

NOTICE

Notice is hereby given that the 31st Annual General Meeting (AGM) of the Members of **ELECTRONICA FINANCE LIMITED** will be held on Thursday, the 30th day of September, 2021 at 4.00 P.M.(IST) at the Registered Office of the Company at 101/1, Erandawane 'Audumbar', Dr. Ketkar Road, Pune-411004 to transact the following business:

ORDINARY BUSINESS:

1. To consider & adopt the Audited financial statements of the Company together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2021
2. To declare the Dividend on 0.001% Compulsory Convertible Preference Shares (as converted basis) for the financial year ended 31st March, 2021.
3. To declare the Dividend on equity shares of the Company for the financial year ended 31st March, 2021.
4. To appoint a Director in place of Ms. Sujit Natekar (DIN: 00182517) who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider the Appointment of M/s Mukund M. Chitale & Co., Chartered Accountants as the Statutory Auditor of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and all applicable provisions of the Companies Act, 2013, (Including any statutory modification/ enactments thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), RBI regulations and other applicable regulatory provisions, if any, pursuant to the recommendations of the Audit Committee and the Board of Directors consent of members of the Company be and is hereby accorded to appoint M/s Mukund M. Chitale & Co., Chartered Accountants (Firm Registration No. 106655W) as the Statutory Auditors of the Company for a term of 3 (three) consecutive years to hold office from the conclusion of 31st Annual General Meeting (“AGM”) till the conclusion of the 34th Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors.

RESOLVED FURTHER THAT any Director or Company Secretary of the company be and be hereby severally authorized to do all such acts, deeds and things as may be required for the

above resolution.”

SPECIAL BUSINESS:

6. Appointment of Mr. Ameya Bijoor (DIN: 08905242) as the Nominee Director of the Company.

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 161(1) & other applicable provisions, if any of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification/ enactments thereof for the time being in force) and Articles of Association of the company, Mr. Ameya Bijoor (DIN: 08905242) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 11th November, 2020 and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from the member in writing, under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director along with requisite deposit proposing his candidature be and is hereby appointed as the Nominee Director of the Company (Representing ESF Holdings).”

“RESOLVED FURTHER THAT any Director or Company Secretary of the company be and be hereby severally authorized to do all such acts, deeds and things as may be required for the above resolution.”

7. Issuance of Non-Convertible Debentures of the aggregate nominal value up to Rs. 250 Crore in one or more tranches

To consider and if thought fit, to pass, with or without modifications, 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 (including External Commercial Borrowings denominated in foreign currency or Indian rupee), in one or more series/ tranches, of the aggregate nominal value up to Rs. 250 Crore (Rupees Two 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

Electronica Finance Limited

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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 any Director or Company Secretary of the company be and be hereby severally authorized to do all such acts, deeds and things as may be required for the above resolution.”

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



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

Date: 2nd September, 2021

Place: Pune

Notes:

1. Additional information, pursuant to Secretarial Standard – 2 i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at the Annual General Meeting (“AGM”), is furnished as a part of this Notice.
2. 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.
3. 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.
4. Corporate Members intending to appoint their authorised representatives to attend the AGM are required to send a certified copy (PDF Format) of its Board or Governing Body Resolution/Authorization, etc., to attend and vote on their behalf at the following email id: secretarial@efl.co.in
5. The Notice is being sent to all the Members whose names appeared in the Register of Members as on the close of business hours on 27th August, 2021

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6. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the AGM is annexed hereto. The disclosure as required under Standard 1.2.5 of the Secretarial Standard - 2 on General Meetings for the directors proposed to be appointed/re-appointed are provided in Annexure 1 to this notice.
7. The relevant Registers and all other documents referred to in this Notice will be available for inspection by the Members. The Members can send a request to the Company at secretarial@efl.co.in to inspect the same.
8. Location Map of the place of the meeting is enclosed.
9. Attendance slip of the meeting is enclosed.
10. 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.
11. 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. The Notice of the AGM along with the Annual Report for the FY 2020-21 is also available on the website of the Company www.efl.co.in
12. 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. 6

Mr. Ameya Bijoor was co-opted as a Nominee Director (Additional Director) pursuant to the Articles of Association of the Company and Section 161(3) read with other applicable provisions of the Companies Act, 2013 with effect from 11th November, 2020 and he holds office till the date of Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

Mr. Ameya Bijoor is a Partner with Encourage Capital and has nearly 20 years of experience in private equity, corporate finance and development. He is a member of the Investment Committee and Valuation Committee for the firm's latest private equity fund, Encourage Solar Finance, L.P. He was actively involved in the firm's investments in Ujjivan Financial Services, Development Credit Bank, Repco Home Finance, Fabindia and National Stock Exchange of India. He has also served as the Head of Operations for the Clinton Foundation HIV/AIDS Initiative in India where he helped to launch the local office by developing strategic objectives, negotiating partnership agreements and recruiting staff to support the Government of India

The Company has received a notice in writing from a member proposing the candidature of Mr. Ameya Bijoor for the office of the Director of the Company.

The Company has also received consent in writing from Mr. Ameya Bijoor 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 brief profile of Mr. Ameya Bijoor, in terms of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), is annexed to this Notice.

The resolution seeks the approval of members for appointment of Mr. Ameya Bijoor as Nominee Director

Except Mr. Ameya Bijoor, the appointee himself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

The Board accordingly recommends the special resolution as set out in Item No.6 of the Notice for approval of the members.

ITEM NO. 7

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 these issuances are beneficial for the Company and are required in ordinary course of Business.

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 Securities Operations Committee 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 Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

The Board accordingly recommends the special resolution as set out in Item No. 7 of the Notice for approval of the members.

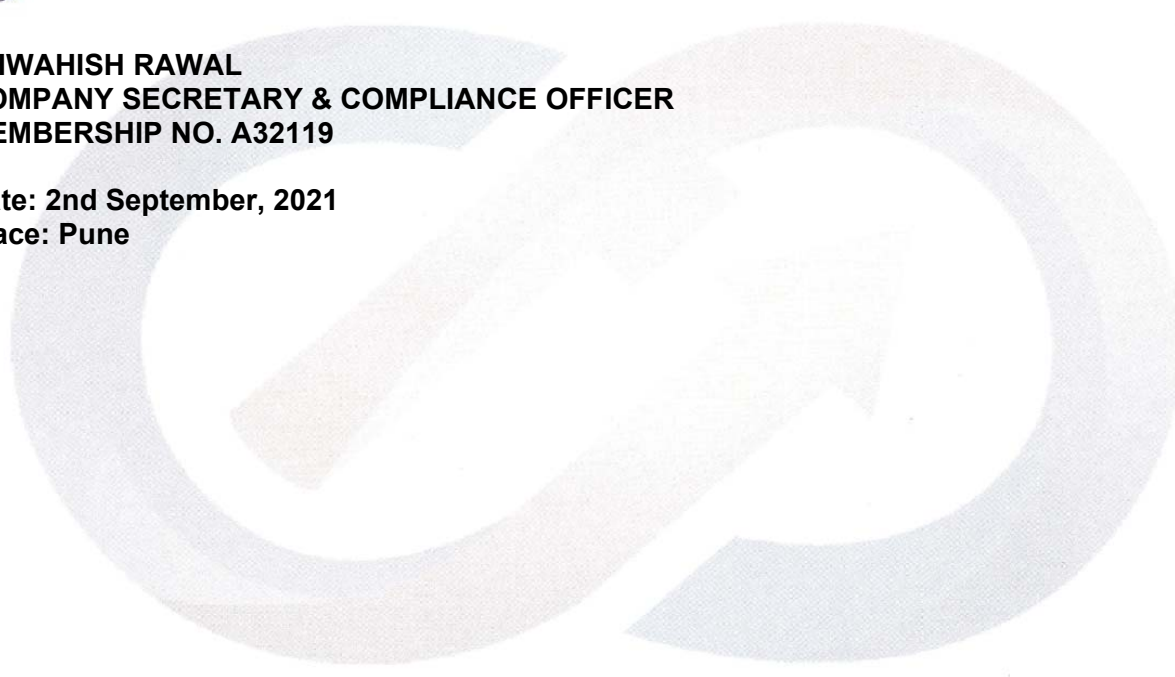
**BY ORDER OF THE BOARD OF DIRECTORS OF
ELECTRONICA FINANCE LIMITED**



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

Date: 2nd September, 2021

Place: Pune



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...by your side

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Mr. Ameya Bijoor
Category	Non-Executive (Nominee Director)
Date of Birth	13/11/1977
Date of Appointment	11/11/2020
Qualification	He has a CPA (inactive) and received a B.B.A. in Accountancy, magna cum laude, from the University of Notre Dame and an M.B.A. from Harvard Business School
Expertise in specific functional areas	He has been actively involved in the Fund's investments in Development Credit Bank, National Stock Exchange of India, Repco Home Finance, Ujjivan Financial Services and Fabindia
List of other Public Companies in which Directorships held #	Nil
Membership/ Chairmanship of Committees other Boards	Nil
Remuneration sought to be paid	No remuneration payable
No. of Equity Shares held in Company	Nil
Disclosure of relationships between directors inter-se	None

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

ATTENDANCE SLIP

I hereby record my presence at the 31st Annual General Meeting held on Thursday, the 30th day of September, 2021 at 4.00 p.m. (IST) at the Registered Office of the Company at 101/1, Erandawane 'Audumbar', Dr. Ketkar Road, Pune-411004

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: U74110PN1990PLC057017
Name of the company: Electronica Finance Limited
Registered office: 101/1, Erandwane 'Audumbar', Dr. Ketkar Road, Pune-411004

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:
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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 31st Annual General Meeting of the company, to be held on Thursday, the 30th day of September, 2021 at 4:00 p.m. (IST) 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 consider & adopt the Audited financial statements of the Company together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2021		
2	To declare the Dividend on 0.001% Compulsory Convertible Preference Shares (as converted basis) for the financial year ended 31st March, 2021		
3	To declare the Dividend on equity shares (7% of Profit after Tax) of the Company for the financial year ended 31st March, 2021		
4	To appoint a Director in place of Ms. Sujit Natekar (DIN: 00182517) who retires by rotation and being eligible, offers himself for re-appointment.		
5	To consider the Appointment of M/s Mukund M. Chitale & Co., Chartered Accountants (Firm Registration No. 106655W) as the Statutory Auditors of the Company for a term of 3 (three) consecutive years to hold office from the conclusion of 31 st Annual General Meeting ("AGM") till the conclusion of the 34 th Annual General Meeting.		
Special Business			
6	Appointment of Mr. Ameya Bijoor (DIN: 08905242) as the Nominee Director of the Company.		
7	To approve issuance of Non-Convertible Debentures of the Company		

Signed this th day of 2021

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.