



NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting (AGM) of the Members of **ELECTRONICA FINANCE LIMITED** will be held on Wednesday, the 27th day of September, 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 - 411 038, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider & adopt the Audited Balance Sheet and Statement of Profit & Loss as at 31st March 2017 and the reports of Directors' and Auditors' thereon.
2. To declare Dividend on Equity Shares
3. To appoint a Director in place of Ms. Shilpa Pophale, (holding DIN: 00182457) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s S.R.Batliboi & Co, Chartered Accountants (Firm Registration No. 301003E / E300005), be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s M. P. Chitale & Co., Chartered Accountants, Pune (Registration No.:101851W), to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 32nd Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every Annual General Meeting if so required under the Act), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013, as amended from time to time, Mr. Milind Nagnath

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



Limaye (DIN : 00334854), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 27th March, 2017 and who holds office upto the date of this Annual General meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for first term of five consecutive years up to 26th March, 2022.

RESOLVED FURTHER THAT any Director, Mr. Sanjiv Roy, Chief Executive Officer, Mr. Sudeep Bhatia, Chief Financial Officer and Ms. Khwahish Rawal, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things necessary to give effect to the abovementioned resolution.”

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

“**RESOLVED THAT** Mrs. Mugdha Kaskhediker (DIN: 01764793), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 26th October, 2016 in terms of Section 161 of the Companies Act, 2013 and Article 129 of Article of Association of the Company and who hold office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.”

RESOLVED FURTHER THAT any Director, Mr. Sanjiv Roy, Chief Executive Officer, Mr. Sudeep Bhatia, Chief Financial Officer and Ms. Khwahish Rawal, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things necessary to give effect to the abovementioned resolution.”

7. To consider and if thought fit, to pass with or without modifications, the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT

- a) pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such approvals as may be required, if any, the consent of the Company be and is hereby accorded to the appointment of Mrs. Mugdha Kaskhediker (DIN: 01764793) as Whole Time Director of the Company for a period of three years w.e.f. 26th October, 2016 on the terms and conditions including remuneration as set out in the

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Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year.

- b) The Board of Directors of the Company be and are hereby also authorised to:
- i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board and acceptable to Mrs. Mugdha Kaskhediker, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.
 - ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution

RESOLVED FURTHER THAT for the purpose of complying with the provision of Section 152 of the Companies Act, 2013 (the Act) Mrs. Mugdha Kaskhediker (DIN: 01764793), shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Director, Mr. Sanjiv Roy, Chief Executive Officer, Mr. Sudeep Bhatia, Chief Financial Officer and Ms. Khwahish Rawal, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things necessary to give effect to the abovementioned resolution.”

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

“**RESOLVED THAT** pursuant to provisions of Section 42 and 62(1)(c) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/s or re-enactment/s thereof the time being in force) and subject to the provisions of the Articles of Association and approvals from Secured Creditors, Debenture Trustees or any other approvals from such authorities as may be required, consent of the members of the company be and is hereby accorded to the Board of Directors to allot 11,87,045 (Eleven Lakhs Eighty Seven Thousand and Forty Five only) equity shares at issue price of Rs 58.97/- per share on private placement basis to following person/s identified and recorded under the provisions of section 42(7) of the Companies Act, 2013:

Sr. No.	Name	No. of Equity Shares of Rs. 10/- each to be offered
1.	Mr. Shrikant Pophale	11,87,045
	TOTAL	11,87,045

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RESOLVED FURTHER THAT the Letter of Offer in Form PAS-4, as placed before the meeting for its approval, be and is hereby approved as the 'Private Placement Letter of Offer' to be circulated to persons identified and recorded in Form PAS-5.

RESOLVED FURTHER THAT any Director, Mr. Sanjiv Roy, Chief Executive Officer, Mr. Sudeep Bhatia, Chief Financial Officer and Ms. Khwahish Rawal, Company Secretary of the Company be and are hereby severally authorized to issue the Letter of Offer and to do all such acts, deeds and things as may be necessary to implement the said resolution."

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

Sd/-

**SHILPA POPHALE
MANAGING DIRECTOR
DIN: 00182457**

Date: 26th July, 2017

Place: Pune

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NOTES:

1. A member entitled to attend and vote at the annual general meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf
4. Location Map of the place of the meeting is enclosed.
5. Attendance slip of the meeting is enclosed.
6. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

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

ITEM NO. 5

Mr. Milind Limaye was co-opted as an Additional Director of the Company with effect from 27th March, 2017 and he ceases to hold office from the date of Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount proposing the candidature of Mr. Milind Limaye for the office of the Director of the Company.

The Company has received consent in writing from Mr. Milind Limaye to act as Director and intimation to the effect that he is not disqualified from being a Director under Section 164 of the Companies Act, 2013.

The Company has received a declaration from Mr. Milind Limaye that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. Milind Limaye fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013. A copy of draft letter of Appointment, setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The resolution seeks the approval of members for appointment of Mr. Milind Limaye as Independent Director pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder to hold office for first term of five consecutive years up to 26th March, 2022.

Except Mr. Milind Limaye and his relatives, to the extent of their shareholding interest, if any, in the Company, 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 commends the Ordinary Resolution as set out in item No. 5 for approval of members.

ITEM NO. 6 & 7

The Board of Directors at their meeting held on 26th October, 2016, on the recommendation of Nomination and Remuneration committee had appointed Mrs. Mugdha Kaskhediker as an Additional director of the Company w.e.f 26th October, 2016. Further the Board had designated her as Whole Time Director of the Company for a period of three years with effect from 26th October, 2016. In terms of Section 161 of the Companies Act, 2013. Mrs. Mugdha Kaskhediker hold office up to the date of Annual General Meeting and is eligible for appointment. The Directors decided to make the office of Mrs. Mugdha Kaskhediker liable to retire by rotation. The Company has received a notice in writing from a member alongwith the deposit of requisite

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amount proposing the candidature of Mrs. Mugdha Kaskhediker for the office of the Director of the Company.

Mrs. Mugdha Kaskhediker has a Postgraduate degree in Marketing & Finance from Symbiosis Institute and M. A. Economics from Pune University. Mrs. Mugdha Kaskhediker has been playing a very important role in managing the overall Group's marketing and branding activities. Her published research papers have covered various topics such as Telecom, International Marketing, Market Analysis & Branding strategies. With hands on experience in sales, Mrs. Mugdha Kaskhediker has been managing the business of Crimping Machines for over 2 years for Electronica Hitech Engineering Pvt. Ltd

The Company has received consent in writing from Mrs. Mugdha Kaskhediker to act as Director and intimation to the effect that she is not disqualified from being a Director under Section 164 of the Companies Act, 2013.

The terms of remuneration have also been approved by the Nomination and Remuneration Committee of the Board of Directors as per the requirement of the Companies Act, 2013 read with Schedule V. The terms and conditions of her appointment are as under:

1. Salary : Rs. 75,517/- per month with such increments as the Board may decide from time to time
2. Special Allowance :Rs. 18,233/- (Rupees Eighteen Thousand Two Hundred and Thirty Three only) per month with such increments as the Board may decide from time to time. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave Encashment.
3. Perquisites : In addition to the salary and special allowance, Mrs. Mugdha Kaskhediker shall be entitled to the following perquisites:

Category 'A'

i) Housing :

- a) The expenditure incurred by the Company on hiring unfurnished accommodation for her shall be subject to a ceiling, namely (for residence in Pune/outside Pune), 40% of the basic salary, over and above 10% payable by her, or
- b) In case the accommodation is owned by the Company 10% of the basic salary shall be deducted by the Company, or
- c) In case no accommodation is provided by the Company, a house rent allowance subject to a ceiling laid down in (a) above shall be paid.

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The expenditure incurred by the Company on Gas, Electricity, Water and furnishing shall be valued as per Income Tax Rules, 1962 and shall be subject to a ceiling of 10% of the salary.

ii) Medical Reimbursement:

Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family shall be payable as per Company policy.

iii) Leave Travel Concession:

Leave Travel Expenses for self and family in accordance with the policy of the Company.

iv) Medical Insurance and Personal Accident Insurance:

As per the Policy of the Company.

For the purpose of this category "family" means the spouse, the dependent children and dependent parents.

Category 'B'

i) Provident Fund:

Company's contribution to Provident Fund shall be as per the scheme of the Company

ii) Gratuity:

Payable as per the rules of the Company.

iii) Leave and other benefits etc. as applicable to other Employees of the Company

Category 'C'

i) Car:

Provision of car for use on Company's business. Use of car for private purpose shall be billed by the Company.

ii) Telephone:

Telephone at residence. Personal long distance calls shall be billed by the Company.

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MINIMUM REMUNERATION

Notwithstanding anything to the contrary hereinabove contained, where, in the financial year during the currency of the tenure of the Whole Time Director, the Company had no profits or had inadequate profits, the Company will pay remuneration to the Whole Time Director by way of salary, personal pay, perquisites and allowances not exceeding the sum specified in Para 1(A) of Section II of Part II of the Schedule V of the Companies Act, 2013.

Except Mrs. Mugdha Kaskhediker and her relatives, to the extent of their shareholding interest, if any, in the Company, 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 commends the Ordinary Resolution as set out in item No. 6 & 7 for approval of the members.

ITEM No. 8

The Company intends to raise further capital by issuing equity shares for the growth and expansion of the Company. The provisions of the Companies Act, 2013 and the rules prescribed there under require approval of the shareholders of the Company by way of a special resolution, for the issuance of shares by the Company by way of preferential offer.

The material facts and information concerned with and relevant to the issue of such shares to enable the members to understand the meaning, scope and implications of such issue of shares and to take decision thereon are listed herein below for their consideration:

The Company proposes to issue equity shares to:

1. Mr. Shrikant Pophale, Executive Director

Sr. No.	Subject	Particulars
1.	Size of the issue	Rs. 7,00,00,044/- [Rupees Seven Crore and Forty Four Only]
2.	Number of shares to be issued	11,87,045 equity Shares of Rs. 10/- each
3.	Nominal value	Rs. 10/- per equity Shares.
4.	Nature of shares	Equity Shares

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5.	Objective of the issue	For growth, expansion of business of the Company and working capital needs of the Company including general corporate purpose and for the purpose of investment.
6.	Manner of issuance	Issue of shares through Private Placement under provisions of Section 42 of the Companies Act, 2013
7.	Issue Price of shares	Rs. 58.97/- per equity share
8.	The basis on which the price has been arrived at	The Private Placement offer is valued on the basis of valuation done by Independent valuer following Net Asset Method of Valuation of equity shares of the Company.
9.	Terms of issue	The Equity shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects.
10.	Pre and post issue shareholding pattern of the Company	Attached herewith as Annexure I

None of the directors, key managerial personnel or their relatives are interested in the said resolutions, except to the extent of their shareholding. Mr. Shrikant Pophale, Executive Director of the company along with his relatives, be considered having interest in passing this resolutions since shares are proposed to be offered to him.

Accordingly, the Board commends Special Resolution as set out in Item No. 8 for approval of members.

ANNEXURE I

THE PRE ISSUE AND POST ISSUE SHAREHOLDING PATTERN OF THE COMPANY

Sr No.	Category	* Pre Issue		Post Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' Holding				
1.	Indian :				

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	Individual/ HUF	17,30,275	7.83	29,17,320	12.52
	Bodies Corporate	2,01,64,245	91.19	2,01,64,245	86.55
	Sub Total	2,18,94,520	99.02	2,30,81,565	99.07
2.	Foreign Promoters	0	0	0	0
	Sub Total (A)	2,18,94,520	99.02	2,30,81,565	99.07
B	Non-Promoters' holding :				
1.	Institutional Investors	0	0	0	0
	Private Corporate Bodies	0	0	0	0
	Directors and Relatives	0	0	0	0
	Indian Public	2,16,180	0.98	2,16,180	0.93
	Others (Including NRIs)	0	0	0	0
	Sub Total (B)	2,16,180	0.98	2,16,180	0.93
	GRAND TOTAL (A+B)	2,21,10,700	100	2,32,97,745	100

* As on 30/06/2017

BY ORDER OF THE BOARD OF DIRECTORS OF
ELECTRONICA FINANCE LIMITED

Sd/-

SHILPA POPHALE
MANAGING DIRECTOR
DIN: 00182457

Date: 26th July, 2017
Place: Pune

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DETAILS OF THE DIRECTOR SEEKING APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Ms. Shilpa Pophale	Mr. Milind Limaye	Mrs. Mugdha Kaskhediker
Category	Promoter-Executive	Independent - Non Executive	Promoter-Executive
Interse Relationship	Daughter of Mr. Shrikant Pophale, Chairman of the Company and sister of Mrs. Mugdha kaskhediker, Additional Director (Whole-time) of the Company.	None	Daughter of Mr. Shrikant Pophale, Chairman of the Company and sister of Ms. Shilpa Pophale Managing Director of the Company.
Date of Birth	09/03/1971	30/08/1960	10/06/1982
Date of Appointment	01/06/2006	27/03/2017	26/10/2016
Qualification	<ol style="list-style-type: none"> 1. Master of Science from Pune University 2. Programme for Leadership Development from 'Harvard Business School' 3. Venture Capitalist Development Program from 'Indian School of Business' 	<ol style="list-style-type: none"> 1. Highly qualified having Industry experience of over 20 years. 	<ol style="list-style-type: none"> 1. Post graduate degree in Marketing & Finance 2. M. A. Economics

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Expertise in specific functional areas	Ms. Shilpa Pophale has been associated with Electronica Finance Limited (EFL) for over eighteen years and has worked in multiple roles before becoming the Chief Executive Officer of the Company in 2003 & taking over as the Managing Director of the company in 2007.	Mr. Milind Limaye is a whole Time Director in Ceva Polchem Private Limited having 20 years of industry experience in Biosecurity and Biotechnology for poultry and animal health segments.	Mrs. Mugdha Kaskhediker has been playing a very important role in managing the overall Group's marketing and branding activities
List of other Public Companies in which Directorships held #	1. Electronica Industries Limited	-	-
Chairman/Member of the Committee of the Board of Directors of the Company.	Chairman 1. Asset Liability Management Committee 2. Risk Management Committee 3. Investment / Demand & Call Loan Policies Committee 4. Bank Borrowing Committee 5. Corporate	Chairman 1. Nomination & Remuneration Committee Member 1. Audit Committee 2. Risk Management Committee	Member 1. Asset Liability Management Committee 2. Risk Management Committee 3. Investment / Demand & Call Loan Policies Committee 4. Bank Borrowing Committee 5. Corporate

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	Social Responsibility Committee		Social Responsibility Committee
Chairman/Member of the Committees of Directors of other Companies :			
a. Audit Committee	-	-	-
No. of Equity Shares held in Company	31,500	-	22,000

Excludes Directorships in Private Limited Companies, Foreign Companies, Foundations, Memberships of Management Committees of various Chambers, Bodies and Section 8 Companies.

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ATTENDANCE SLIP

I hereby record my presence at the 27th Annual General Meeting held on Wednesday, the 27th day of September, 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.

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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

- Name:
 Address:
 E-mail Id:
 Signature: _____, or failing him
- Name:
 Address:
 E-mail Id:
 Signature: _____, or failing him
- 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 Annual General Meeting of the company, to be held on Wednesday, the 27th day of September, 2017 at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolution Number	Resolution	For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Balance		

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	Sheet as at 31st March, 2017 and Statement of Profit & Loss for the period ended on that date and the Report of Directors and Auditors thereon.		
2	To declare the Dividend on Equity Shares.		
3	To appoint a Director in place of Ms. Shilpa Pophale (DIN: 00182457) who retires by rotation and being eligible, offers herself for re-appointment.		
4	To appoint Statutory Auditors and to fix their remuneration.		
Special Business			
5	To appoint Mr. Milind Limaye as an Independent Director of the Company.		
6	To appoint Mrs. Mugdha Kaskhediker as Director of the Company who will be liable to retire by rotation.		
7	To appoint Mrs. Mugdha Kaskhediker as Whole Time Director of the Company for the period of 3 years.		
8	To allot 11,87,045 (Eleven Lakhs Eighty Seven Thousand and Forty Five only) equity shares to Mr. Shrikant Pophale 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.

Electronica Finance Limited

Registered Address : 128/A, Kailaschandra, Paud Road, Kothrud
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Corporate Identification Number of EFL : U65910PN1990PLC057017



***Location Map**

