



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 Wednesday, the 29th day of October 2014, at 1 pm 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 issue of debentures:

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 non-convertible debentures up to a maximum of an amount not exceeding INR 500 crores within the overall limit of INR 1000 crores approved by the members under Section 180(1)(c) of the said Act.

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: 29th October 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 non-convertible debentures:

The Company uses the non-convertible debenture route as a source of funding to meet its business requirements. In terms of Section 62 of the Companies Act, 2013 every issue of debentures is required to be approved by the members of the Company by special resolution. 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 - to meet the working capital requirements of the company
- (ii) the total number of securities to be issued - 500 non-convertible debentures
- (iii) the price or price band at/within which the allotment is proposed - Rs. 10 lakhs per debenture
- (iv) basis on which the price has been arrived at along with report of the registered valuer - NA
- (v) relevant date with reference to which the price has been arrived at - NA
- (vi) the class or classes of persons to whom the allotment is proposed to be made - Mutual Fund
- (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 - NA
- (x) the change in control, if any, in the company that would occur consequent to the preferential offer - NA
- (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 - NIL
- (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: NA

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: 29th October 2014