

NOTICE OF EXTRAORDINARY GENERAL MEETING - 01/ 2017-18

Notice is hereby given that the EXTRAORDINARY GENERAL MEETING of the shareholders IFMR Capital Finance Private Limited will be held at shorter notice at the Registered Office of the Company on Tuesday the 25th day of July 2017 at 6 pm to transact the following businesses.

1. To consider and if thought fit to pass the following as an ordinary resolution:

Approval for appointment of Statutory Auditors of the Company for the Financial Year 2017-18:

RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 , M/S BSR & Co. LLP, Chartered Accountants, ICAI Registration Number 101248W/W-100022 be and are hereby appointed as the Statutory Auditors of the company in place of Deloitte, Haskins & Sells, as Statutory Auditors of the Company from the Financial Year 2017-18 for five financial years viz. 2017-18, 2018-19, 2019-2020, 2020-2021, 2021-22, on such remuneration as may be approved by the Audit Committee of the Board.”

2. To consider and if thought fit to pass the following as special resolution:

Revision of the Exercise Price of IFMR Capital Employee Stock Option Plan 2016 - Scheme II

RESOLVED THAT pursuant to the Applicable Laws, approval of the members of the Company be and is hereby accorded to revise the Exercise Price of IFMR Capital Employee Stock Option Plan 2016 - Scheme II from INR 134.54 to INR 110.

FURTHER RESOLVED THAT any one of the Directors of the Company be and is hereby authorize to file relevant forms with the Registrar of Companies and perform such acts, deeds and things as may be applicable to give effect to the above resolution.

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

Srividhya R
Company Secretary

Date: 25th July 2017

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:

M/s. Deloitte, Haskins & Sells, the Statutory Auditors of the Company have provided their resignation due to inability to continue as Statutory Auditors of the Company. The Company has identified BSR & Co. LLP, Chartered Accountants, Chennai as the Statutory Auditors of the Company for the Financial Year 2017-18.

The incoming auditors have provided their letter of eligibility as required under Section 139(1) of the Companies Act, 2013.

The members are to consider and approve the above proposal.

None of the directors of the Company are interested in the transaction.

Item No. 2:

The Board informed that at the recommendation of the Compensation Committee and as an employee benefit initiative, the Exercise Power of the IFMR Capital ESOP Plan 2016: Scheme II was revised from INR 134.54 to INR 110.

The members are to consider and approve the above proposal.

None of the directors of the Company are interested in the transaction except Dr. Kshama Fernandes, Managing Directors, who is one of the ESOP grantees.

For IFMR Capital Finance Private Limited

Srividhya R
Company Secretary

Place: Chennai

Date: 25th July 2017