

IFMR CAPITAL FINANCE PRIVATE LIMITED

CIN: U65910TN1989PTC017021

REGISTERED OFFICE ADDRESS: 10th Floor, PHASE I, IITM Research Park, Kanagam VILLAGE (Behind Tidel Park), Taramani, Chennai -600113

PHONE: +91 44 6668 7000 FAX: +91 44 6668 7010 WEBSITE: <https://capital.ifmr.co.in/>

NOTICE

Notice is hereby given that the **ANNUAL GENERAL MEETING** of the members of IFMR Capital Finance Private Limited is convened at shorter notice to be held on Wednesday, the 11th day of May 2016 at 4 pm at the Registered Office of the Company at IIT-M Research Park, 10th Floor, No.1, Kanagam Village, Taramani, Chennai - 600 113

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited consolidated and standalone Balance Sheet as at 31st March 2016 and the Statement of Profit and Loss of the Company for the year ended March 31, 2016 and the Reports of the Directors and Auditors thereon.
2. To appoint M/s. Deloitte, Haskins & Sells, Chartered Accountants, Chennai as Statutory Auditors and fix their remuneration.

RESOLVED THAT M/s. Deloitte, Haskins & Sells, Chartered Accountants, Chennai, (ICAI Registration No. 008072S) the retiring Statutory Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company; to hold office for the two financial years beginning from 01st April 2016 till 31st March 2018, as per the provisions of Companies Act, 2013 on such remuneration as may be agreed upon between any two of the Chief Executive Officer, Chief Financial Officer and Head, Accounts & Operations, and the Auditors in addition to reimbursement of out of pocket expenses incurred in relation with the audit of the Company.

SPECIAL BUSINESS:

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 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 5 billion on such terms and conditions, to such persons or institutions, as the Board may decide in its absolute discretion.

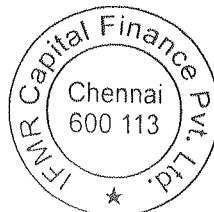
RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may arise for the implementation of the aforesaid resolution and for all matters connected therewith.

Place : Chennai
Date : May 11, 2016

For and on behalf of the Board
For **IFMR CAPITAL FINANCE PRIVATE LIMITED**



R. Srividhya
Company Secretary



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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.*



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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 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.

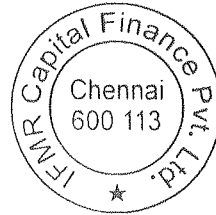
Consent of the members is therefore sought in connection with the aforesaid issue of debentures/ bonds from time to time and they are requested to authorize the Board to issue non-convertible debentures in one or more tranches.

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.

Place : Chennai
Date : May 11, 2016

For and on behalf of the Board
For **IFMR CAPITAL FINANCE PRIVATE LIMITED**



A handwritten signature in black ink, appearing to read "R. Srividhya".

R. Srividhya
Company Secretary