

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the Members of the **ELECTRONICA FINANCE LIMITED** will be held at the Registered Office of the Company at 128/A, Plot No. 3, Kailashchandra Appartments, Paud Road, Kothrud, Pune 411038 on Monday the 27th day of March, 2017 at 11:00 a.m., to transact the following business:

1. To consider and if thought fit, to pass with or without modification the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71, 179, 180 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, subject to such approvals, consents, permissions and sanctions as may be necessary or required from any authority(ies) which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”), the approval of the Members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for Secured / Unsecured Redeemable Non-Convertible Debentures, in one or more series/ tranches, of the aggregate nominal value up to Rs. 150 Crore (Rupees One Hundred Fifty Crore), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

**BY ORDER OF THE BOARD OF DIRECTORS
FOR ELECTRONICA FINANCE LIMITED**

Sd/-

**SHILPA POPHALE
MANAGING DIRECTOR
DIN: 00182457**

**Date: 23rd January, 2017
Place: Pune**

NOTES:

- a) The explanatory statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of the above resolution is enclosed.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- c) PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME APPOINTED FOR THE MEETING.
- d) Members/ proxies are requested to bring the attendance slip duly filled & signed in accordance with their specimen signature registered with company.
- e) Members may also note that, the notice of Extra Ordinary General Meeting will also be available on the company's website www.efl.co.in
- f) The route map of the venue of Extra Ordinary General Meeting is enclosed. The prominent landmark near the venue is P. N. Gadgil Jewellers.

Statement to be annexed to notice as required under Section 102(1) of the Companies Act, 2013

ITEM NO. 1:

The company proposes to issue Non-convertible Debentures (NCD's) on private placement basis to the identified person(s)/ entities/ Body corporate whether or not they are member(s) of the Company to part finance the growth of the portfolio of the issuer & general corporate purpose for the ordinary course of business. The Board is of the view that this issue is beneficial for the Company.

Pursuant to Sections 23, 42, 71, 179, 180 & other applicable provisions, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company consent of the members is required to be obtained by way of special resolution.

The Board is proposed to be authorized to finalize the Private Placement Offer Letter, Information Memorandum, if any governing NCD's and to allot them.

The Directors recommend a special resolution as set out at Item no. 1 of the notice for your approval.

None of the director of the Company is in any way, concerned or interested in the proposed Special Resolution.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR ELECTRONICA FINANCE LIMITED**

Sd/-

**SHILPA POPHALE
MANAGING DIRECTOR
DIN: 00182457**

**Date: 23rd January, 2017
Place: Pune**

ATTENDANCE SLIP

I hereby record my presence at the Extra Ordinary General Meeting held on Monday the 27th day of March, 2017 at 11.00 A.M. at the Registered Office of the Company at 128/A, Plot No. 3, Kailashchandra Apartments, Paud Road, Kothrud, Pune 411038

Member's Folio No.	
Name of Member / Proxy Holder	
No. of Shares held	
Members / Proxy Holders Signature	

NOTES:

1. Members/ Proxy Holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Formal system of entry will be strictly adhered.

PROXY FORM
Form No. MGT-11

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

CIN: U65910PN1990PLC057017

Name of the company: Electronica Finance Limited

Registered office: 128/A, Plot No.3, Kailashchandra Apartments, Paud Road, Kothrud, Pune-411038

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

1. Name:
Address:
E-mail Id:
Signature: _____, or failing him
2. Name:
Address:
E-mail Id:
Signature: _____, or failing him
3. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Monday the 27th day of March, 2017 at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

Special Business

1. To issue NCD's on private placement basis

Signed this _____th day of _____ 2017

Signature of Shareholder

Signature of Proxy holder(s)

Affix one Rupee Revenue Stamp
--

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting

***Location Map**

