

## NOTICE

NOTICE is hereby given that subject to the consent of the shareholders, an Extraordinary General Meeting of the members of IFMR Capital Finance Private Limited (“Company”) be held at a shorter notice, on Friday, the 15<sup>th</sup> day of December 2016 at 6.30 pm at the Registered Office of the Company to consider and transact the following special business:

### A. ADOPTION OF REVISED ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:

“**RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the Share Subscription and Shareholders’ Agreement dated 26<sup>th</sup> November 2016, by and amongst Company, IFMR Holdings Private Limited, Leapfrog Financial Inclusion India (II) Ltd., FIL Capital Investments (Mauritius) II Limited, Standard Chartered Bank (Singapore Branch), Leapfrog Financial Inclusion Fund II, LP, Leapfrog Financial Inclusion II-B, LP (“SSSHA”) and subject to the charter documents of the Company, the Articles of Association of the Company be and are hereby amended to incorporate the relevant terms of the SSSHA and the same is approved and adopted as the Articles of Association of the Company, in substitution of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Directors be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolutions, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.

**RESOLVED FURTHER THAT** a certified copy of this resolution be circulated under the signature of any one of the directors of the company or the Company Secretary and the same shall be taken on record thereon.”

### B. APPOINTMENT OF MR UDAI DHAWAN AS DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modifications, the following resolutions as ordinary resolutions:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules and regulations, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Udai Dhawan (DIN: 03048040) be and is hereby appointed as a director of the Company.

**RESOLVED FURTHER THAT** the Directors be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolutions, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.



**IFMR Capital Finance Private Limited**

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CIN : U65910TN1989PTC017021

**RESOLVED FURTHER THAT** a certified copy of this resolution be circulated under the signature of any one of the directors of the company or the Company Secretary and the same shall be taken on record thereon.”

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**



**R. Srividhya**  
Company Secretary



Date:

Place: Chennai

**NOTES:**

- A. A member entitled to attend and vote at the general meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member.
- B. The instrument of proxy should be deposited at the registered office of the Company not less than 48 (forty eight) hours before the commencement of the meeting.
- C. The explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of special business set out above, is annexed hereto.
- D. All documents referred to in the notice and accompanying explanatory statement are open for inspection at the registered office of the Company on all working days between [11.00 AM and 1.00 PM] till the date of the meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING**

The following explanatory statement set out all material facts relating to the business mentioned under the accompanying notice dated 26<sup>th</sup> November 2016

**Adoption of revised Articles of Association of the Company**

The Company has entered into an agreement dated 26<sup>th</sup> November 2016 with IFMR Holdings Private Limited, Leapfrog Financial Inclusion India (II) Ltd., FIL Capital Investments (Mauritius) II Limited, Standard Chartered Bank (Singapore Branch), Leapfrog Financial Inclusion Fund II, LP, Leapfrog Financial Inclusion II-B, LP (“SSSHA”). In order to make provisions of the SSSHA effective and enforceable, these must be incorporated in the articles of association of the Company. Therefore, it is proposed to adopt new set of articles of association of the Company. The draft copy of the articles of association of the Company as approved by the board of directors of the Company (“Board”) is being circulated with this notice.

The Board accordingly recommends the resolution for approval of the members. The amended articles as approved by the Board shall be available for inspection the registered office of the Company during business hours and at the meeting.

None of the directors of the Company or key managerial personnel (“KMP”) are, in any way, concerned or interested in the said resolution. None of the relatives of the directors and KMP are interested in the resolutions.

**Appointment of Mr. Udai Dhawan as Director of the Company**

In terms of the SSSHA, Standard Chartered Bank (Singapore Branch) is entitled to nominate 1 (one) director for appointment to the Board. Mr Udai Dhawan was, accordingly, nominated for appointment and was appointed as a director of the Company in the meeting of the Nomination and Remuneration Committee and Board of Directors on 15<sup>th</sup> December 2016.

The Board accordingly recommends the resolution for approval of the members of the Company. None of the directors of the Company or key managerial personnel (“KMP”) are, in any way, concerned or interested in the said resolution. None of the relatives of the directors and KMP are interested in the resolutions.

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**



Signature  
R. Srividhya  
Company Secretary



Date:  
Place: Chennai