

NOTICE OF EXTRAORDINARY GENERAL MEETING - 01/2016-17

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 27th day of July 2016, at 10.00 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 Increase in Authorised Capital and amendment of Memorandum of Association:

RESOLVED THAT in accordance with Section 13 of the Companies Act, 2013 and other applicable laws approval be and is hereby accorded to increase the authorised share capital of the company from Rs. 120,00,00,000 (Rupees One Hundred and Twenty Crores Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- each and 2,00,00,000 redeemable preference shares of Rs. 10/- each to Rs. 220,00,00,000 (Rupees Two Hundred and Twenty Crores Only) divided into 20,00,00,000 (Twenty Crores Only) equity shares of Rs. 10/- each and 2,00,00,000 (Two Crores Only) redeemable preference shares of Rs. 10/- each by the addition of 10,00,00,000 (Ten Crores Only) equity shares of Rs. 10/- each.

FURTHER RESOLVED THAT approval be and is hereby accorded to replace the existing Clause V of the Memorandum of Association with the new Clause V:

“The Authorised Share Capital of the Company is Rs. 220,00,00,000/- (Rupees Two Hundred and Twenty Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 10/- (Rupees Ten only) and 2,00,00,000 redeemable preference shares of Rs. 10/- each with power to the Company to increase or reduce the said Capital and to issue any part of its Capital, original or increased with or without any preference, priority or special privilege or subject to any postponement or rights or to any conditions or restriction, so that unless the conditions of issue shall otherwise be subject to the power herein contained. The right and privilege attached to any shares having preferential, qualified or special rights, privileges or conditions attached thereto may be altered or dealt with in accordance with the accompanying Articles of Association but not otherwise.”

2. 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 supersession of the resolution passed by shareholders on 23rd November 2015 and in accordance with Section 42, 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Debentures) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and in accordance with SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the Rules, Guidelines, Regulations, Circulars as amended from time to time and also subject to such other approvals, as may be required from regulatory authorities from time to time, consent be and is hereby accorded to issue secured or unsecured non-convertible debentures/bonds on private placement basis up to a maximum of an amount not exceeding INR 2000 Crores (Rupees Two Thousand Crores Only) on such terms and conditions, to such persons or institutions, as the Board may decide in its absolute discretion.

IFMR Capital Finance Private Limited


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CIN : U65910TN1989PTC017021

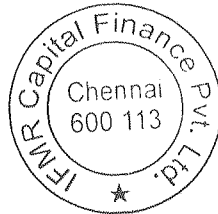


RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may arise for the implementation of the aforesaid resolution and for all matters connected therewith.

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


Kshama Fernandes
Managing Director cum CEO
(DIN: 02539429)

Date: 27th July 2016



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 Increase in Authorised Capital and amendment of Memorandum of Association:

In terms of Section 55 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 approval of the shareholders by ordinary resolution is required for Increase in Authorised Capital and further approval of the shareholders by special resolution for making amendments Memorandum of Association to empower the company for the said increase in authorized capital.

The revised Memorandum and Articles of Association of the Company are available for inspection at the Registered Office of the Company during business hours on all working days.

Consent of the members is therefore sought in connection with the aforesaid amendment of Memorandum and Articles of Association.

The Board recommends the special resolutions set forth in Items No. 1 of the Notice for approval of the Members.

None of the directors or key managerial personnel of the company including their relatives are interested in the above resolutions.

Item No. 2

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 42 and 71 of the Companies Act, 2013 every issue of debentures is required to be approved by the members of the Company by special resolution. Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 permits a company to pass a previous special resolution once in a year for offer or invitation of non-convertible debentures to be made during the year on a private placement basis in one or more tranches.

The members had, in May 2016 consented to an issuance of INR 500 crores; it is proposed to increase the said limit to INR 2000 crores, to meet the company's increasing funding requirement.

Consent of the members is therefore sought in connection with the aforesaid issue of debentures/ bonds from time to time and they are requested to authorize the Board to issue non-convertible debentures in one or more tranches.

The Board recommends the special resolution set forth in Item No. 2 of the Notice for approval of the Members.

None of the directors or key managerial personnel of the company including their relatives are interested in the above resolutions.

For IFMR CAPITAL FINANCE PRIVATE LIMITED


Kshama Fernandes
Managing Director cum CEO
(DIN: 02539429)



Place: Chennai
Date : 27th July 2016