHER THAT** a copy of this resolution duly certified as a True Copy by the any Director or the Company Secretary, be submitted to the concerned authority and they are requested to rely upon the authority of the same."

#### **ITEM NO. 5**

#### **Shifting of the registered office of the Company from Union Territory of Delhi to the state of Maharashtra**

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

**“RESOLVED THAT** in supersession of the earlier special resolution passed on January 28, 2019 and pursuant to the provisions of Section 12, 13 and other applicable provisions and relevant Rules applicable, if any, of the Companies Act, 2013, subject to the company obtaining approval of the Regional Director, North Western Region, such other regulatory approvals, permissions and sanction, as may be required under the provisions of the said Act or under any other law / regulations / guidelines prescribed by the Reserve Bank of India (RBI), subject to any consent (prior / post) / notification or intimation of/ from / to any investors, creditors, lenders etc., if required, in terms of any contractual obligations/ covenant prescribed by the investors / lenders etc., the Registered Office of the Company be shifted from the Union Territory of Delhi to the State of Maharashtra and Clause II of the Memorandum of Association of the Company be substituted as under:

*“II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of the Registrar of Companies at Mumbai.”*

**RESOLVED FURTHER THAT** on the approval by the Regional Director, the Registered Office of the Company be transferred from the Union Territory of Delhi to the State of Maharashtra and will be situated at 1502-A, The Capital, B Wing, Bandra Kurla Complex, Mumbai – 400051.

**RESOLVED FURTHER THAT** the Board of Directors of the Company are authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise while according approval, consent as may be considered necessary, to appoint counsels/ consultants/ advisors, to sign, execute and file and/ or modify including withdrawal all such forms, papers, application, petition, affidavit, indemnity, undertaking and documents with statutory / regulatory authorities, any other government authorities, as may be required under the Companies Act, 2013 and any statutory amendment(s) thereof and to represent the Company in all other matters incidental thereto as may be considered necessary and expedient including delegation of authority by way of letter of authority / power of attorney to any other persons, to issue notice/advertisements including but not limited to Publication of Notice in Newspaper(s), obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.

**RESOLVED FURTHER THAT** a copy of this resolution duly certified as a true Copy by the any Director or the Company Secretary, be submitted to the concerned authority and they are requested to rely upon the authority of the same.”

**By Order of the Board of Directors  
For InCred Financial Services Limited**

**Place: Mumbai  
Date: September 3, 2019**

**sd/-  
Vivek Bansal  
Whole Time Director & CFO**

Address: Unit No. 1502-A, 15th Floor,  
The Capital Building, C-70, G Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai-400051

**NOTES:**

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument appointing proxy duly completed should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. Corporate Members are required to send to the Company Secretary a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at AGM.
5. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. Members are requested to:
  - a) Notify immediately any change in their address to the Company.
  - b) Quote their Folio Numbers in all correspondence with the Company.
9. The Notice of the AGM along with the Attendance slip and Proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
10. Members seeking any detailed information with regard to accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
11. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
12. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Attendance slip is enclosed.
13. The shareholder needs to furnish the printed 'attendance slip' to enter the AGM venue.
14. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the AGM is enclosed.

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

The following sets out all material facts relating to items under Special Business mentioned in the accompanying Notice for convening the Extra-Ordinary General Meeting of the Company:

### **ITEM NO 4: WITHDRAWAL OF THE SPECIAL RESOLUTION NO. 1 PASSED BY THE MEMBERS AT THEIR MEETING HELD ON JANUARY 28, 2019**

The Members are informed that pursuant to the Board approval dated December 11, 2018 the Members at the extra-ordinary general meeting held on January 28, 2019, approved the shifting of registered office from 2nd Floor, Baba House, 87-B, Shahpur Jat, New Delhi -110049 to 1502-A, The Capital, B Wing, Bandra Kurla Complex, Mumbai – 400051 with a view to have better operational convenience and to carry on the business of the Company more economically and efficiently. However, the said inter-city shifting was put on hold for the time being.

In the meantime, the registered office of the Company was shifted from Shahpur Jat to Connaught Place effective August 1, 2019. Accordingly, the above said shifting approval from Shahpur Jat to Mumbai does not hold good.

Therefore, the shareholders resolution dated January 28, 2019 for the aforementioned matter requires to be withdrawn. However, as per "Secretarial Standards-2 on General Meetings", a shareholder resolution which could not be pursued can be rescinded/ withdrawn in a subsequent shareholders meeting only.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 for cancellation of Special resolutions passed for the aforementioned matters.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

### **ITEM NO. 5: SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM UNION TERRITORY OF DELHI TO THE STATE OF MAHARASHTRA**

The Members are informed that the entire senior management of the Company is based out of the Corporate office of the Company in Maharashtra. Therefore, it is proposed to shift the Registered Office of the Company from the Union Territory of Delhi situated at 406, 4th Floor, Competent House, Middle Circle, F-block, Connaught Place, New Delhi -110001 to the State of Maharashtra at the address 1502-A, The Capital, B Wing, Bandra Kurla Complex, Mumbai – 400051, with a view to have better operational convenience and to carry on the business of the Company more economically and efficiently.

The members are requested to note that the aforementioned special resolution is being passed in supersession of the earlier special resolution passed at the Extra ordinary general meeting of the members held on January 28, 2019.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 4.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

**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 Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID	DP ID

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature ....., or failing him	
Name :	E-mail Id:
Address:	
Signature ....., or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27<sup>th</sup> Annual general Meeting of the company, to be held on Wednesday, September 25, 2019 at 1:00 P.M. at the Registered office of the Company situated at 406, 4<sup>th</sup> Floor, Competent House, Middle Circle, F-block, Connaught Place, New Delhi -110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(s)	Vote	
		For	Against
	<b>ORDINARY BUSINESS</b>		
1.	To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019 together with the Report of the Auditors thereon.		
3.	To appoint a Director in place of Mr. Bhupinder Singh (DIN: 07342318), who retires by rotation and, being eligible, offers himself for re-appointment.		
	<b>SPECIAL BUSINESS</b>		
4.	Withdrawal of the special resolution no. 1 passed by the members at their meeting held on January 28, 2019		
5.	Shifting of the Registered Office of the Company from union territory of Delhi to the state of Maharashtra		

Signed this \_\_\_\_ day of \_\_\_\_ 2019

Affix Revenue Stamps
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Signature of Shareholder Signature of Proxy holder  
Revenue Stamp

Signature of the shareholder across

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company not less than 48 hours before the commencement of the Meeting**

**ATTENDANCE SLIP**

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE  
ENTRANCE OF THE MEETING VENUE.

Joint shareholders may obtain additional slips on request.

Master Folio No:	
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NAME AND ADDRESS OF SHAREHOLDER: \_\_\_\_\_

NAME OF PROXYHOLDER: \_\_\_\_\_

NO. OF SHARES HELD: \_\_\_\_\_

I hereby record my presence at the 27<sup>th</sup> Annual General Meeting of the Members of INCRED FINANCIAL SERVICES LIMITED held on Wednesday, September 25, 2019, at 1:00 P.M. at the Registered office of the Company situated at 406, 4th Floor, Competent House, Middle Circle, F-block, Connaught Place, New Delhi -110001

Signature of the Shareholder or Proxy: \_\_\_\_\_

**NOTES:**

(1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

(2) In the case of joint holders, the votes of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Registers of Members.

## Route Map for venue of Annual General Meeting

