

## 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 Tuesday, the 5<sup>th</sup> day of May 2015 at 5 pm at the Registered Office of the Company at IIT-M Research Park, 10<sup>th</sup> Floor, No.1, Kanagam Village, Taramani, Chennai - 600 113

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### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2015 and the Statement of Profit and Loss of the Company for the year ended March 31, 2015 and the Reports of the Directors and Auditors thereon.
2. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. Deloitte, Haskins & Sells, Chartered Accountants, Chennai the retiring Auditors, being eligible, offer themselves for re-appointment.

### SPECIAL BUSINESS:

3. To consider and if thought fit to pass the following resolution as an Ordinary Resolution with or without modification:

RESOLVED THAT pursuant to the provisions of Section 196 of the Companies Act, 2013 and the rules made thereunder, consent of the Company be and is hereby accorded for the change of designation of Dr. Kshama Fernandes from Whole-time Director to Managing Director for a period of five years commencing from 1<sup>st</sup> April 2015 on such remuneration, terms and conditions as may be recommended by the Compensation Committee of the Board.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorised to do all necessary acts, deeds and things that may be required to give effect to the above resolution.

### TAKING NOTE OF THE RESIGNATION OF Mr. NICLAS THELANDER AS ALTERNATE DIRECTOR:

In terms of Section 168(1) of the Companies Act, 2013, the fact of resignation of a director shall be laid before the Members of the Company in the immediately following general meeting of the Company.

Mr. Niclas Thelander, appointed as Alternate Director to Dr. James Darius Roth on 15<sup>th</sup> July 2014 resigned as Director with effect from 2<sup>nd</sup> December 2014.

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

Place : Chennai  
Date : April 27, 2015

**R. Srividhya**  
Company Secretary

### 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.*

Explanatory Statement to notice of Extraordinary General meeting

Item No. 3

Change of designation of Dr. Kshama Fernandes from Whole-time Director to Managing Director:

Dr. Kshama Fernandes was appointed as Whole-time Director of the Company with effect from 1<sup>st</sup> August 2012. It is proposed to change her designation to Managing Director.

According to Section 196 of the Companies Act, 2013, Managing Director is to be appointed by the Members of the Company for a term not exceeding five years. The Board of Directors have, subject to the approval of the shareholders, appointed Dr. Kshama Fernandes as Managing Director of the Company with effect from 01.04.2015 for a period of 5 years on the remuneration, terms and conditions recommended by the Compensation Committee.

Dr. Kshama Fernandes may be deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in the said resolution.

For IFMR CAPITAL FINANCE PRIVATE LIMITED

R. Srividhya  
Company Secretary

Place: Chennai  
Date: 27<sup>th</sup> April 2015