

**NOTICE OF EXTRAORDINARY GENERAL MEETING - 04/ 2017-18**

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 Friday, the 9<sup>th</sup> of February 2018 at 5 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:

a) Approval for change of name and amendments to the Memorandum and Articles of Association of the Company:

“RESOLVED THAT pursuant to provision of Section 13 (2) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Central Government and other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, consent of the members be and is hereby given for changing the name of the company from IFMR Capital Finance Limited to Northern Arc Capital Limited.

RESOLVED FURTHER THAT Name Clause being Clause I of the Memorandum of Association of the Company be substituted by the following clause:

The name of the Company is “NORTHERN ARC CAPITAL LIMITED”.

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Directors and/ or Company Secretary of the Company be and are hereby severally authorised to file all the necessary Forms and / or Returns and make the application in FORM INC 24 and / or any other Form to the Registrar of Companies and / or to Central Government for approval for the change of name as above and to do such other acts, things and deeds as may be necessary to give effect to this resolution.”

**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.***



**IFMR Capital Finance Limited**

Explanatory Statement to notice of Extraordinary General meeting

Item No. 1:

The Company proposes to change its name to Northern Arc Capital Limited. The name "IFMR" has been in use for many decades by an educational institution with a focus on finance and research. For the last 10 years it has also been used by the erstwhile IFMR Trust (now Dvara Trust) and companies affiliated with IFMR Trust, including the Company. There has been no management connection between the educational institution and the Company. Now, as a public company with multiple shareholders, the Company believes it is appropriate for it to have an independent brand identity which will enable ensure absolute control over the reputation and usage of the brand. The Company thus believes having its own brand is necessary for the protection and growth of the goodwill of the company.

The Company has applied for and received consent of the Reserve Bank of India for the proposed name change.

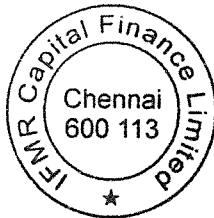
The members are to consider and approve the above proposal.

None of the directors or key managerial personnel of the Company are interested in the transaction.

For IFMR Capital Finance Limited



R. Srividhya  
Company Secretary



Place: Chennai

Date: 1<sup>st</sup> February 2018