



NOTICE

Notice is hereby given that the EXTRAORDINARY GENERAL MEETING of the shareholders of the company will be held at shorter notice at the Registered Office of the Company on Tuesday, the 27th day of May 2014, at 10.30 am to transact the following businesses.

1. To consider and if thought fit to pass the following with or without modification as a special resolution:

Approval for further issue of shares:

RESOLVED THAT in accordance with Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Companies Act, 1956, consent be and is hereby accorded to issue, allot and deliver 5,142,332 equity shares of Rs. 10/- each at an issue price of Rs. 54.45 per share and on such terms and conditions as may be beneficial to the Company to the persons as the Board may in its absolute discretion determine in the best interests of the Company.

RESOLVED FURTHER THAT the said Equity Shares as and when issued shall be subject to the provisions of the Memorandum of Association of the Company and shall rank in all respects *pari passu* with the existing Equity Share Capital of the Company

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may arise for the implementation of the aforesaid resolution.

For and on behalf of the Board of Directors of IFMR Capital Finance Private Limited,

R. Srividhya
Company Secretary

Date: 26th May 2014



NOTES

A member entitled to attend and vote at the meeting is entitled to appoint a proxy and proxy need not be a member.

The Members are requested to notify immediately to the Company at its Registered Office any change in their address.



Explanatory Statement to notice of Extraordinary General meeting

Item No. 1

Approval for further issue of shares:

The Company had entered into a Shareholders' Agreement with Leapfrog Financial Inclusion India Holdings Limited (the Investor) on 26th March 2014. Pursuant to the said agreement, the company is to issue and allot a further 5,142,332 equity shares of Rs. 10/- each at an issue price of INR 54.45 per share to the Investor. In this connection, the Company furnishes the following information in accordance with Companies (Share Capital and Debentures) Rules, 2014:

- (i) the objects of the issue - the proceeds of the issue would be used in accordance with the Shareholders' Agreement entered into with the Investor dated 26th March 2014
- (ii) the total number of shares or other securities to be issued - 5,142,332 equity shares
- (iii) the price or price band at/within which the allotment is proposed - Rs. 54.45 per share
- (iv) basis on which the price has been arrived at along with report of the registered valuer - in line with the price arrived at in accordance with the report of the Registered Valuer - V. Mohanakrishnan & Associates, Chartered Accountants, Chennai.
- (v) relevant date with reference to which the price has been arrived at - February 28, 2014
- (vi) the class or classes of persons to whom the allotment is proposed to be made - Foreign Company
- (vii) intention of promoters, directors or key managerial personnel to subscribe to the offer - None
- (viii) the proposed time within which the allotment shall be completed - within 30 days of the meeting
- (ix) the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them - Leapfrog Financial Inclusion India Holdings Limited/ Percentage of Post preferential offer capital - 41%
- (x) the change in control, if any, in the company that would occur consequent to the preferential offer - None
- (xi) the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price - Leapfrog Financial Inclusion India Holdings Limited/ 13,223,141 equity shares at an issue price of Rs. 54.45 per share
- (xii) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer. - NA



(xiii) The pre issue and post issue shareholding pattern of the company shall be as under:

S No	Category	Pre Issue		Post Issue	
		No of Shares held	% of shareholding	No of Shares held	% of shareholding
A	Promoters				
1	Indian:	NIL		NIL	
	Individual	NIL		NIL	
	Bodies Corporate	60,000,000	77%	46,225,895	59%
	Sub-total	60,000,000	77%	46,225,895	59%
2	Foreign Promoters	NIL		NIL	
	Sub Total (A)	60,000,000	77%	46,225,895	59%
B	Non-Promoters' Holding				
1	Institutional Investors	NIL		NIL	
2	Non Institution				
	Private Corporate Bodies	NIL		NIL	
	Directors and Relatives	NIL		NIL	
	Indian Public	NIL		NIL	
	Others (Including NRIs) - Foreign Company	13,223,141	23%	32,139,578*	41%
	Sub Total (B)	13,223,141	23%	32,139,578*	41%
	GRAND TOTAL	73,223,141	100%	78,365,473	100%

* After taking into consideration the impending transfer of 13,774,105 equity shares from IFMR Trust to Leapfrog Financial Inclusion India Holdings Limited.

The members are to consider and approve the above proposal.

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: 26th May 2014

