

RGVN (NORTH EAST) MICROFINANCE LTD.

Registered Office

House No.2, Padma Path,
Zoo Road Tiniali, Bye-Lane No. 8,
Guwahati- 781 024, Assam, India
CIN U65923AS2008 PLC 00 8742



Contact Details

Phone : (91) 361-2464612
Fax : (91) 361-2464624
Email : rgvne.nbfc@yahoo.in
Website : www.rgvnemfl.com

Ref No. :

RGVN (NE) MFL/ADM/2016-17/Catalyst/353

Date :

12.11.2016

To,
CATALYST TRUSTEESHIP LIMITED (ERSTWHILE GDA TRUSTEESHIP LTD)
83-87, 8th Floor, Mittal Tower,
B-Wing, Nariman Point,
Mumbai 400021, Maharashtra

Sub: Listed issue of Non Convertible Debentures ("NCDs") aggregating to INR 16 Crores, INR 33.26 Crores - Statutory Compliance- Half Yearly Report for the half year ended September 30th, 2016

Dear Sir,

This is with reference to your letter no. DT/Half Yearly/September/2016-17/502 dated 03/10/2016. We hereby certify the following:-

I. INFORMATION TO BE SUBMITTED TO STOCK EXCHANGE

As per Regulation 52 (4) & (5), Half Yearly Communication has been sent to the exchange along with the financial results & noting certificate of Debenture Trustees for the half year ended 30-09-2016. However, it was also sent to the Debenture Trustee on the basis of which noting certificate was given by the Debenture Trustee.
(Copy Attached- Annexure-1)

II. PART II - INFORMATION TO BE SUBMITTED TO DEBENTURE TRUSTEE

As per Regulation 56:-

- a) The Annual Report for the year ended 2016 and the certificate from the listed entity's auditors in respect of utilization of funds during the implementation

For RGVN (North East) Microfinance Limited

Pragati Mune

Company Secretary

period of the project for which the funds have been raised is attached. **(Copy Attached- Annexure-2)**

b) a copy of all notices, resolutions and circulars relating to -

(i) new issue of non convertible debt securities at the same time as they are sent to holders of non convertible debt securities; **(Copy Attached- Annexure-3)**

(ii) the meetings of holders of non-convertible debt securities at the same time as they are sent to the holders of non convertible debt securities or advertised in the media including those relating to proceedings of the meetings; **NIL**

c) intimations regarding :-

(i) any revision in the rating;

Name	Rating
Microfinance Initiative for Asia [MFIA] Debt Fund SA (Rs. 16 Crore)	SMERA BBB+/Stable (Assigned) dated 08th Aug,2016
AAV S.A.R.L. (Luxembourg) (Rs. 33.26 Crore)	SMERA BBB+/Stable (Assigned) dated 08th Aug,2016

(ii) any default in timely payment of interest or redemption or both in respect of the non convertible debt securities; **NIL**

(iii) failure to create charge on the assets; **NIL**

(d) a half-yearly certificate regarding maintenance of hundred percent asset cover in respect of listed non convertible debt securities, by either a practicing company secretary or a practicing chartered accountant, along with the half yearly financial results: **(Copy Attached- Annexure-4)**

(e) copy of the statement filled with stock exchange, as per Regulation 52(7) indicating material deviation, if any, in the use of proceeds of the issue of NCD's from the object stated in the offer document: **(Copy Attached- Annexure-5)**

For RGVN (North East) Microfinance Limited

Pragati Kour

Company Secretary

III. PART III - INFORMATION TO BE SUBMITTED TO DEBENTURE HOLDERS

As per Regulation 58, the listed entity shall send the following documents to the debenture holders:-

- (a) Hard copies of full annual reports to those holders of non-convertible debt securities, who request for the same; **(REQUEST NOT RECIEVED)**
- (b) Half Yearly Communication as specified sub-regulation 52 (4) & (5) to holders of Non-Convertible Debentures. **(SENT)**
- (c) notice of all the meetings of holders of non convertible debt securities specifically stating that the provisions mentioned in Section 105 of the Companies Act, 2013, shall be applicable for such meeting. **NIL**
- (d) Proxy forms to holders of non-convertible securities which shall be worded in such a manner that holder of these securities may vote either for or against such resolution. **NIL**

Thanking you,

FOR RGVN (NORTH EAST) MICROFINANCE LIMITED
For RGVN (North East) Microfinance Limited

Pragati Mour

Company Secretary

PRAGATI MOUR
(Company Secretary)

RGVN (NORTH EAST) MICROFINANCE LTD.

Registered Office

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Email : rgvnne.nbfc@yahoo.in
Website : www.rgvnnemfl.com

10/11/2016

Ref No.: RGVN (NE) MFL/ADM/2016-17/BSE/ 344

Date :

To,
The Secretary
Bombay Stock Exchange
Phiroze Jeejeebhoy Towers, 25th Floor
Dalal Street
Mumbai- 400001
Maharashtra

Sub: - **Half Yearly Communication to Exchange**

Dear Sir,

In compliance of the requirement of Regulation 52 (4) & (5) of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 in respect of Secured, Redeemable and Non-Convertible Debentures aggregating to **Rs. 16, 00, 00,000/-** (Rupees Sixteen Crores only), we are giving below the following information as on September 30th 2016 (**un-audited**) :-

- Credit Rating of the Debentures; **SMERA BBB+/Stable (Assigned) dated 08th Aug,2016**
- Asset Cover Available; **1.21**
- Debt Equity Ratio; **4.97**
- previous due date for the payment of interest of non convertible debentures/repayment of principal of non-convertible debt securities and whether the same has been paid or not: **as per Annexure A**
- next due date for the payment of interest of non convertible debentures/principal along with the amount of interest of non-convertible debt securities payable and the redemption amount: **as per Annexure B**
- debt service coverage ratio; **0.39**
- interest service coverage ratio; **1.81**
- outstanding redeemable preference shares (quantity and value); **N.A.**
- debenture redemption reserve; **N.A.**
- net worth; **Rs. 1,162,382,307**
- net profit after tax; **Rs. 160,554,975**
- earnings per share: **4.15**

You are requested to kindly take the same on record.

Thanking You,

Yours faithfully,

For **RGVN (NORTH EAST) MICROFINANCE LIMITED**
For, **RGVN (NE) Microfinance Ltd.**


RUPALI KALITA Managing Director
(**MANAGING DIRECTOR**)
Authorized Signatory

FOR GDA TRUSTEESHIP LTD (Trustee)

Authorized Signatory

RGVN (NORTH EAST) MICROFINANCE LTD.

Registered Office

House No.2, Padma Path,
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Email : rgvnne.nbfc@yahoo.in
Website : www.rgvnnemfl.com

Ref No. : RGVN (NE) MFL/ADM/2016-17/BSE/344

Date : 10/11/2016

Date :

To,
The Secretary
Bombay Stock Exchange
Phiroze Jeejeebhoy Towers, 25th Floor
Dalal Street
Mumbai- 400001
Maharashtra

Sub: - **Half Yearly Communication to Exchange**

Dear Sir,

In compliance of the requirement of Regulation 52 (4) & (5) of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 in respect of Secured, Redeemable and Non-Convertible Debentures aggregating to **Rs. 33, 26, 00,000/-** (Rupees Thirty Three Crores Twenty Six Lakhs only), we are giving below the following information as on September 30th 2016 (**un-audited**) :-

- Credit Rating of the Debentures; **SMERA BBB+/Stable (Assigned) dated 08th Aug,2016**
- Asset Cover Available; **1.21**
- Debt Equity Ratio; **4.97**
- previous due date for the payment of interest of non convertible debentures/repayment of principal of non-convertible debt securities and whether the same has been paid or not: **as per Annexure A**
- next due date for the payment of interest of non convertible debentures/principal along with the amount of interest of non-convertible debt securities payable and the redemption amount: **as per Annexure B**
- debt service coverage ratio; **0.39**
- interest service coverage ratio; **1.81**
- outstanding redeemable preference shares (quantity and value); **N.A.**
- debenture redemption reserve; **N.A.**
- net worth; **Rs. 1,162,382,307**
- net profit after tax; **Rs. 160,554,975**
- earnings per share: **4.15**

You are requested to kindly take the same on record.

Thanking You,

Yours faithfully,

For RGVN (NORTH EAST) MICROFINANCE LIMITED
For, RGVN (NE) Microfinance Ltd.

RUPALI KALITA Managing Director
(MANAGING DIRECTOR)
Authorized Signatory

FOR GDA TRUSTESHIP LTD (Trustee)

Authorized Signatory

ANNEXURE A

Details of redemption & payment of interest during last half year ending 30.09.2016:

Series / Tranche	Type (Principal / Interest)	Due date of payment	Amount (Rs.)	Actual date of payment
1. Symbiotics	Interest	13-May-2016	22,784,224	12-May-16
2. Blue Orchard	Interest	14-Jul-2016	11,063,293	13-Jul-16

ANNEXURE B

Details of redemption & interest due in the next half-year i.e. 30.09.2016 to 31.03.2017:

Series / Tranche	Type (Principal / Interest)	Due date of payment
1. Symbiotics	Interest	13-Nov-2016
2. Blue Orchard	Interest	14-Jan-2017

Company does not expect default in payment of principal / interest due in next half year

ANNEXURE C

Details of Debenture Redemption Reserve (If applicable): NOT APPLICABLE

Series / Tranche	Amount of issue Rs. (In Cr.)	DRR required to be created Rs. (In Cr.)	DRR created upto 31.03.2016 Rs. (In Cr.)	Funds invested for debentures maturing during the year
NIL	NIL	NIL	NIL	NIL




Date:- 05th Nov 2016

To
CATALYST TRUSTEESHIP LIMITED
(ERSTWHILE GDA TRUSTEESHIP LTD)
83-87, 8th Floor;
Mittal Tower, B-Wing
Nariman Point
Mumbai- 400021 (Maharashtra)

Dear Sir

This is to certify that RGVN (North East) Microfinance Limited bearing CIN:U65923AS2008PLC008742 having registered office at H.No.2, Padma Path, Bye Lane No.8, Zoo Road Tiniali, Guwahati, Assam - 781 024 has utilized proceeds raised through issue of Rs.16 Cr Non-Convertible debentures [to Micro finance initiative for Asia (MFIA) (arrangers/managers: Blue-Orchad)] for fulfilling funding requirements and diversifying funding sources of the Company

For D. Patwary & Co.
Chartered Accountants
Firm Registration Number: 324523E


Amit Patwari
Membership no:061971





Date:- 05th Nov 2016

To
CATALYST TRUSTEESHIP LIMITED
(ERSTWHILE GDA TRUSTEESHIP LTD)
83-87, 8th Floor;
Mittal Tower, B-Wing
Nariman Point
Mumbai- 400021 (Maharashtra)

Dear Sir

This is to certify that RGVN (North East) Microfinance Limited bearing CIN:U65923AS2008PLC008742 having registered office at H.No.2, Padma path, Bye Lane No.8, Zoo Road Tiniali, Guwahati, Assam - 781 024 has utilized proceeds raised through issue of Rs.33.26 Cr Non-Convertible debentures [to AAV S.A.R.L (Luxembourg) (arrangers/managers: Symbiotics)] for fulfilling funding requirements and diversifying funding sources of the Company

For D. Patwary & Co.
Chartered Accountants
Firm Registration Number: 324523E


Amit Patwari

Membership no:061971



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Website : www.rgvnnemfl.com

Ref No. :

Date :

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY CIRCULATION BY THE DIRECTORS OF RGVN (NORTH EAST) MICROFINANCE LTD ON 10-06-2016

Allotment of 150 (One Hundred Only) Rated Secured Listed Redeemable Non-Convertible Debentures of face value of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each, aggregating to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) carrying a coupon rate of 13.25%, ("Debentures").

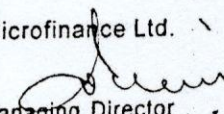
"RESOLVED THAT 150 (One Hundred Fifty Only) Rated Secured Listed Redeemable Non-Convertible Debentures of face value of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each for a total nominal value of Rs. 15,00,00,000/- (Rupees Fifteen Crores only), to the entity (specified below (the "Allottee(s)"), on the terms and conditions set out in the Information Memorandum dated 10th June, 2016 and the Debenture Trust Deed dated 10th June, 2016 and issued / executed in respect of the Debentures, be and are hereby allotted.

NO. OF DEBENTURES	FACE VALUE	TENOR	COUPON	DEBENTURE HOLDERS / ALLOTTEE(S)
150	Rs. 10,00,000/- (per debenture)	37 months	13.25%	IFMR Fimpact Medium Term Microfinance Fund

RESOLVED FURTHER THAT the Company be and is hereby authorised to insert the names of the Allottee(s) in the Register of Debenture Holders of the Company as the holders of the Debentures and Ms. Rupali Kalita, Managing Director of the Company, be and are hereby severally authorised, to enter the name of the Allottees in the Register of Debenture Holders of the Company.

RESOLVED FURTHER THAT Ms. Rupali Kalita, Managing Director be and is hereby severally authorised, to do all other acts, deeds and things in connection with the allotment of the Debentures including without limitation the issue and delivery of letters of allotment, , paying stamp duty applicable for the Debentures, liaising with the National Securities Depository Limited / Central Depository Services (India) Limited and to do all other acts, deeds and things which may be necessary or expedient to implement this resolution including crediting of the Debentures into the respective demat account(s) of the Allottee(s).

For, RGVN (NE) Microfinance Ltd.

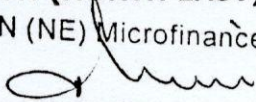

Managing Director

RESOLVED FURTHER Ms.Rupali Kalita, Managing Director, be and is hereby authorised to affix the common seal of the Company (and sign as witness thereto) on any of the documents to be executed by the Company in relation to the allotment of the Debentures and including crediting of the Debentures into the respective demat account(s) of the Allottee(s), if required.

CERTIFIED TRUE COPY

For RGVN (NORTH EAST) MICROFINANCE LIMITED

For, RGVN (NE) Microfinance Ltd.


Ms. Rupali Kalita
Managing Director
(Managing Director)

DIN No: - 02114098

104, Banjara Apartments, Seuji Ali,
R.G. Baruah Road, Ghy-781003, Assam, India

RGVN (NORTH EAST) MICROFINANCE LTD.

Registered Office

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Email : rgvne.nbfc@yahoo.in
Website : www.rgvnemfl.com

Ref No. :

Date :

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY CIRCULATION BY THE DIRECTORS OF RGVN (NORTH EAST) MICROFINANCE LTD ON 09-06-2016

Allotment of 250 (Two Hundred and Fifty) Rated Secured Listed Redeemable Non-Convertible Debentures of face value of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each, aggregating to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) carrying a coupon rate of 13.25% per annum, ("Debentures").

"RESOLVED THAT 250 (Two Hundred and Fifty Only) Rated Secured Listed Redeemable Non-Convertible Debentures of face value of Rs. 10,00,000/- (Rupees Ten Lakhs Only each for a total nominal value of Rs. 25,00,00,000/- (Rupees Twenty Five Crores only), to the entity (specified below (the "Allottee(s)"), on the terms and conditions set out in the Information Memorandum dated 9th June,2016 and the Debenture Trust Deed dated 9th June,2016 and issued / executed in respect of the Debentures, be and are hereby allotted.

NO. OF DEBENTURES	FACE VALUE	TENOR	COUPON	DEBENTURE HOLDERS / ALLOTTEE(S)
250	Rs. 10,00,000/- (per debenture)	72 months	13.25%	IFMR Fimpact Long Term Multi Asset Class Fund

RESOLVED FURTHER THAT the Company be and is hereby authorised to insert the names of the Allottee(s) in the Register of Debenture Holders of the Company as the holders of the Debentures and Ms.Rupali Kalita, Managing Director of the Company, be and are hereby severally authorised, to enter the name of the Allottees in the Register of Debenture Holders of the Company.

RESOLVED FURTHER THAT Ms.Rupali Kalita, Managing Director be and is hereby severally authorised, to do all other acts, deeds and things in connection with the allotment of the Debentures including without limitation the issue and delivery of letters of allotment, paying stamp duty applicable for the Debentures, liaising with the National Securities Depository Limited / Central Depository Services (India) Limited and to do all other acts, deeds and things which may be necessary or expedient to implement this resolution including crediting of the Debentures into the demat account of the Allottees.

For, RGVN (NE) Microfinance Ltd.

Managing Director

RESOLVED FURTHER Ms. Rupali Kalita, Managing Director, be and is hereby authorised to affix the common seal of the Company (and sign as witness thereto) on any of the documents to be executed by the Company in relation to the allotment of the Debentures and including crediting of the Debentures into the respective demat account(s) of the Allottee(s), if required.

CERTIFIED TRUE COPY

For RGVN (NORTH EAST) MICROFINANCE LIMITED

For, RGVN (NE) Microfinance Ltd.


Ms. Rupali Kalita
(Managing Director)

DIN No: - 02114098

104, Banjara Apartments, Seuji Ali,
R.G. Baruah Road, Ghy-781003, Assam, India

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RGVN (NORTH EAST) MICROFINANCE LTD.

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CIN U65923AS2008 PLC 00 8742



Contact Details

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Email : rgvnne.nbfc@yahoo.in
Website : www.rgvnemfi.com

Ref No. :

Date :

EXTRACT OF THE 46th MEETING OF THE BOARD OF DIRECTORS OF RGVN [NORTH EAST] MICROFINANCE LIMITED HELD AT THE REGISTERED OFFICE OF RGVN (NORTH EAST) MICROFINANCE LTD., GUWAHATI, ASSAM AT 03.00 P.M, ON JUNE 7, 2016 WHICH ENDED AT 04.00 P.M.

Item No.5:

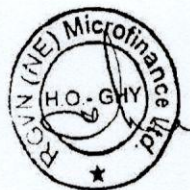
a) INCREASING THE BORROWING LIMIT OF THE COMPANY

The Chairman informed the Board that in order to accommodate smooth fund flow and to meet the increasing capital expenditure required for expansion of activities of the Company there is a need of enhancing the borrowing limit from Rs. 500 crore to Rs. 1000 crore.

After detailed discussion, the following resolution to be adopted:-

"RESOLVED that pursuant to the provisions of Section 180(1)(c) of Companies Act, 2013, read with the applicable rules there under, as amended from time to time, the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorised, subject to the approval of the members at EOGM, to borrow from time to time, any sum or sums of monies, as they deem appropriate, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amounts so borrowed by the Board of Directors shall not exceed the limit of Rs. 1000 crore at any time."

"RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof), be and is hereby, authorized and empowered, subject to the approval of the members at EOGM, to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."



b) CREATION OF CHARGES ON THE ASSETS OF THE COMPANY

The Chairman informed that the Company has to be given authority in order to enable creation of charges over the assets of the Company

After detailed discussion, the following resolutions to be adopted:-

"RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013, read with the applicable Rules there under, as amended from time to time, the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorised, subject to the approval of the members at EOGM, for the creation of such pledges, mortgages, charges and hypothecations as may be necessary on such assets of the Company, movable or immovable, both present and future, and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or create a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company in such manner, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, debenture trustees, other bodies corporate, alternative investment funds (hereinafter referred to as the "Lending Agencies"), to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 1000 crore together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Lending Agencies in respect of the said borrowings."

"RESOLVED FURTHER that the Board of Directors of the Company (Including any Committee thereof), be and is hereby, authorized, subject to the approval of the members at EOGM, to finalize with the Lending Agencies, the documents for creating the aforesaid pledges, mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this resolution."

Item No.6

a) NON- CONVERTIBLE DEBENTURES

Private placement of upto 400 (Four Hundred Only) Rated, Listed, Transferable, Secured Redeemable, Non Convertible Debentures bearing a face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) each, aggregating upto Rs.40,00,00,000/- (Rupees Forty Crores only).

The Company intends to issue upto 400 (Four Hundred Only) Rated, Listed, Transferable, Secured, Redeemable, Non Convertible Debentures of Rs. 10,00,000/- (Rupees Ten Lakhs Only), for cash, at par, in dematerialised form on



a private placement basis, to various body corporates and financial institutions which may include foreign institutional investors, qualified foreign investors, foreign portfolio investors, banks, development financial institutions, insurance companies, alternative investment funds and mutual funds for its general corporate purposes and to augment the long term resources of the Company.

The Debentures are proposed to be issued in the dematerialised form and to be listed in the WDM segment of the Bombay Stock Exchange under the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 on the request from Debenture Trustee.

The amounts to be raised pursuant to the issue of the Debentures together with all interest and other charges thereon are to be secured by way of, inter alia:

- (a) first ranking charge by way of hypothecation on certain Identified receivables of the Company; and
- (b) Such other security as may be required in terms of the Issuance of the Debentures.

collectively referred to herein as the "Security".

The following resolutions are required to be passed by the Board of Directors:-

"RESOLVED THAT pursuant to the provisions of Memorandum and Articles of Association of the Company, Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other the applicable provisions of the Companies Act 2013 or other applicable laws, if any, the Company, be and is hereby, authorised, subject to the approval of the members at EOGM, to issue 400 (Four Hundred Only) Rated, Listed, Transferable, Secured, Redeemable, Non Convertible Debentures of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each, of the aggregate nominal value of Rs. 40,00,00,000/- (Rupees Forty Crores only), for cash, at par, in dematerialised form in one or more series/tranches on such terms and conditions as may be determined by the Board of Directors on a private placement basis during a period of one year from the date of passing of this resolution to eligible persons which shall be within the overall borrowing limit of the Company, approved by the members, from time to time."

RESOLVED FURTHER THAT the Company be and is hereby authorised to obtain listing of the Debentures on the WDM segment of the Bombay Stock Exchange of India Limited ("BSE") under the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (the "Listing") and to do all such acts, deeds and things and execute or ratify such documents, papers and writings as may be necessary for the purpose.

RESOLVED FURTHER THAT Ms. Rupali Kalita, Managing Director of the Company, be and is hereby severally authorised to make such applications and do all such acts, deeds and things as may be necessary or desirable in connection with the listing including in particular making applications to and liaising with the concerned authorities including BSE and the Securities and Exchange Board of India and negotiating finalising and executing or ratifying such documents, papers and writings including the Listing Agreement as may be necessary for the purpose.



RESOLVED FURTHER THAT the Company be and is hereby authorised to appoint GDA Trusteeship Limited as the debenture trustee for the issue of the Debentures.

RESOLVED FURTHER THAT Ms. Rupali Kalita, Managing Director of the Company, be and is hereby severally authorized to negotiate, finalise and execute or ratify, on behalf of the Company, the Debenture Trustee Agreement for the appointment of the Debenture Trustee and the Debenture Trust Deed setting out *inter alia* the terms upon which the Debentures are being issued and to do all such acts, deeds and things as may be necessary or expedient to implement this resolution and to do and execute all acts and deeds as may be required by the Debenture Trustee in connection with the aforesaid.

RESOLVED FURTHER THAT the Company, be and is hereby, authorised to execute and issue the Information Memorandum and/or the Private Placement Offer Letter and Ms. Rupali Kalita, Managing Director of the Company, be and are hereby, severally authorized to finalise and execute the Information Memorandum and/or and the Private Placement Offer Letter on behalf of the Company

RESOLVED FURTHER THAT the Company, be and is hereby, authorised subject to the approval of the members at EOGM, to create charges as may be necessary on such assets of the Company, movable or immovable, both present and future, and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or create a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company by way of hypothecation in favour of GDA Trusteeship Services Limited as security for redemption of Non-Convertible Debentures and other monies which may be due and to do all such acts, deeds and things as may be necessary for the purpose and for perfecting the security so created

RESOLVED FURTHER THAT Ms. Rupali Kalita, Managing Director of the Company, be and are hereby, severally authorized to negotiate, finalise and execute or ratify on behalf of the Company, the necessary security documents in favour GDA Trusteeship Limited including in particular the Deed of Hypothecation and also to approve, finalise and execute or cause to be executed or ratify on behalf of the Company all other deeds, documents, undertakings, mandates, agreements, assignments, guarantees, pledge, hypothecation deeds, powers of attorney, promissory notes and instruments and writings in favour of GDA Trusteeship Limited in connection with the Debentures and the Security as may be required under the Debenture Trust Deed

RESOLVED FURTHER THAT the Company be and is hereby authorised to get itself and the Debentures admitted to the National Securities Depository Limited and Central Depository Services (India) Limited and to execute or ratify the necessary or requisite agreement(s) with those depositaries and the registrar and transfer agent and any other agreements, undertakings or other writings required for the issue of the Debentures in the dematerialized form and Ms. Rupali Kalita, Managing Director of the Company, be and are hereby severally authorized to negotiate, finalise and execute or ratify the same.

RESOLVED FURTHER THAT the Common Seal of the Company be and hereby affixed to such documents, deeds, evidences, writings and undertakings and/or



other related papers, wherever necessary and if applicable in terms of the Articles of Association of the Company

RESOLVED FURTHER THAT, Ms. Rupali Kalita, Managing Director of the Company, be and are hereby severally authorized to negotiate, finalise and execute or ratify amendments to such executed documents and other documents as and when they become necessary and to sign letters of undertaking, declarations, agreements and other papers which may be required

RESOLVED FURTHER THAT Ms. Rupali Kalita, Managing Director of the Company, be and are hereby severally authorised to appoint Link Intime India Private Limited as the registrar and transfer agent for the issue of the Debentures

RESOLVED FURTHER THAT, Ms. Rupali Kalita, Managing Director of the Company, be and are hereby severally authorized to do all such acts, deeds, things and execute or ratify all such documents whatsoever as may be required in connection with the issue of the Debentures including without limitation the opening of bank accounts, opening of demat accounts, appointment of legal counsel, the sole arranger, the Registrar to the issue, the rating agency and other advisors as may be required and making payment of their fees.

RESOLVED FURTHER THAT Ms. Rupali Kalita, Managing Director of the Company be and are hereby authorised to do or authorise any other Director or committee of Directors to do all such acts, deeds and things and execute or ratify all such resolutions or documents whatsoever as may be required in connection with the allotment of the Debentures.

RESOLVED FURTHER THAT the aforesaid resolutions shall come into effect immediately and a copy of the foregoing resolution certified to be a true copy by any of the Directors may be furnished to such parties concerned with respect to the issue of Debentures."

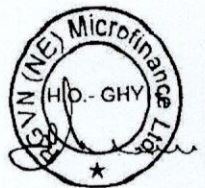
b) APPROVAL OF PRIVATE PLACEMENT OFFER LETTER (PAS-4)

As per the provisions of the Companies Act, 2013, the Company is now required to issue an offer letter for issuing debt securities of the Company in prescribed form PAS-4 dated 7th June 2016 to all persons to whom the Company intends to allot securities.

After discussion, the following resolutions were passed:-

"RESOLVED THAT the approval of the Company be and is hereby accorded, subject to the approval of shareholders at EOGM, to issue a private placement offer letter in the prescribed form PAS-4 dated 7th June 2016, as required under the provisions of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 to offer :

- a) 250 (Two Fifty Only) number of Non-Convertible Debentures carrying coupon rate of 13.25% p.a with a tenure of 72 months to IFMR Fimpact Long Term Multi Asset Class Fund



- b) 150 (One Fifty Only) number of Non-Convertible Debentures carrying coupon rate of 13.25% p.a with a tenure of 37 months to IFMR Fimpact Medium Term Microfinance Fund

on such terms and conditions as mentioned in detail in the said PAS-4 dated 7th June 2016 on a private placement basis."

"RESOLVED FURTHER THAT Ms. Rupali Kalita, Managing Director of the Company be and are hereby authorised to do all such acts, deeds and things and execute or ratify all such resolutions or documents whatsoever as may be required in connection with the above resolutions."

CERTIFIED TRUE COPY
For RGVN (NORTH EAST) MICROFINANCE LIMITED

For, RGVN (NE) Microfinance Ltd.


Ms. Rupali Kalita
(Managing Director) Managing Director

DIN No: - 02114098

104, Banjara Apartments, Seuji Ali,
R.G. Baruah Road, Ghy-781003, Assam, India

RGVN (NORTH EAST) MICROFINANCE LTD.

Registered Office
House No. 2, Padma Path
Zoo Road Tiniali, Bye-Lane No. 8,
Guwahati-781 024, Assam, India
CIN U65923AS2008 PLC 00 8742



Contact Details

Phone : (91) 361-2464612
Fax : (91) 361-2464624
Email : rgvne.nbfc@yahoo.in
Website : www.rgvnemfl.com

Ref No. :

NOTICE

Date :

Notice is hereby given that 6th Extra - Ordinary General Meeting of the members of the Company for the FY 2016-2017 will be held at the registered office of the Company at Padma Path, Bye Lane No. 8, House No. 2, Zoo Road Tiniali, Guwahati - 781024 on 7th day of June, 2016 at 4.00 p.m. to transact the following business :-

ITEM No. 1

To approve borrowing limits of the Company:

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

"RESOLVED that in supersession of the earlier shareholder's resolution passed by the Company in its Extra Ordinary general meeting dated 7th day of July, 2015 and pursuant to Section 180(1)(c) of the Companies Act, 2013, read with the applicable rules there under, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, as they deem appropriate, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amounts so borrowed by the Board of Directors shall not exceed the limit of Rs. 1000 crore at any time."

"RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

For RGVN (North East) Microfinance Limited

Pragati Mousa
Company Secretary

ITEM No. 2

Creation of Charges on the assets of the Company

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

“RESOLVED THAT in supersession of the earlier shareholder resolution passed by the Company in its Extra Ordinary general meeting dated 7th day of July, 2015, and pursuant to Section 180(1)(a) of the Companies Act, 2013, read with the applicable Rules there under, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof) for the creation of such pledges, mortgages, charges and hypothecations as may be necessary on such assets of the Company, movable or immovable, both present and future, and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or create a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company in such manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, debenture trustees, other bodies corporate, alternative investment funds (hereinafter referred to as the “Lending Agencies”), to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 1000 crore together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Lending Agencies in respect of the said borrowings.”

“RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof), be and is hereby, authorized to finalize with the Lending Agencies, the documents for creating the aforesaid pledges, mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this resolution.”

ITEM No. 3

Private placement of Non Convertible Debentures

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

“RESOLVED that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under, as may be amended from time to time, the approval of the members of the Company, be and is hereby, accorded to the Board of Directors of the Company for issuing Non-Convertible Debentures, in one or more series/tranches on such terms and conditions as may be determined by the Board of Directors on a private placement basis during a period of one year from the date of passing of this resolution to eligible persons which shall be within the overall borrowing limit of the Company, approved by the members, from time to time.”

For RGVN (North East) Microfinance Limited

Prayati Mowr
Company Secretary

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby, authorised to create charges as may be necessary on such assets of the Company, movable or immovable, both present and future, and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or create a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company by way of hypothecation in favour of GDA Trusteeship Services Limited as security for redemption of Non-Convertible Debentures and other monies which may be due and to do all such acts, deeds and things as may be necessary for the purpose and for perfecting the security so created

“RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof), be and is hereby, authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this resolution”

ITEM NO. 4

APPROVAL OF PRIVATE PLACEMENT OFFER LETTER (PAS-4)

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

“RESOLVED THAT the approval of the members be and hereby accorded to issue a private placement offer letter in the prescribed form PAS-4 as required under the provisions of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 to offer :

- a) 250 (Two Fifty Only) number of Non-Convertible Debentures carrying coupon rate of 13.25% p.a with a tenure of 72 months to IFMR Fimpact Long Term Multi Asset Class Fund
- b) 150 (One Fifty Only) number of Non-Convertible Debentures carrying coupon rate of 13.25% p.a with a tenure of 37 months to IFMR Fimpact Medium Term Microfinance Fund

on such terms and conditions as mentioned in detail in the said PAS-4 on a private placement basis.”

“RESOLVED FURTHER THAT Ms. Rupali Kalita, Managing Director of the Company be and are hereby authorised to do all such acts, deeds and things and execute or ratify all such resolutions or documents whatsoever as may be required in connection with the above resolutions.”

For RGVN (North East) Microfinance Limited

Pragati Kaur
Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item No. 1 to 6 of the accompanying Notice dated 1st June, 2016:-

ITEM No. 1 & 2

In terms of the provisions of Section 180(1) (c) of the Companies Act, 2013, the Company cannot, except with the consent of the shareholders in general meeting, borrow monies (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid up share capital and free reserves, i.e. reserves not set apart for any specific purpose.

In terms of the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of a public company cannot, except with the consent of the shareholders in general meeting, create charges/mortgages/hypothecations/pledge in order to secure such borrowings, in favour of all or any of the financial institutions/bankers/lenders/any other investing agencies and trustees for the holders of debentures/bonds/other financial instruments, which may be issued to and subscribed by all or any of the financial institutions/bankers/lenders/any other investing agencies or any other person(s)/ body corporate by private placement or otherwise.

In view of the overall increase in the business activities of the Company and to meet the capital expenditure requirements and for the working capital needs, it is considered desirable to increase the Company's borrowing limit of Rs. 500 Crores to Rs. 1000 Crores for raising fund of the Company. The resolution set out under Item No.1 of the notice is to seek Members' approval to enhance the borrowing limit to Rs. 1000 Crores.

The proposed enhancements in the borrowings of the Company from Rs. 500 Crores to Rs.1000 crores, may, if necessary, be secured by way of charge /mortgage /hypothecation/ pledges on the Company's assets in favour of all or any of the financial institutions/bankers/lenders/any other investing agencies and trustees for the holders of debentures/bonds/other financial instruments, which may be issued to and subscribed by all or any of the financial institutions/bankers/lenders/any other investing agencies or any other person(s)/ body corporate by private placement or otherwise. It is necessary to pass a resolution under Section 180(1)(a) of the Companies Act, for creation of charges/mortgages/hypothecations/pledges for an amount not exceeding the borrowing limit of Rs. 1000 Crore and the resolution set out under Item No.2 of the notice is to seek members approval of the same.

The Board, therefore, commend the resolution under ITEM No 1 & 2 of the notice for approval by the members of the company to borrow monies and creation of mortgages/charges on the assets of the Company pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013.

For RGVN (North East) Microfinance Limited

Pragati Nour
Company Secretary

None of the Directors, Key Managerial persons and their relatives are in any way concerned or interested in the said resolution.

ITEM No. 3 & 4

In terms of the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under, as may be amended from time to time, a Company offering or making an invitation to subscribe to its Non-Convertible Debentures on a private placement basis is required to obtain prior approval of its members of the company by a Special Resolution. In case of offer or invitation to offer of NCD's the Company may pass a Special Resolution once in a year for all offers or invitations for such debentures to be made during the year.

The approval of the members is being sought by way of Special Resolution under Section 42 of the Companies Act, 2013 and the Rules made there under to enable the Company to offer or invite subscriptions for ("NCDs") on a private placement basis, in one or more tranches, during a period of one year from the date of passing this resolution, provided the outstanding at any time during the year shall not exceed Rs. 1000 Crores (One Thousand crores), which shall be within the overall borrowing limit of the Company, as approved, from time to time, with the authority to the Board of Directors to determine the terms & conditions including the issue price of ("NCDs").

For every issue of NCDs proposed to be offered during this year, the pricing of the NCDs (including premium if any) will be determined on the basis of the prevailing market consideration and as specifically approved by the Board at such time.

The Company has to offer Non Convertible Debentures to IFMR Fimpact Long Term Multi Asset Class Fund and IFMR Fimpact Medium Term Microfinance Fund for such terms and conditions as mentioned in detail in the said private placement offer letter (PAS-4) for which approval of the members is required.

The Board, therefore, commend the resolution under ITEM No 3 & 4 of the notice for approval by the members of the company to issue for ("NCDs") on a private placement basis & offer of private placement offer letter pursuant to the provisions of Sections 42 of the Companies Act, 2013 and Rules.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution at Item No. 3 & 4.

ITEM No. 5

The Board of Directors in its 41st meeting held on 19.10.2015 has decided to appoint Ms. Rupali Kalita, Managing Director of RGVN(North East) Microfinance Limited, as the Managing Director of the proposed Small Finance Bank, in principle license for which has been received in September 2015.

For RGVN (North East) Microfinance Limited

Pragati Mour
Company Secretary

Ms. Kalita is serving as Managing Director of the RGVN (NE) Microfinance Ltd since the inception of the company in July 2008 which was operationalized in October 2010. Since, then Ms. Kalita is performing her duties as Managing Director efficiently and took the company to present heights with 487 crores outstanding with 99.86 % recovery. She is also instrumental in obtaining in principle license of Small Finance Bank. Transformation work of RGVN (North East) Microfinance Limited. to Small Finance Bank is progressing in full swing in the right direction.

Considering the CTC of CXO level personnel joining on higher pay, it becomes necessary to fix the CTC of the Managing Director of the proposed Small Finance Bank. Incidentally, Ms. Rupali Kalita, Managing Director, RGVN (NE) Microfinance Ltd. is drawing Rs.24 lacs as CTC since 01st April 2015. However, The CTC of the Managing Director was approved by the members of Nomination and Remuneration committee in its meeting held on 06-05-2016 & 45th Board Meeting held on 07-05-2016 as Rs. 40 Lakh p.a.

The Board, therefore, commend the resolution as **Special Resolution** under ITEM No 5 of the notice for approval by the members of the company

None of the Directors except Ms. Rupali Kalita and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution at Item No. 5.

ITEM No. 6

The Board of Directors in its 45th meeting held on 07-05-2016 has decided to reward Mr. Brij Mohan, Chairperson of the Company for his dedicated service and long time association with the organization by awarding an honorarium of Rs.1.5 lakh per month w.e.f 1st April 2016.

The Board, therefore, commend the resolution as **Special Resolution** under ITEM No. 6 of the notice for approval by the members of the company

None of the Directors except Mr. Brij Mohan and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution at Item No. 6.

Date: - 1st June, 2016, 2016

BY ORDER OF THE BOARD

For RGVN (North East) Microfinance Limited

Pragati Mour
(Pragati Mour)
Company Secretary

RGVN (NORTH EAST) MICROFINANCE LTD.

Registered Office
House No. 2, Padma Path
Zoo Road Tiniali, Bye-Lane No. 8,
Guwahati- 781 024, Assam, India
CIN U65923AS2008 PLC 00 8742



Contact Details
Phone : (91) 361-2464612
Fax : (91) 361-2464624
Email : rgvne.nbfc@yahoo.in
Website : www.rgvnemfl.com

Ref No. :

Date :

EXTRACT OF THE 5th EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF RGVN [NORTH EAST] MICROFINANCE LIMITED FOR THE FY 2015-16 HELD ON 7th JUNE 2016 AT THE REGISTERED OFFICE OF THE COMPANY-HOUSE NO. 2, PADMA PATH, ZOO ROAD TINIALI, BYE-LANE NO. 8, GUWAHATI- 781 024, ASSAM, AT 3 P.M. WHICH ENDED AT 4.00 P.M.

ITEM No. 1

To approve borrowing limits of the Company

The Chairman informed the members, for accommodating smooth fund flow of the fund and to meet the increasing capital expenditure required for expansion of activities of the Company there is a need of enhancing the borrowing limit of the Board for which the Board had proposed to increase the borrowing limits from Rs. 500 crore to Rs. 1000 crore.

Mr. Gunajit Bayan (ESOP TRUSTEE) proposed and Mr. Pranjal Goswami (ESOP TRUSTEE) seconded.

After the approval of all the members the following resolution was passed as a Special Resolution:-

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

“RESOLVED that in supersession of the earlier shareholder’s resolution passed by the Company in its Extra Ordinary general meeting dated 7th day of July, 2015 and pursuant to Section 180(1)(c) of the Companies Act, 2013, read with the applicable rules there under, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, as they deem appropriate, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amounts so borrowed by the Board of Directors shall not exceed the limit of Rs. 1000 crore at any time.”



“RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

ITEM No. 2

Creation of Charges on the assets of the Company

For enabling creation of charges over the assets of the Company, the following resolution was passed as a special resolution after Mr. Nitul Rajbongshi (MBT Goalpara) proposed and Mr. Santanu Pratim Bhattacharjee (MBT Tezpur) seconded.

“RESOLVED THAT in supersession of the earlier shareholder resolution passed by the Company in its Extra Ordinary general meeting dated 7th day of July, 2015, and pursuant to Section 180(1)(a) of the Companies Act, 2013, read with the applicable Rules there under, as amended from time to time, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof) for the creation of such pledges, mortgages, charges and hypothecations as may be necessary on such assets of the Company, movable or immovable, both present and future, and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or create a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company in such manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, debenture trustees, other bodies corporate, alternative investment funds (hereinafter referred to as the “Lending Agencies”), to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 1000 crore together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Lending Agencies in respect of the said borrowings.”

“RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof), be and is hereby, authorized to finalize with the Lending Agencies, the documents for creating the aforesaid pledges, mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this resolution.”



Item no. 3

Private placement of Non Convertible Debentures

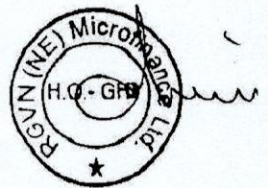
The Company intends to issue upto 400 (Four Hundred Only) Rated Listed Transferable Secured Redeemable Non Convertible Debentures of Rs. 10,00,000/- (Rupees Ten Lakhs), for cash, at par, in dematerialised form on a private placement basis, to various body corporates and financial institutions which may include foreign institutional investors, qualified foreign investors, foreign portfolio investors, banks, development financial institutions, insurance companies, alternative investment funds and mutual funds for its general corporate purposes and to augment the long term resources of the company.

After detailed discussion, the following resolution was adopted as special resolution after Mr. Utpal Deka (MBT Nagoan) proposed and Mr. Prabin Kr. Singh (Representative NEDFi) seconded.

“**RESOLVED** that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under, as may be amended from time to time, the approval of the members of the Company, be and is hereby, accorded to the Board of Directors of the Company for issuing Non-Convertible Debentures, in one or more series/tranches on such terms and conditions as may be determined by the Board of Directors on a private placement basis during a period of one year from the date of passing of this resolution to eligible persons which shall be within the overall borrowing limit of the Company, approved by the members, from time to time.”

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby, authorised to create charges as may be necessary on such assets of the Company, movable or immovable, both present and future, and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or create a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company by way of hypothecation in favour of GDA Trusteeship Services Limited as security for redemption of Non-Convertible Debentures and other monies which may be due and to do all such acts, deeds and things as may be necessary for the purpose and for perfecting the security so created

“**RESOLVED FURTHER** that the Board of Directors of the Company (including any Committee thereof), be and is hereby, authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this resolution”



ITEM NO. 4

APPROVAL OF PRIVATE PLACEMENT OFFER LETTER (PAS-4)

The Board has proposed to offer Non Convertible Debentures to IFMR Fimpact Long Term Multi Asset Class Fund and IFMR Fimpact Medium Term Microfinance Fund for such terms and conditions as mentioned in detail in the said private placement offer letter (PAS-4) dated 7th June 2016.

After detailed discussion, the following resolution was adopted as special resolution after Mr. Arindam Sarkar (MBT Mangaldoi) proposed and Mr. Prabin Kr. Singh (Representative NEDFi) seconded.

“RESOLVED THAT the approval of the members be and hereby accorded to issue a private placement offer letter in the prescribed form PAS-4 as required under the provisions of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 to offer :

- a) 250 (Two Fifty Only) number of Non-Convertible Debentures carrying coupon rate of 13.25% p.a with a tenure of 72 months to IFMR Fimpact Long Term Multi Asset Class Fund
- b) 150 (One Fifty Only) number of Non-Convertible Debentures carrying coupon rate of 13.25% p.a with a tenure of 37 months to IFMR Fimpact Medium Term Microfinance Fund

on such terms and conditions as mentioned in detail in the said PAS-4 on a private placement basis.”

“RESOLVED FURTHER THAT Ms. Rupali Kalita, Managing Director of the Company be and is hereby authorised to do all such acts, deeds and things and execute or ratify all such resolutions or documents whatsoever as may be required in connection with the above resolutions.”

CERTIFIED TRUE COPY

For, **RSVN (NORTH EAST) MICROFINANCE LIMITED**


Ms. Rupali Kalita
Managing Director

(Managing Director)

DIN No: - 02114098

104, Banjara Apartments, Seuji Ali,

R.G. Baruah Road, Ghy-781003, Assam, India



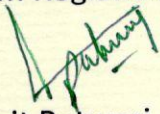
Date:- 05th Nov 2016

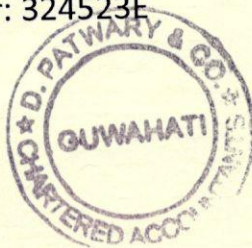
To
CATALYST TRUSTEESHIP LIMITED
(ERSTWHILE GDA TRUSTEESHIP LTD)
83-87, 8th Floor;
Mittal Tower, B-Wing
Nariman Point
Mumbai- 400021 (Maharashtra)

Dear Sir

This is to certify that RGVN (North East) Microfinance Limited bearing CIN:U65923AS2008PLC008742 having registered office at H.No.2, Padma path, Bye Lane No.8, Zoo Road Tiniali, Guwahati, Assam - 781 024 has maintained 100% assets cover against Rs.33.26 Cr Non-Convertible debentures issued to AAV S.A.R.L (Luxembourg) (arrangers/managers: Symbiotics)

For D. Patwary & Co.
Chartered Accountants
Firm Registration Number: 324523E


Amit Patwari
Membership no:061971






Date:- 05th Nov 2016

To
CATALYST TRUSTEESHIP LIMITED
(ERSTWHILE GDA TRUSTEESHIP LTD)
83-87, 8th Floor;
Mittal Tower, B-Wing
Nariman Point
Mumbai- 400021 (Maharashtra)

Dear Sir

This is to certify that RGVN (North East) Microfinance Limited bearing CIN:U65923AS2008PLC008742 having registered office at H.No.2, Padma path, Bye Lane No.8, Zoo Road Tiniali, Guwahati, Assam - 781 024 has maintained 100% assets cover against Rs.16 Cr Non-Convertible debentures issued to Micro finance initiative for Asia (MFIA) (arrangers/managers: Blue-Orchad).

For D. Patwary & Co.
Chartered Accountants
Firm Registration Number: 324523E


Amit Patwari
Membership no:061971



RGVN (NORTH EAST) MICROFINANCE LTD.

Registered Office

House No.2, Padma Path,
Zoo Road Tiniali, Bye-Lane No. 8,
Guwahati- 781 024, Assam, India
CIN U65923AS2008 PLC 00 8742



Contact Details

Phone : (91) 361-2464612
Fax : (91) 361-2464624
Email : rgvnne.nbfc@yahoo.in
Website : www.rgvnnefmfl.com

Ref No. :

Date :

To,
The Secretary
Bombay Stock Exchange
Phiroze Jeejeebhoy Towers, 25th Floor
Dalal Street
Mumbai- 400001
Maharashtra

Date: - 10/11/2016

Sub: - Statement indicating material deviations, if any

Dear Sir,

In compliance of the requirement of Regulation 52(7) of the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 in respect of Listed, Secured, Redeemable and Non- Convertible Debentures aggregating to Rs.16, 00, 00,000/- (Rupees Sixteen Crores only) and Rs. 33, 26, 00,000/- (Rupees Thirty Three Crores Twenty Six Lakhs only), we state that the Company does not have any material deviation in the use of proceeds of issue of non- convertible debt securities from the objects stated in the offer document for the half year ended 30-09-2016.

You are requested to kindly take the same on record.

Thanking You,

Yours faithfully,

For RGVN (NORTH EAST) MICROFINANCE LIMITED
For, RGVN (NE) Microfinance Ltd.


RUPALI KALITA
Managing Director
(MANAGING DIRECTOR)