

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Family Credit Limited will be held on Monday, November 3, 2014 at 11 a.m. at City-2, Vidyanaigari Marg, C.S.T. Road, Kalina, Santacruz (East) Mumbai - 400098 to transact the following business:

Special Business:

1. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 (‘the Act’), Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, consent of the Members be and is hereby accorded to the Board of Directors and/ or Committee of Directors to offer, issue and allot, in one or more tranches, Secured or Unsecured Non-convertible Debentures/ Bonds on private placement basis (including on public placement basis) during the Financial Year 2014-2015, for an amount not exceeding Rs. 3,000/- Crore (Rupees Three Thousand Crore Only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board/ Committee of Directors to such person or persons, including one or more companies, bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person/persons as the Board/ Committee of Directors may decide so, however that the aggregate amount of funds to be raised by issue of Non-convertible Debentures/ Bonds shall not exceed Rs. 3,000/- Crore (Rupees Three Thousand Crore Only).

RESOLVED FURTHER THAT the Board of Directors and/ or Committee of Directors be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT notwithstanding the aforesaid supersession, all actions and decisions taken till date under the said resolution shall be valid and in order.”

2. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**

“RESOLVED THAT pursuant to provisions of Section 14 of the Companies Act, 2013, Clause No.36 of the Articles of Association of the Company be replaced with the following:

Clause No.36

“Sitting fees shall be paid to the Directors for attending the meeting of the Board of Directors or any Committee thereof, within the permissible limits and in accordance with the Companies Act, 2013 and Rules there under”

3. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**

(a) **Appointment of Mr. Mannil Venugopalan as an Independent Additional Director:**

“**RESOLVED THAT** pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and as per the Article of Association of the Company, Mr. Mannil Venugopalan (DIN 00255575), who has submitted his consent under DIR-2, be and is hereby appointed as an Independent, Additional Director of the Company, with immediate effect and who shall hold office upto the date of the next Annual General Meeting;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, read with Schedule IV of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and subject to the approval of the shareholders at the Annual General Meeting of the Company, Mr. Mannil Venugopalan (DIN 00255575), 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, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from October 17, 2014 to October 16, 2019 and that he shall not be liable to retire by rotation;

“**RESOLVED THAT** the notice of interest as submitted by Mr Mannil Venugopalan (DIN 00255575), under Section 184(1), Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014, and declaration under Section 164(2), Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with other applicable provisions & rules, be and are hereby taken on the record.”

RESOLVED FURTHER THAT, any one of the Directors or Mr. Amit Bhandari, Company Secretary or Mr. Jaymeen Shah, Authorized Signatory of the Company be and are hereby severally authorized to file necessary returns with the Ministry of Corporate Affairs, Government of India, make necessary entries in the Register of Directors and do all such necessary acts, deeds and sign all such documents required to give effect to the aforesaid resolution.”

(b) **Appointment of Mr Prabhakar B. as Independent Additional Director:**

“**RESOLVED THAT** pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and as per the Article of Association of the Company, Mr. Prabhakar B. (DIN 0021808), who has submitted his consent under DIR-2, be and is hereby appointed as an Independent,

Additional Director of the Company, with immediate effect and who shall hold office upto the date of the next Annual General Meeting;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, read with Schedule IV of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and subject to the approval of the shareholders at the Annual General Meeting of the Company, Mr. Prabhakar B. (DIN 0021808), 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, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from October 17, 2014 to October 16, 2019 and that he shall not be liable to retire by rotation;

“RESOLVED THAT the notice of interest as submitted by Mr. Prabhakar B. (DIN 0021808), under Section 184(1), Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014, and declaration under Section 164(2), Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with other applicable provisions & rules, be and are hereby taken on the record.”

RESOLVED FURTHER THAT, any one of the Directors or Mr. Amit Bhandari, Company Secretary or Mr. Jaymeen Shah, Authorized Signatory of the Company be and are hereby severally authorized to file necessary returns with the Ministry of Corporate Affairs, Government of India, make necessary entries in the Register of Directors and do all such necessary acts, deeds and sign all such documents required to give effect to the aforesaid resolution.”

**By order of the Board of Directors
For Family Credit Limited**

Sd/-

**Amit Bhandari
Company Secretary**

Date: October 23, 2014
Place: Kolkata

NOTES:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

- (b) THE STATEMENT, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE BUSINESS ABOVE IS ANNEXED HERETO.
- (c) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Shareholders are informed that the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate E-voting. E-voting is optional and Members shall have the option to vote either through e-voting or in person at the General Meeting. The detailed procedure is mentioned below. For the aforesaid purpose, the Company has appointed Mr. Alwyn D'souza, Practising Company Secretary as scrutinizer for scrutinizing e-voting process in a fair and transparent manner.

Procedure for voting through electronic means

The Company is pleased to offer e-Voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- ii. Now click on “Shareholders” to cast your votes
- iii. Now, select the Electronic Voting Sequence Number - “EVSN” along with “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- iv. Now, fill up the following details in the appropriate boxes:

User-ID	For Members holding shares in Demat Form:- a) For CDSL: 16 digits beneficiary ID b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID For Members holding shares in Physical Form:- • Folio Number registered with the Company
Password	Your Unique password allocated by the Company
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department

* Members who have not updated their PAN with the Company / Depository Participant are requested to use default number ‘DEFAULT NUMBER’ in the PAN field.

- v. After entering these details appropriately, click on “SUBMIT” tab.
- vi. Members holding shares in Physical form will then reach directly to the voting screen.
- vii. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- ix. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- x. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions given in the notice.
- xi. On the voting page, you will see Resolution Description and against the same the option ‘YES/NO’ for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- xii. Click on the Resolution File Link if you wish to view the Notice.
- xiii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xv. The e-voting period commences on October 31, 2014 from 9 a.m. and concludes on October 31, 2014 at 7 p.m. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.

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www.familycreditindia.com

CIN :- U65910WB1993FLC060810

ANNEXURE TO THE NOTICE

(Statement under Section 102 of the Companies Act, 2013)

Item No. 1

In order to meet the working capital requirements of the Company that may arise during FY'15, the Board of Directors of the Company at its meeting held on October 17, 2014 has, subject to the approval of Members in the general meeting proposed to issue Non-convertible Debentures/ Bonds to various person(s) on private placement basis (including public placement basis), at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board and/ or Committee of Directors. The amount to be raised by way of issue of Non-convertible Debentures on a private placement basis however shall not exceed Rs. 3,000 Crore (Rupees Three Thousand Crore) in aggregate.

It may be noted that Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Section 42 of the Companies Act, 2013, allows a company to pass a previous special resolution once in a year for all the offer or invitation for non-convertible debentures to be made during the year through a private placement basis in one or more tranches.

Consent of the Members is therefore sought in connection with the aforesaid issue of debentures/bonds from time to time and they are requested to authorize the Board (including any Committee of the Board) to issue Non-convertible Debentures/Bonds during the FY'15 on private placement basis upto Rs. 3,000 Crore (Rupees Three Thousand Crore) as stipulated above, in one or more tranches.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

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ANNEXURE TO THE NOTICE
(Statement under Section 102 of the Companies Act, 2013)

Item No. 2

The current Articles of Association of the Company does not allow the payment of sitting fees to the Directors. In view of the proposed induction of Independent Directors on the Board of the Company, it is proposed to amend the Articles of the Association of the Company to allow the payment of sitting fees to them.

The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 3

The new Companies Act, 2013 ("the Act"), has made several changes in the governance framework of the Companies. Further, the Section 149 (4) of the Act requires that every listed public company shall have at least one-third of the total number of directors as independent directors and the Companies (Appointment and Qualification of Directors) Rules, 2014 further prescribed that the following class of public companies should have atleast two independent directors:

- Companies having paid up share capital of Rs. 10 Crore rupees or more; or
- Companies having turnover of Rs. 100 Crore or more; or
- Companies which have, in aggregate, outstanding loans, debentures and deposits, exceeding Rs 50 Crore:

Accordingly, in view of the fact that the debentures of the company were listed on stock exchange and growing complexities in the business, it is proposed to appoint the Independent on the Board of the Company.

The Nomination & Remuneration Committee of the Company had, at its meeting held on October 17, 2014 had recommended the appointment of Mr. Mannil Venugopalan and Mr. Prabhakar B., as Additional, Independent Directors on the Board of the Company, had the relevant expertise and experience and also fulfilled the Independence criteria as laid out in Section 149(6) of the Companies Act, 2013.

Consent of the members is therefore sought for the Directors to be appointed as an Independent Directors on the Board of the Company for a term upto five consecutive years.

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

**By order of the Board of Directors
For Family Credit Limited**

Sd/-

**Amit Bhandari
Company Secretary**

Date: October 23, 2014
Place: Kolkata