

NOTICE OF EXTRAORDINARY GENERAL MEETING – 02/2015-16

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 Monday, the 21st of December 2015, at 10 am to transact the following businesses.

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

Approval for amendment of Memorandum of Association:

RESOLVED THAT in accordance with Section 13 of the Companies Act, 2013 and other applicable laws approval be and is hereby accorded to increase the authorised share capital of the company from Rs. 100,00,00,000 (Rupees One Hundred Crores Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- each to Rs. 120,00,00,000 (Rupees One Hundred and Twenty Crores only) by the addition of 1,20,00,000 redeemable preference shares of Rs. 10/- each.

FURTHER RESOLVED THAT approval be and is hereby accorded to replace the existing Clause V of the Memorandum of Association with the new Clause V:

“The Authorised Share Capital of the Company is Rs. 120,00,00,000/- (Rupees One Hundred and Twenty Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 10/- (Rupees Ten only) and 1,20,00,000 redeemable preference shares of Rs. 10/- each with power to the Company to increase or reduce the said Capital and to issue any part of its Capital, original or increased with or without any preference, priority or special privilege or subject to any postponement or rights or to any conditions or restriction, so that unless the conditions of issue shall otherwise be subject to the power herein contained. The right and privilege attached to any shares having preferential, qualified or special rights, privileges or conditions attached thereto may be altered or dealt with in accordance with the accompanying Articles of Association but not otherwise.”

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

Approval for amendment of Articles of Association:

RESOLVED THAT in accordance with Section 14 and other applicable provisions of the Companies Act, 2013, the following clause shall be inserted as 7A under existing Clause 7 in the Articles of Association of the Company:

ISSUE OF PREFERENCE SHARES

7A. The Company may, subject to the provisions of Section 55 of the said Act, issue preference shares which are liable to be redeemed and may redeem such shares in any manner provided in the said section and may issue shares up to the nominal amount of the shares redeemed or to be redeemed. Where the Company has issued redeemable preference shares the provisions of the said section shall be complied with.

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

Approval for issue of redeemable preference shares:

RESOLVED THAT pursuant to the provisions of Sections 42, 55, 62 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and in accordance with the applicable provisions of the Memorandum & Articles of Association of the Company, and subject to such other approvals as may be necessary the company be and is hereby authorized to issue 15,000,000 cumulative non-convertible and compulsorily redeemable preference shares of Face Value INR 10/- each aggregating upto INR 150,000,000 (Rupees Fifteen Crores Only) each to be issued in cash at par and offered to on a private placement basis to Unifi AIF and its Scheme/s.

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.

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

R. Srividhya
Company Secretary

Date: 18th December 2015

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 & 2

Approval for amendment of Memorandum and Articles of Association:

In terms of Section 55 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 approval of the shareholders by special resolution is required for issue of preference shares and for making amendments to the Articles of Association to empower the company for the said issue of preference shares.

To this end, the Company also seeks to alter the Capital clause of the Memorandum of Association in order to facilitate the company to issue preference shares.

Consent of the members is therefore sought in connection with the aforesaid amendment of Memorandum and Articles of Association.

The Board recommends the special resolutions set forth in Items No. 1 & 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:

Approval for further issue of cumulative, non-convertible, compulsorily redeemable preference shares:

The company in order to meet its working capital and capital adequacy requirements proposes to issue cumulative, non-convertible, compulsorily redeemable preference shares amounting to Rs. 15 crores. In accordance with Section 55 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 the issue of preference shares shall be authorized by the members of the company at their general meeting through special resolution.

Consent of the members is therefore sought in connection with the aforesaid issue of non-convertible redeemable preference shares.

The Board recommends the special resolution set forth in Item No. 3 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.

For IFMR CAPITAL FINANCE PRIVATE LIMITED

R. Srividhya
Company Secretary

Place: Chennai

Date: 18th December 2015