



NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRD 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 TUESDAY THE 27TH DAY OF MARCH, 2018 AT 10:00 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, Chief Financial Officer & Company Secretary be and are hereby severally 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/-

**KHWAHISH RAWAL
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO. A32119**

**Date: 29th January, 2018
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 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.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the proposed resolution.

The Board recommend a Special Resolution as set out in item No. 1 for approval of the members.

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

Sd/-

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**Date: 29th January, 2018
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ATTENDANCE SLIP

I hereby record my presence at the Third Extra Ordinary General Meeting in F. Y. 2017-18 held on Tuesday the 27th day of March, 2018 at 10.00 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 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 Third Extra Ordinary General Meeting in F. Y. 2017-18 of the company, to be held on Tuesday the 27th day of March, 2018 at 10.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

Special Business

1. To approve the issuance of NCDs for an aggregate Nominal value of Rs. 150 Crores

Signed this _____th day of _____ 2018

Signature of Shareholder

Signature of Proxy holder(s)

Affix one
Rupee
Revenue
Stamp

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