

**NOTICE**

**NOTICE** is hereby given that the 23<sup>rd</sup> Annual General Meeting of the members of INDO CREDIT CAPITAL LIMITED will be held on Wednesday, the 28<sup>th</sup> day of September, 2016 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 31<sup>st</sup> March, 2016 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. Uttareshwar Vyas (DIN: 01905833), Director of the Company who retires by rotation and being eligible offers himself for reappointment.
3. To appoint M/s. Niraj N Thakkar & Co., Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company in place of M/s. Naimish N Shah & Co, the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting and to fix their remuneration for the financial year ending 31<sup>st</sup> March, 2021.

**SPECIAL BUSINESS:**

**4. Regularize the Appointment of Mr. Ramkaran Saini (DIN: 00439446), Additional Director of the Company:**

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

**"RESOLVED THAT** pursuant to provisions of Section 161 and all other applicable provisions of the Companies Act 2013 and Articles of Association of the Company, Mr. Ramkaran Saini (DIN: 00439446), who was appointed as an Additional Director by the Board of Directors w.e.f. 27/09/2015, who is eligible to be appointed as Director of the Company u/s 152 of the Companies Act, 2013 be and is hereby appointed as Director of the company whose term of office liable to determination for retire by rotation."

**"RESOLVED FURTHER THAT** any of the Director of the company be and is hereby authorised to file Form DIR-12 and make necessary entries in the Statutory register and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

**5. Appointment of Mr. Ramkaran Saini (DIN: 00439446), as a Whole-time Director of the company:**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary 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, Mr. Ramkaran Saini be and is hereby appointed as whole-time director designated as an Executive Director of the Company with effect from 27<sup>th</sup> February 2016, for a period of 2 (TWO) year, without remuneration & upon the terms and conditions as detailed herein below:

- 1) The appointment shall be for a period of 2 (Two) year with effect from 27th February, 2016.
- 2) The Company shall reimburse to the Executive Director, such expenses as he may incurs on behalf of the company.
- 3) The Executive Director shall be liable to retire by rotation.
- 4) 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 "

**6. Appointment of Mr. Pravinkumar Chavada (DIN: 07570166) 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 an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to provisions of Section 149,152 and all other applicable provisions of the Companies Act, 2013 and the rules framed there under as read with Schedule IV to the Companies Act, 2013, Mr. Pravinkumar Chavada (DIN: 07570166), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the

Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from him, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for one years with effect from **August 05, 2016 to August 04, 2017** and whose office shall not be liable to determination by retirement of directors by rotation.”

**7. Appointment of Mr. Uttareshwar Vyas (DIN:01905833) as Non-Independent Director of the company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions, if any, of the companies Act, 2013 (‘the Act’), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Uttareshwar Vyas (DIN: 01905833), who was appointed as Independent Director of the company from August 14, 2014 up to August 13, 2016, submitted a declaration that he meets the criteria for Appointment as a Non-Independent Director of the company be and is hereby appointed as Non-Independent Director of the Company, with effect from **August 14, 2016** and whose office shall be liable to determination by retirement of directors by rotation.”

**8. Re-appointment of Mrs. Bhanwar Kanvar (DIN:07192414) as an Independent 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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Bhanwar Kanvar (DIN:07192414), who has submitted a declaration that she 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 her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from **May 28, 2016 to May 27, 2021** and whose office shall not be liable to determination by retirement of directors by rotation.”

**9. Alteration in Article of Association 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 Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, the consent of shareholders of the company being accorded for Alteration of the articles of association of the company be and are hereby altered in the following manner:

The Existing Article 76(ii) of the article of association of the company be and is hereby deleted and the following new article 76(ii) be and is hereby substituted in lieu of the deleted Article.

“76 (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least One director or such other person as the Board may appoint for the purpose; and this one director or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.”

“**RESOLVED FURTHER THAT** the board of directors of the company or any committee thereof be and is hereby authorized to do, perform and execute all such acts, matters, deeds and things as it may consider necessary, expenditure, usual or proper to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirement in this regard and for any matters connected herewith or incidental hereto.”

**By Order of the Board of Directors**

**Place : Ahmedabad**

**Date : 20/08/2016**

**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

**Ramkaran Saini**  
**Director**

**DIN: 00439446**

**Uttareshwar Vyas**  
**Director**

**DIN: 01905833**

**Bhanwar Kanvar**  
**Director**

**DIN: 07192414**

## **INDO CREDIT CAPITAL LIMITED**

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### **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 Thursday, the 22<sup>nd</sup> day of September, 2016 to Wednesday, the 28<sup>th</sup> day of September, 2016 (both days inclusive).
3. The Company has appointed M/s. MCS Share Transfer Agent., 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 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 25<sup>th</sup> September, 2016 (9.00 a.m.) and ends on 27<sup>th</sup> September, 2016 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2016, 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](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (iv) Now enter your User ID
  - a. For CDSL : 16 digits beneficiary ID,
  - b. For NSDL : 8 character DP ID followed by 8 digits client ID,
  - c. 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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) 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.

(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 the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. (The Sequence Number is printed on Address Slip).  In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter <b>member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</b> .

(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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) 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](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.Voting@cdslindia.com](mailto:helpdesk.Voting@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](mailto: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.

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(xviii) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 September 21, 2015.
- 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 Clause 35B of the Listing Agreement, 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, Nehrunagar Cross Road, Ahmedabad-380015, Tel. No: 079-26420603, E-mail: [roopalcs2001@gmail.com](mailto:roopalcs2001@gmail.com) so as to reach him on or before 27<sup>th</sup> September, 2016 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 along with the Scrutinizer’s Report shall be placed on the Company’s website [www.Indocreditcapital.com](http://www.Indocreditcapital.com) within 2 (two) 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:**

<b>Name</b>	: <b>Mr. Uttareshwar Vyas</b>
<b>Date of birth</b>	: 21/09/1953
<b>Qualification</b>	: Chartered accountant
<b>Expertise</b>	: Finance, accounts, administration
<b>Director of the Company since</b>	: 21/01/2006
<b>Directorship in other public limited companies</b>	: Nil
<b>Membership of Committees of other public limited companies</b>	: Nil
<b>No. of Shares held in the Company</b>	: Nil

##### **Items No. 3**

The Company had received Notice of Resignation dated 20<sup>th</sup> August, 2016, under Section 140(4) read with Section 115 of the Companies Act, 2013 from M/s Naimish N Shah & Co., Chartered Accountants, Ahmedabad in its capacity as a Statutory Auditors of the Company and the Board have recommended appointment of M/s. Niraj N Thakkar & Co., Chartered Accountants, Ahmedabad, as Statutory Auditors in place M/s Naimish N Shah & Co, Chartered Accountants, Ahmedabad, the retiring Statutory Auditors. The change in the Statutory Auditor is proposed in order to remain at the forefront of good governance and in recognition of regulatory changes under the Companies Act, 2013. The Copy of the special notice for the appointment of new auditors is not required to be given in this report as provided under sub-section (2) of section 139 of the Companies Act, 2013.

##### **Items No. 4**

Mr. Ramkaran Saini (DIN: 00439446), was appointed as an Additional Director by the Board of Directors on 27/09/2016. As per the provisions of Section 161 of the Company Companies Act, 2013. He holds the office of Director till commencement of this Annual General Meeting.

Brief resume and other details of the Additional 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 an Ordinary 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:

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

#### **Items No. 5**

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee the Board of Directors of the Company vide resolution passed on September 27, 2015 approved appointment of Mr. Ramkaran Saini (DIN: 00439446) as an Additional Director on the Board of the Company with effect from February 27, 2016 (designated as Whole-time Director) in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013 and that Mr. Ramkaran Saini shall hold office up to the date of the Annual General Meeting to be held on September 28, 2016 and shall be eligible for election subject to the approval of the shareholders at this Annual General meeting.

Approval of the members is required by way of Ordinary Resolution for appointment. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution in relation to the appointment of Whole-time Director, for the approval of the members of the Company.

Except Mr. Ramkaran Saini and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

#### **Items No. 6, & 8**

The Company had, pursuant to the Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, entered with the Stock Exchanges, appointed Mr. Pravinkumar Chavada (DIN: 07570166) and Mrs. Bhanwar Kanvar (DIN:07192414) as an Independent Directors at various times, in compliance with the requirements of the Regulation.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 (Act), which came in to effect from 1st April, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Director, who are not liable to retire by rotation, Pursuant to Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independence Director cannot hold office for more than two consecutive terms of five years each and any tenure of an Independent Directors are proposed to be appointed for a period as mentioned in the respective resolutions from the conclusion of the AGM.

Mr. Pravinkumar Chavada and Mrs. Bhanwar Kanvar, Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act, In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Directors and they are independent of the management.

Mr. Pravinkumar Chavada and Mrs. Bhanwar Kanvar are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act and have given their consent to act as Directors.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the members for their approval.

The terms and conditions of appointment of the above Directors shall be opened for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

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

Mr. Pravinkumar Chavada and Mrs. Bhanwar Kanvar are deemed to be interested in the resolutions set out respectively at Item No. 6 & 8 of the Notice with regard to their respective appointments.

The Board recommends the said resolutions for your approval.

## **INDO CREDIT CAPITAL LIMITED**

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.

<b>Name</b>	: Mr. Pravinkumar Chavada
<b>Date of birth</b>	: 02/08/1973
<b>Qualification</b>	: SSC
<b>Expertise</b>	: Administration
<b>Director of the Company since</b>	: 05/08/2016
<b>Directorship in other public limited companies</b>	: Nil
<b>Membership of Committees of other public limited companies</b>	: Nil
<b>No. of Shares held in the Company</b>	: Nil

### **Items No.7**

Mr. Uttareshwar Vyas was appointed as Independent Director of the Company from August 14, 2014 up to August 13, 2016 at the Annual General Meeting in terms of Section 149 of the Companies Act, 2013. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 7 of the Notice for the appointment of Mr. Uttareshwar Vyas as Non-Independent Director, liable to retire by rotation.

Mr. Uttareshwar Vyas is not disqualified from being appointed as Non-Independent Director in terms of Section 164 of the Act and have given their consent to act and have given their consent to act as Directors.

Except Mr. Uttareshwar Vyas, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7

The terms and conditions of appointment of the above Directors shall be opened for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

### **Items No. 9**

Pursuant to Companies Amendment Act, 2015 use of Common seal has now become optional for companies. Further Company has to execute various agreements, documents, deeds, contracts etc. towards its business matters including administrative, Marketing and financial necessities. In view of the same and to facilitate and ease of administrative convenience and Secretarial convenience for execution of such documents on behalf of the Company, there is requirement to alter the existing Articles of Association ("AOA") of the Company by removing the existing Article 76(ii) of Article of Association of the company and the new article 76(ii) substituted in lieu of the deleted Article in AOA.

A copy of the existing Article of Association of the company as well as the specimen of the amended Article of Association of the company is available for inspection by Members at the registered office of the company on any working day during office hours of the company.

As per provision of the Companies Act, 2013, approval of the shareholders is required for amending the Article of Association of the company.

Your Board recommends the above Resolutions for your approval.

None of the Directors/Key Managerial Personnel of the company are in any way interested in the Resolutions, except to the extent of their respective shareholding and the shareholding of their relatives in the Company.

### **By Order of the Board of Directors**

**Place : Ahmedabad**

**Date : 20/08/2016**

#### **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

**Ramkaran Saini**  
**Director**

**DIN: 00439446**

**Uttareshwar Vyas**  
**Director**

**DIN: 01905833**

**Bhanwar Kanvar**  
**Director**

**DIN: 07192414**

### **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.