

NOTICE OF EXTRAORDINARY GENERAL MEETING - 3/ 2017-18

NOTICE is hereby given that subject to the consent of the shareholders, an Extraordinary General Meeting of the members of IFMR Capital Finance Limited ("Company") be held at shorter notice, on Tuesday the 19th day of December 2017 at 4 pm at the registered office of the Company at IIT-M Research Park, 10th Floor, No. 1, Kanagam Village, Taramani, Chennai - 600113 to consider and transact the following special business:

1. APPROVAL FOR BORROWINGS IN EXCESS OF PAID-UP CAPITAL AND FREE RESERVES:

To consider and if thought fit to pass the following as a special resolution:

"RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other provisions of applicable law, if any, the consent of the shareholders be and is hereby accorded to borrow from time to time any sum or sums of money from financial institutions, non-banking finance companies, co-operative banks, investment institutions, banks, mutual funds, and other bodies corporate in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit for such borrowing, whether by way of advances, loans, inter-corporate deposits issue of debentures/bonds and/or other instruments, whether secured or unsecured, whether domestic or international, whether secured by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties, which together with the monies, already borrowed by the Company (apart from temporary loans obtained or to be obtained by the Company from its bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 3,500 Crores Only (Rupees Three Thousand Five Hundred Crores only)".

"RESOLVED FURTHER THAT the authority of the Board to determine the terms and conditions of the any borrowings as provided for in the preceding resolution may be delegated by the Board to such other persons as the Board may deem fit, subject to such restrictions as the Board may deem fit.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

2. AMENDMENT TO THE ARTICLES OF ASSOCIATION:

To consider and if thought fit to pass the following as a special resolution:

RESOLVED THAT in terms of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, approval be and is hereby accorded for amendment of the Articles of Association.



IFMR Capital Finance Limited

RESOLVED THAT any one of the directors of the Company or the Company Secretary be and are hereby authorised to file, sign, execute and deliver relevant forms including with the Registrar of Companies, Chennai and provide certified copies of the amended Articles of Association to such lenders, regulators, investors, etc. as may be required in this regard.

FOR IFMR CAPITAL FINANCE LIMITED



Srividhya. R
Company Secretary

Date: 18th December 2017
Place: Chennai



NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The instrument appointing a proxy should however be deposited at the registered office of the company duly completed, not less than 48 (forty eight) hours before the commencement of this meeting.
2. Statement of material facts pursuant to section 102 of the Companies Act, 2013, in respect of special business set out above, is annexed hereto.
3. All documents referred to in the notice and the explanatory statement are open for inspection at the registered office of the Company on all working days during business hours till the date of the meeting.

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

The following statement set out all material facts relating to the business mentioned under the accompanying notice dated 18th December 2017:

Item 1:

Pursuant to the conversion of the Company into a public limited company, the company is required to pass a resolution under Section 180(1)(c) of the Companies Act, 2013 to authorize the company to borrow monies in excess of the paid-up capital and free reserves of the Company. Accordingly, the company proposes to pass a resolution of around for borrowing monies not exceeding INR 3,500 crores.

The Board of Directors of the Company accordingly recommend the resolutions for approval of the members.

The members are to consider and approve the above proposal.

None of the directors or key managerial personnel of the Company are interested in the transaction.

Item 2:

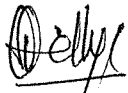
The company entered into the Second Amendment Agreement to the Shareholders' Agreement dated 26th November 2016 and the company proposes to alter its Articles of Association to incorporate changes arising pursuant to the Second Amendment Agreement.

The Board of Directors of the Company accordingly recommend the resolutions for approval of the members.

The members are to consider and approve the above proposal.

None of the directors or key managerial personnel of the Company are interested in the transaction.

FOR IFMR CAPITAL FINANCE LIMITED



Srividhya. R
Company Secretary



Date: 18th December 2017
Place: Chennai