

NOTICE OF THE 8TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the eighth Annual General Meeting of the Members of the Company will be held at shorter notice at the Registered Office of the Company at IITM Research Park, Phase I, 10th Floor, No.1, Kanagam Village (Behind Tidel Park), Taramani, Chennai - 600 113 on Monday, the 10th day of May, 2017 at 5 PM to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited consolidated and standalone Balance Sheet as at 31st March 2017 and the Statement of Profit and Loss of the Company for the year ended March 31, 2017 and the Reports of the Directors and Auditors thereon. Shareholders to consider and if thought fit, to pass the following resolution, with or without modification:

“**RESOLVED THAT** the Board’s Report, the Auditors’ Report, the audited statement of Profit and Loss for the financial year ended 31st March 2017 and the Balance Sheet along with the notes as at that date submitted to this meeting be and are hereby received, considered and adopted.”

SPECIAL BUSINESS:

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 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 subject to such other approvals, as may be required from regulatory authorities from time to time, consent be and is hereby accorded to issue non-convertible debentures up to a maximum of an amount not exceeding INR 2,000 crores on such terms and conditions, to such persons or institutions, as the Board may decide in its absolute discretion.

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.

3. To consider and if thought fit, pass the following resolution, with or without modification as a ordinary resolution:

“**RESOLVED THAT** Ms. Vedika Bhandarkar who was appointed as an Additional Director with effect from 1st November 2016 to hold office up to the date of this Annual General Meeting be and is hereby elected and appointed as Director of the Company”

RESOLVED FURTHER THAT the Company be and hereby authorizes any one of the Directors of the Company, to sign and file all necessary documents and carry out all necessary action, including filing of Form DIR 12 with the Registrar of Companies, and submission of the Extract of the Resolution to the Bank and Statutory authorities to give effect to the said Resolution”.

On behalf of the Board,
For IFMR Capital Finance Private Limited

Srividhya R
Company Secretary

Place: Chennai
Date: May 10, 2017

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.***
- 3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed to the said notice***

Explanatory Statement to notice of Extraordinary General meeting

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.

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. 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.3

Appointment of Ms. Vedika Bhandarkar as Director of the Company

Ms. Vedika Bhandarkar was appointed as Additional Director of the Company with effect from 1st November 2016. As per provisions of Section 161 of the Companies Act, 2013 she hold office up to the date of this Annual General Meeting and appointed as Director of the Company.

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 Ms. Vedika Bhandarkar, are in any way concerned or interested in this resolution.

On behalf of the Board,
For IFMR Capital Finance Private Limited

Srividhya R
Company Secretary

Place: Chennai
Date: May 10, 2017