

**NOTICE**

NOTICE is hereby given that the 03<sup>rd</sup> (2019-20) Extraordinary General Meeting of the members of Northern Arc Capital Limited (formerly IFMR Capital Finance Limited) (“**Company**”) be held on Friday, the 10<sup>th</sup> day of January 2020 at 10.30 AM at the Registered Office of the Company to consider and transact the following special businesses:

**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: (i) 5 and Section 14 and other applicable provisions, if any, of the Companies Act, 2013 , and other applicable rules and regulations, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force); (ii) the charter documents of the Company; and (iii) pursuant to the amended and restated Shareholders’ Agreement dated 06<sup>th</sup> September 2019, executed by and amongst Company, Leapfrog Financial Inclusion India (II) Ltd., Eight Roads Investments (Mauritius) II Limited, Standard Chartered Bank (Singapore Branch), Dvara Trust, Accion-Africa Asia Investment Company, Augusta Investments II Pte. Ltd., IIFL Special Opportunities Fund, IIFL Special Opportunities Fund – Series 2, IIFL Special Opportunities Fund – Series 3, IIFL Special Opportunities Fund – Series 4, IIFL Special Opportunities Fund – Series 5, IIFL Special Opportunities Fund – Series 6, and IIFL Special Opportunities Fund – Series 7 and Sumitomo Mitsui Banking Corporation (together with its schedules, attachments and appendices) (“**SHA**”) 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 SHA (the draft of which is placed before this meeting) and the same is unanimously 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** any one of the Directors, Ms. Bama Balakrishnan, Chief Financial Officer and Ms. R. Srividhya, Company Secretary of the company 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.”

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

  
**R. Srividhya**  
Company Secretary

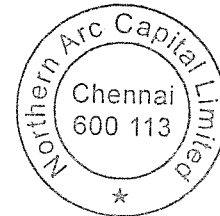


Date: 18<sup>th</sup> December 2019

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 [09.00 AM and 06.00 PM] till the date of the meeting.
- E. Route map for the venue of the EGM is attached as Annexure.



**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 16<sup>th</sup> December 2019

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

The Company has entered into an agreement dated 06<sup>th</sup> September 2019 by and amongst Company, Leapfrog Financial Inclusion India (II) Ltd., Eight Roads Investments (Mauritius) II Limited, Standard Chartered Bank (Singapore Branch), Dvara Trust, Accion-Africa Asia Investment Company, Augusta Investments II Pte. Ltd., IIFL Special Opportunities Fund, IIFL Special Opportunities Fund – Series 2, IIFL Special Opportunities Fund – Series 3, IIFL Special Opportunities Fund – Series 4, IIFL Special Opportunities Fund – Series 5, IIFL Special Opportunities Fund – Series 6, IIFL Special Opportunities Fund – Series 7 and Sumitomo Mitsui Banking Corporation (together with its schedules, attachments and appendices) (“SHA”). In order to make provisions of the SHA 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 (hereinafter referred to as the “Board” which term shall be deemed to include any committee of the Board or person authorised by the Board for the time being exercising the powers conferred on the 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 at the registered office of the Company during business hours and at the meeting.

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**



R. Srividhya  
Company Secretary



Date: 18<sup>th</sup> Dec 2019  
Place: Chennai

**Corporate Identification Number (CIN) - U65910TN1989PLC017021**  
**Registered Office - No. 1, Kanagam Village, 10<sup>th</sup> Floor, IITM Research Park, Taramani, Chennai – 600 113**  
**Tel. No – 044 – 6667 0000 ; E-mail address :- [secretarial@northernarc.com](mailto:secretarial@northernarc.com)**  
**Website :- [www.northernarc.com](http://www.northernarc.com)**

**ATTENDANCE SLIP**

03<sup>rd</sup> (2019-20) EXTRAORDINARY GENERAL MEETING ON \_\_\_\_\_ DECEMBER 2019 AT \_\_\_\_\_ AT  
THE REGISTERED OFFICE OF THE COMPANY

Folio No.	DP ID No.	Client ID No.

I/ We hereby record my/ our presence at the 03<sup>rd</sup> (2019-20) Extraordinary General Meeting of the Company at registered office of the Company at \_\_\_\_\_ on \_\_\_\_\_, \_\_\_ December 2019.

Name of the Member :	Signature :-
Name of the Proxyholder :	Signature :-

**Note :- 1. Only Member/ Proxyholder can attend the meeting**

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**Form No. MGT-11  
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN of Company :- U65910TN1989PLC017021

Name of the Company :- Northern Arc Capital Limited

Registered Office of the Company :- No. 1, Kanagam Village, 10<sup>th</sup> Floor, IITM Research Park, Taramani, Chennai – 600 113.

Name of the member(s) :-

Registered Address :-

Email ID :-

Folio No. / Client ID :-

DP ID :-

I/ We, being the member(s) of \_\_\_\_\_ shares of the above-named company, hereby appoint

1. Name :-

Address :-

Email ID :-

Signature: \_\_\_\_\_, or failing him

2. Name :-

Address :-

Email ID :-

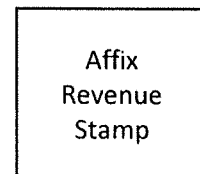
Signature: \_\_\_\_\_, or failing him

as my proxy to attend and vote (on a poll) for me and on my behalf at the 03<sup>rd</sup> (2019-20) Extraordinary General Meeting of the company, to be held on \_\_\_\_\_ the \_\_\_\_\_ day of December 2019 at \_\_\_\_\_ at the registered office of the company in respect of such resolutions as indicated below :-

a) Adoption of revised Articles of Association of the Company

Signed this \_\_\_\_\_ day \_\_\_\_\_ 20

Signature of Shareholder



Signature of Proxy holder(s)

Annexure

Route map for the venue of EGM

