



NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRAORDINARY GENERAL MEETING IN FY 2017-18 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 FRIDAY THE 16TH DAY OF JUNE, 2017 AT 11:00 A.M., TO TRANSACT THE FOLLOWING BUSINESS

SPECIAL BUSINESS:

1. To consider and if thought fit to pass the following resolution, with or without modification, as an **ORDINARY RESOLUTION:**

PURCHASE OF LAND:

“RESOLVED THAT pursuant to provisions of Section 188 read with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/s or re-enactment/s thereof for the time being in force), consent of the members of the company be and is hereby accorded to the material Related Party Contract to be entered into between the company and the Promoters of the company - Mr. Shrikant Raghunath Pophale, Director & Mrs. Manisha Shrikant Pophale, relative of Director who are related parties for this transaction which is being entered into by the Company for purchase of land admeasuring 734.04 sqm. located in Erandwane, Pune for approximate total consideration of Rs.16,00,00,000/- (Rupees Sixteen Crores only)

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such acts, deeds & things that may be proper, desirable or expedient and to execute all documents, agreements & writings as may be necessary, proper desirable or expedient to give effect to this resolution.”

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

Sd/-

**SHILPA POPHALE
MANAGING DIRECTOR
DIN: 00182457**

Date: 12th May, 2017
Place: Pune

Electronica Finance Limited

Registered Address : 128/A, Kailashchandra, Paud Road, Kothrud
Pune - 411038, Maharashtra (India)

Telephone No. : +91 20 67290700

Toll Free No. : 1800 233 9718 | web : www.efl.co.in

Corporate Identification Number of EFL : U65910PN1990PLC057017





NOTES:

1. The Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 with respect to the special business setting out material facts are annexed herewith.
2. 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.
3. Pursuant to Secretarial Standard 2 (SS 2) issued by the Institute of Company Secretaries of India the route map for reaching the meeting venue is annexed.
4. The form of proxy in order to be effective should be duly filled, stamped, signed, and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting and the proxy need not be a member of the company.
5. Members/ proxies are requested to bring the attendance slip duly filled & signed in accordance with their specimen signature registered with company.
6. 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
7. The route map of the venue of Extra Ordinary General Meeting is enclosed. The prominent landmark near the venue is P. N. Gadgil Jewellers.

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

Item 1

The company is planning to construct its Corporate Head Office Building. For the said building, it is proposed to buy the immovable property which presently is owned jointly by Mr. Shrikant R. Pophale - Promoter & his wife Mrs. Manisha Pophale. The property is in the nature of pen plot of Land in respect of which plan of proposed commercial building thereon has already been approved. The area of the plot is approx. 734.04 sqm. The land is located at 52/A, Erandawana, Kothrud, Pune. The Individual area shared by Mr. Shrikant R. Pophale is 622.56 sqm(approx.) & Mrs. Manisha Pophale is 111.48 sqm(approx.). This being a "Related party transaction", following information is given as per Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014:

- (a) **Name of Related party** = Mr. Shrikant R. Pophale & Mrs. Manisha Pophale
- (b) **Name of the director or Key managerial personnel who is related, if any.** = Mr. Shrikant R. Pophale, Ms. Shilpa Shrikant Pophale, Mrs. Mugdha Rahul Kaskhediker
- (c) **Nature of Relationship** = Ms. Shilpa Shrikant Pophale, Mrs. Mugdha Rahul Kaskhediker are daughters of Mr. Shrikant R. Pophale, Director of the Company
- (d) **Nature, material terms, monetary value & particulars of the contract or arrangement** = Purchase of land alongwith already approved construction plan & all rights accruing therefrom. The land as detailed in Annexure A is proposed to be purchased by the Company at approximate consideration of Rs. 16 Crores based on the valuation report obtained from Government Approved Registered Valuer.
- (e) **Any other information relevant or important for the members to take a decision on the proposed resolution** = Payment of Rs. 16 Crore includes re imburement of Rs. 1 Crore for approval of plan and related expenses.

The details of the land are given in the Annexure A attached herewith.

None of the directors, key managerial personnel or their relatives are interested in the said resolutions, other than Mr. Shrikant R. Pophale, Ms. Shilpa Shrikant Pophale, Mrs. Mugdha Rahul Kaskhediker

The market value of the land is Rs. 16, 31,50,000/- as per the valuation report obtained from Government Approved Registered Valuer. The company is also taking another Valuation Report for the said property and the fair value will be the average of 2 values obtained from two different valuation Reports. The audit committee has also considered & reviewed the transaction and the consideration at which land is being purchased which is fair, proper and at arms length.

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The relevant documents including title deeds, Index II, the plan indicating boundaries, location and area of the property along with the valuation report is available for inspection at the registered office of the company during office hours on all working days.

Accordingly, the Board recommends passing of the resolutions as set out in the accompanying notice as an **Ordinary Resolution**.

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

Sd/-

**SHILPA POPHALE
MANAGING DIRECTOR
DIN: 00182457**

**Date: 12th May 2017
Place: Pune**

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ANNEXURE A
DETAILS OF THE PLOT TO BE PURCHASED

Owner of the Property	Mr. Shrikant Pophale & Mrs. Manisha Pophale
Area of land	The property is a land admeasuring 734.04 sqm.
Situated At	52/A, Erandawana, Kothrud, Pune
Boundaries	The property is bounded as follows Towards North: 6 mt wide road Towards East: Shrey Apartment Towards South: Krishna Apartment Towards West: Existing 9 mt & proposed 18 mt wide road

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ATTENDANCE SLIP

I hereby record my presence at the First Extra Ordinary General Meeting in F. Y. 2017-18 held on Friday the 16th day of June, 2017 at 11.00 A.M. at the Registered Office of the Company at 128/A, Plot No. 3, Kailashchandra Appartments, 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.

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**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 Appartments, 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 First Extra Ordinary General Meeting in F. Y. 2017-18 of the company, to be held on Friday the 16th day of June, 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 approve the Related Party Transaction for purchase of land from Mr. Shrikant Pophale and Mrs. Manisha Pophale

Signed this _____th day of _____ 2017

Signature of Shareholder

Signature of Proxy holder(s)

Affix one
Rupee
Revenue
Stamp

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***Location Map**

