

NOTICE

Notice is hereby given that the ANNUAL GENERAL MEETING of the members of IFMR Capital Finance Private Limited is convened at shorter notice to be held on Monday, the 5th day of May 2014 at 4.30 pm at Hotel Trident, 1/24 G.S.T Road, Chennai 600 027, India

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet and Profit and Loss Account of the Company for the year ended March 31, 2014 and the Report of the Directors and Auditors thereon.
2. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. Deloitte, Haskins & Sells, Chartered Accountants, Chennai the retiring Auditors, being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED that Mr. Samir Shah, who was appointed as an Additional Director, in terms of Section 260 of the Companies Act, 1956 read with Article 20 of the Articles of Association of the Company to hold office till this Annual General Meeting, be and is hereby appointed as Director of the Company."

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

"RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other provisions of applicable law, if any, and in supersession of the resolution passed to this effect on 27th September 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money from financial institutions, non-banking finance companies, co-operative banks, investment institutions, banks, mutual funds, and other bodies corporate in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit for such borrowing, whether by way of advances, loans, inter-corporate deposits issue of debentures/bonds and/or other instruments, whether secured or unsecured, whether domestic or international, whether secured by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties, which together with the monies, already borrowed by the Company (apart from temporary loans obtained or to be obtained by the Company from its bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 1000 Crores Only (Rupees One Thousand Crores only)".

"RESOLVED FURTHER THAT the authority of the Board to determine the terms and conditions of the any borrowings as provided for in the preceding resolution may be delegated by the Board to such other persons as the Board may deem fit, subject to such restrictions as the Board may deem fit.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

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

RESOLVED THAT in accordance with Section 14 of the Companies Act 2013, the Articles of Association of the Company be amended in the following manner:

- a) The words “9 (nine)” in Clause 14.2 be amended to read “10 (ten)”
- b) The following Clause be inserted as Clause 14.10 below existing Clause 14.9:

Appointment of Alternate Directors: The Board shall have the power to appoint alternate Director in the manner specified in Section 161 of the Companies Act, 2013.

For and on behalf of the Board
For IFMR CAPITAL FINANCE PRIVATE LIMITED

Place : Chennai
Date : April 25, 2014

R. Srividhya
Company Secretary

NOTES

1. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy instead of himself/herself to attend and vote at the meeting and the proxy need not be a member.*
2. *The Members and Proxies are requested to bring the Attendance Slip duly filled in for attending the Meeting.*

Explanatory Statement to notice of Extraordinary General meeting

Item No. 3

Appointment of Mr. Samir Shah as Director of the Company:

Mr. Samir Shah was appointed as Additional Director of the Company at the Board Meeting held on July 25, 2013. Pursuant to the provisions of Section 260 of the Companies Act, 1956, he holds office up to the date of the ensuing Annual General Meeting of the Company.

Mr. Samir Shah is the CEO and Managing Director in charge of NCDEX and has over two decades of experience in building institutions and market infrastructure. The Board of Directors recommends the resolution set out in the accompanying notice for approval of the Members.

None of the Directors of the Company, except Mr. Samir Shah, are in any way concerned or interested in this resolution.

Item No. 4

Borrowings in excess of paid-up share capital and free reserves:

The company in accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013, obtained the approval of the members for a maximum borrowing limit of INR 350 crores.

In view of the increased equity base of the Company it is now proposed to increase the above borrowing limit to INR 1000 crores. The Board of Directors recommends the resolution set out in the accompanying notice for approval of the Members.

None of the Directors are considered as interested in the above resolutions.

Item No. 5:

Amendment to the Articles of Association of the Company:

The Company proposes to amend the Articles of Association to increase the total strength of the Board to ten from the existing nine in order to facilitate the appointment of Alternate Directors in the event of absence of a director for a period of not less than three months from India in accordance with Section 161 of the Companies Act, 2013.

The amendment to the Articles of Association requires the approval of the members through special resolution. The Board of Directors recommends the resolution set out in the accompanying notice for approval of the Members.

None of the Directors are considered as interested in the above resolutions.

For IFMR CAPITAL FINANCE PRIVATE LIMITED

R. Srividhya
Company Secretary

Place: Chennai
Date: 25th April 2014