

INDO CREDIT CAPITAL LIMITED

Regd. Office : 304, Kaling, B/h. Bata Show Room, Nr. Mt. Carmel School,
Ashram Road, Ahmedabad-380 009.

Tele Fax : 079-26580366 Email ID : indocredit@rediffmail.com

ICCL/BSE/0818/127
24th August, 2018

To,
The Department of Corporate Services
BSE Limited
Ground Floor, P. J. Tower
Dalal Street,
Mumbai - 400 001

Ref: Scrip Code: 526887

Dear Sir/Madam,

Sub: **Notice of the 25th Annual General Meeting (AGM) of the Company**

This is with reference to the above mentioned subject and in terms of applicable regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we are enclosing herewith a copy of notice of 25th Annual General Meeting of the Company scheduled to be held on Friday, 21st September, 2018 at 3.00 P.M. at 304 Kaling, Near Mt. Carmel School, B/h. Bata Show Room, Ashram Road, Ahmedabad, Gujarat-380009.

Kindly take the same on your records and acknowledge the receipt thereof.

Thanking You,

For, Indo Credit Capital Limited



(Sandip Gohel)
Company Secretary

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the members of INDO CREDIT CAPITAL LIMITED will be held on Friday, 21st day of September 2018 at 3.00 P.M. at 304, Kaling, Near Mt. Carmel School, B/h. Bata Showroom, Ashram Road, Ahmedabad -380 009, to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss for the year ended on that date together with the Directors' and Auditors' Report thereon.
2. To appoint Director in place of Mr. Ramkaran Saini (DIN: 00439446), Director of the Company who retires by rotation and being eligible offers himself for reappointment.
3. To ratify the appointment of Auditors of the Company and to fix their remuneration and, in this connection, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT**, pursuant to the provisions of Section 139, 142 and such other applicable provisions of the Companies Act, 2013, the appointment of M/s. Pranav R. Shah & Associates, Chartered Accountants (Firm Registration No. 0132072W) as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the twenty ninth Annual General Meeting of the Company at a remuneration and on terms plus out of pocket expenses as may be determined by the Board of Directors of the Company which was approved by the Members at the twenty fourth Annual General Meeting of the Company held on September 23, 2017, be and is hereby ratified."

SPECIAL BUSINESS:

4 To reappoint Mr. Ramakaran Saini (DIN: 00439446) as a Whole Time Director:

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, subject to approval from shareholders of the Company, Mr. Ramkaran Saini be and is hereby reappointed as whole-time director of the Company with effect from 26th February 2018, for a period of 5 (FIVE) years, without remuneration & upon the terms and conditions as detailed herein below:

- i. The reappointment shall be for a period of 5 (FIVE) years with effect from 26th February, 2018.
- ii. The Company shall reimburse to the Executive Director, such expenses as he may incurs on behalf of the company.
- iii. The Executive Director shall be liable to retire by rotation.
- iv. The Executive Director shall not be entitled to receive any sitting fee for attending the meeting of the Board of the Directors or Committee thereof from the date of his appointment."

"**RESOLVED FURTHER THAT** any Directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or Director to give effect to the aforesaid resolution."

5. To appoint Mr. Narayan Tiwari (DIN: 08147366), as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:-

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Narayan Tiwari, a non-executive Director of the Company, who has submitted 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 the period of five years with effect from 21st September, 2018.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

By Order of the Board of Directors

Place: Ahmedabad
Date: 06th August, 2018

Sd/-
Ramkaran Saini
Whole Time Director
Din: 00439446

REGISTERED OFFICE

304, Kaling, Near Mt.Carmel School,
B/H. Bata Show Room, Ashram Road,
Ahmedabad-380 009 Tele Fax – 079-26580366
CIN: L65910GJ1993PLC020651
Email – indocredit@rediffmail.com

Website: www.indocreditcapital.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies, in order to be effective, must be lodged at the registered office of the Company not later than 48 hours before the meeting.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 12th day of September 2018 to Friday, 21st day of September 2018 (both days inclusive).
3. The Company has appointed M/s. MCS Share Transfer Agent Limited., as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as INDO CREDIT CAPITAL LIMITED.
4. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
5. Members are requested to bring their copies of the Annual Report to the Meeting.
6. Members desiring any information on accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready for reply.
7. INDO CREDIT CAPITAL LIMITED is concerned about the environment and utilizes natural resources in sustainable way. The Ministry of corporate Affairs (MCA), Government of India, through its circular nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011, respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance.
Recognizing the spirit of the circular pertaining to Green Initiatives, issued by the MCA, we henceforth propose to send documents like the notice convening the general meetings, financial statements, Directors' Report, Auditors' Report etc. to the email address provided by you with your depositories.
We request you to update, your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email.
8. Members holding shares in physical form are requested to notify to the company's Registrar and share Transfer Agent, M/s. MCS Share Transfer Agent Ltd. quoting their folio, any change in their registered address with pin code and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant.
9. Corporate Members intending to send their authorized representatives under Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the Meeting.
10. In case of joint holding, the joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.

11. **Voting through Electronic means:**

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 as amended from time to time and regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

A. The instructions for members for voting electronically are as under:-

- (i) The remote e-voting period begins on Tuesday, 18th September, 2018 (11.00 a.m.) and ends on Thursday, 20th September, 2018 (5.00 p.m.). During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in physical form should enter folio number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/their Depository Participant are requested to use which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details/ DOB	Enter the Dividend Bank Details or Date of Birth in dd/mm/yyyy format as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company Please enter member id /Folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for ‘INDO CREDIT CAPITAL LIMITED’.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the voting cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If demat account holder has forgotten his/her existing password then enter the User ID and the image verification code and click on ‘Forgot Password’ and enter the details as prompted by the system
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile
- (xix) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- B.** The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13th September, 2018.
- C.** A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- D.** Ms. Rupal Patel, Practicing Company Secretary (Membership No. FCS 6275) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- E.** The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- F.** In terms of Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Ms. Rupal Patel, Scrutinizer, having office address at 303, Prasad Apt., Opp. Jain Derasar, S.M. Road, Nehru Nagar Cross Road, Ahmedabad-380015, Tel. No: 079-26420603, E-mail: roopalcs2001@gmail.com so as to reach him on or before 20th September, 2018 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.
- G.** The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.
- H.** The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- I.** The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.Indocreditcapital.com within 3 (three) days of conclusion of the annual general meeting and will be communicated to BSE Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.

ANNEXURE TO THE NOTICE
Explanatory Statement Pursuant To Section 102 of the Companies Act, 2013

Items No. 2 :

Details of Director seeking reappointment at Annual General Meeting:

Name	Mr. Ramkaran Saini
Date of Birth	12/07/1964
Qualification	SSC
Expertise	Experience in Finance
Directors of Company since	27/09/2015
Directorship in other public limited companies	One
Membership of Committees of other public limited companies	Nil
No. of Shares held in the Company	Nil

Items No. 4

TO REAPPOINT MR. RAMAKARAN SAINI (DIN: 00439446) AS A WHOLE TIME DIRECTOR:

Mr. Ramkaran Saini (DIN: 00439446), be and is hereby reappointed as whole-time director of the Company with effect from 26th February 2018, for a period of 5 (FIVE) years, As per the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013

Brief resume and other details of the Whole Time Directors whose appointment is proposed are provided in the annexure to the Explanatory statement attached herewith.

The Board recommends the resolution at Item No. 4 of the Notice, in relation to appointment of Mr. Ramkaran Saini as a Director, for your approval as a Special Resolution.

Save and except the above, none of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

Profile of the Directors being Appointed/Re-appointed:

Name	:	Mr. Ramkaran Saini
Date of birth	:	12/07/1964
Qualification	:	SSC
Expertise	:	Experience in Finance
Director of the Company since	:	27/09/2015
Directorship in other public limited companies	:	One
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	Nil

Items No. 5

To Appoint Mr. Narayan Tiwari (DIN: 08147366), as an Independent Director of the Company:

Name	:	Narayan Tiwari
Date of birth	:	13/03/1993
Qualification	:	SSC
Expertise	:	Administration
Director of the Company since	:	09 th June,2018
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	Nil

The Board recommend the said resolution for your approval.

Save and except the above, none of the other Directors or any key managerial personnel or any relative of any of the Director of the Company or the relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

By order of the Board of Directors

Place: Ahmedabad

Date:06th August, 2018

**Sd/-
Ramkaran Saini
Whole Time Director
DIN: 00439446**

REGISTERED OFFICE

304, Kaling, Near Mt.Carmel School, B/h. Bata
Show Room, Ashram Road, Ahmedabad-380
009 Tele Fax – 079-26580366
CIN: L65910GJ1993PLC020651
Email – indocredit@rediffmail.com
Website: www.indocreditcapital.com

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronics holding with the Depository through their concerned Depository Participants.

INDO CREDIT CAPITAL LIMITED

304, KALING, NEAR MT. CARMEL SCHOOL, B/H. BATA SHOW ROOM,
ASHRAM ROAD, AHMEDABAD-380 009.

Tele Fax – 079-26580366

CIN: L65910GJ1993PLC020651 Email – indocredit@rediffmail.com

Website: www.indocreditcapital.com

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Place. It helps us to make proper arrangements. Failure to bring this Attendance Slip will create unnecessary inconvenience to you.

Please write below

Registered Folio No	
No of Shares held	

Client ID	
DP ID :	

Full Name of the Member _____

Full Name of the Proxy _____

(In Block Letters, to be filled in if the proxy attends instead of the Member)

I hereby record my presence at the of the Company 25th ANNUAL GENERAL MEETING held at the Registered Office of the Company at 304, Kaling, Near Mt. Carmel School, B/h. Bata Showroom, Ashram Road, Ahmedabad-380 009 on Friday, 21st September, 2018 at 3.00 P.M.

Member's / Proxy Signature

NOTES :

1. Members/Proxy holders are requested to bring their copy of the Notice with them at the Meeting.
2. Please carry with you this Attendance Slip and hand over the same duly completed, stamped signed at the space provided, at the entrance of the Meeting Place.

Indo Credit Capital Limited

304, Kaling, Near Mt.Carmel School, B/H. Bata Show Room,
Ashram Road, Ahmedabad-380 009 Tele Fax – 079-26580366
CIN: L65910GJ1993PLC020651 Email – indocredit@rediffmail.com
Website: www.indocreditcapital.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail id:

Folio No./ Client Id:

DP ID:

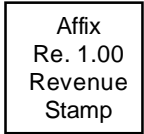
I/we, being the member (s) ofshares of the above named company, hereby appoint

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 :....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual general meeting of the company, to be held on the Friday of 21st September, 2018 At 03.00 P.M. at Ahmedabad 304, Kaling, Near Mt .Carmel School, B/H. Bata Show Room, Ashram Road, Ahmedabad-380009 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31 st March, 2018		
2	To appoint Director in place of Mr. Ramkaran Saini (DIN: 00439446) who retires by rotation and being eligible offers himself for reappointment		
3	To ratify appointment of Auditors of the Company		
4	To re-appoint Mr. Ramkaran Saini (DIN: 00439446) as a Whole Time Director		
5	To appoint Mr. Narayan Tiwari (DIN: 08147366), as an Independent Director of the Company		

Signature of shareholder



Signature of Proxy holder(s)

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.