



## NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Shareholders of Caspian Impact Investments Private Limited (“the Company”) will be held on Friday, August 20, 2021 at 4:00 p.m. at the registered office of the Company at by Video Conferencing to transact the following business:

### ORDINARY BUSINESS:

1. **To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 and the report of the Board of Director’s (‘Board’) and Auditor’s thereon**

To pass with or without modification the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2021 comprising Balance Sheet as on March 31, 2021, Statement of Profit and Loss for the financial year ended March 31, 2021, Cash Flow Statement for the financial year ended March 31, 2020 along with Notes to Financial Statements and the Reports of Auditors’ and Board thereon as placed before the members be and are hereby considered, approved and adopted.”

2. **Appointment of M/s. T R Chadha & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company**

To pass with or without modification the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, M/s T R Chadha & Co LLP, Chartered Accountants, Hyderabad (Firm Registration Number: 006711N/N500028), who have offered themselves for appointment and have confirmed their eligibility in terms of the provisions of Section 141 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, be and are hereby appointed as the Statutory Auditors of the Company for the term of three years starting from the conclusion of the 30<sup>th</sup> Annual General Meeting upto the conclusion of 33<sup>rd</sup> Annual General Meeting and that the Board of Directors be and are hereby authorized to fix such remuneration (including out of pocket expenses and applicable taxes) as may be recommended by the Audit Committee in consultation with the Statutory Auditors.

**RESOLVED FURTHER THAT** any one Director of the Company and Ms. Vandana Bhatia, Company Secretary be and is hereby severally authorized by the Company to undertake such acts, deeds and matters, including but not limited to making requisite filings with the Registrar of Companies that may be required to give effect to this resolution.”

### **Caspian Impact Investments Private Limited**

4th Floor, Ventureast Plaza, Plot No - 40 & 41, Financial District, Besides IRDA, Gachibowli, Hyderabad – 500032, Telangana, India

**T:** +9140 6629700 **E:** info@caspian.in **W:** [www.cii.caspian.in](http://www.cii.caspian.in)

**CIN – U65993TG1991PTC013491**



**SPECIAL BUSINESS:**

**3. To appoint Mr. Shailendra Kumar Joshi (DIN: 01689889) as Independent Director**

To pass with or without modification the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, of the Companies Act, 2013 (**“the Act”**), Companies (Appointment and Qualification of Directors) Rules, 2014 (**“the Rules”**) , Schedule IV to the Act, (including any statutory modification(s) or enactment(s) thereof for the time being in force), as amended from time to time and in consonance with the Articles of Association of the Company and all the other applicable provision(s), if any and on the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to appoint Mr. Shailendra Kumar Joshi (DIN: 01689889) as Independent Director, to hold office for a period of 5 years w.e.f. 26<sup>th</sup> February 2021 and who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

**4. To appoint Ms. Praseeda Kunam (DIN: 01767987) as Independent Director**

To pass with or without modification the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, of the Companies Act, 2013 (**“the Act”**), Companies (Appointment and Qualification of Directors) Rules, 2014 (**“the Rules”**) , Schedule IV to the Act, (including any statutory modification(s) or enactment(s) thereof for the time being in force), as amended from time to time and in consonance with the Articles of Association of the Company and all the other applicable provision(s), if any and on the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to appoint Ms. Praseeda Kunam (DIN: 01767987) as Independent Director, to hold office for a period of 5 years w.e.f. 26<sup>th</sup> February 2021 and who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

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**5. To appoint Mr. Mahesh Kanumury (DIN: 02028993) as Non - Executive Director**

To pass with or without modification the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 152 of the Companies Act, 2013 (“**the Act**”), Companies (Appointment and Qualification of Directors) Rules, 2014 (“**the Rules**”) as amended from time to time and in consonance with the Articles of Association of the Company and all the other applicable provision(s), if any and on the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to appoint Mr. Mahesh Kanumury (DIN: 02028993) as Non- Executive Director.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

**6. To appoint Mr. Narayan Ramchandran (DIN: 01873080) as Independent Director**

To pass with or without modification the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, of the Companies Act, 2013 (“**the Act**”), Companies (Appointment and Qualification of Directors) Rules, 2014 (“**the Rules**”) , Schedule IV to the Act, (including any statutory modification(s) or enactment(s) thereof for the time being in force, as amended from time to time and in consonance with the Articles of Association of the Company and all the other applicable provision(s), if any and on the recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to appoint Mr. Narayan Ramchandran (DIN: 01873080) as Independent Director, to hold office for a period of 5 years w.e.f. 26<sup>th</sup> February 2021 and who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

**7. To approve issuance of Secured/Unsecured Non-Convertible Debentures on Preferential basis/private placement of the Company**

To pass with or without modification the following resolution as **Special Resolution**:

**“RESOLVED THAT**, pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Rules made thereunder including Companies (Prospectus and Allotment of Securities) Rules, 2014, as may be amended from time to time, and pursuant to applicable provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as mended from time to time and



other applicable guidelines or regulations issued by the Securities and Exchange Board of India, the provision of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules, regulations and guidelines, the consent of the Members be and is hereby accorded for making offer(s) or invitation(s) to subscribe to Secured/Unsecured Non-Convertible Debentures including but not limited to subordinate debt, bonds, and/ or other debt securities, etc.,(hereinafter collectively referred as "Securities") on a private placement basis, listed or unlisted in one or more tranches, up to a limit not exceeding INR 250 crores.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to the foregoing Resolution, the Board be and is hereby authorized to determine the terms of the issue including the class of investors to whom such Securities to be issued, time, total amount to be raised by issuance of Securities, Securities to be offered, the number of Securities, tranches, issue price, tenor, interest rate, premium/ discount, and to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deems fit and delegate all or any of its powers herein conferred to any director(s) and/ or officer(s) of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.

**By the Order of the Board  
For Caspian Impact Investments Private Limited**

**Vandana Bhatia  
Company Secretary  
Membership No. – A27778**

**Dated: 23.07.2021**

**Place: Hyderabad**

**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business as set out above to be transacted at the Meeting is annexed hereto and forms part of this notice.
2. Since the meeting is held through video conferencing, proxy is not allowed.
3. Corporate Shareholder intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.

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4. The Shareholders of the Company had, at their 27<sup>th</sup> Annual General Meeting held on August 6, 2018, appointed M/s Walker Chandiok & Co LLP, Chartered Accountants, Hyderabad (ICAI Registration No 001076N/N500013) as statutory auditors of the Company for another term of five years starting from the conclusion of the 27<sup>th</sup> Annual General Meeting upto the conclusion of 32<sup>nd</sup> Annual General Meeting. However, M/s Walker Chandiok & Co LLP conveyed their inability to continue as the Statutory Auditor of the Company pursuant to RBI circular dated April 27, 2021 (<https://rbidocs.rbi.org.in/rdocs/notification/PDFs/NOTI258A67AD30976F44929FA2AB2B41DC805D.PDF>) wherein the statutory auditors were directed to audit only 8 (eight) NBFCs during a particular year. Hence, the Board of the Directors of the Company recommends the appointment of M/s T R Chadha & Co LLP, Chartered Accountants, Hyderabad (Firm Registration Number: 006711N/N500028), as the Statutory Auditors of the Company for the term of three years starting from the conclusion of the 30<sup>th</sup> Annual General Meeting upto the conclusion of 33<sup>rd</sup> Annual General Meeting and that the Board of Directors be and are hereby authorized to fix such remuneration (including out of pocket expenses and applicable taxes) as may be recommended by the Audit Committee in consultation with the Statutory Auditors.

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**EXPLANATORY STATEMENT IN RESPECT TO SPECIAL BUSINESS  
(Pursuant to Section 102 of the Companies Act, 2013)**

**Item No.3&4**

Nomination and Remuneration Committee reviewed the candidature of Dr. Shailendra Kumar Joshi and Ms. Praseeda Kunam on several parameters and their fit and proper assessment was carried out by the Committee. Subsequently the candidatures were recommended to Board of Directors for their approval. On the recommendation of the Nomination and Remuneration Committee, Dr. Shailendra Kumar Joshi and Ms. Praseeda Kunam have been appointed as Additional Independent Director by the Board of Directors.

The Board of Directors also examined their candidature and basis on their experience, skill sets, disclosures and expertise, and was of the opinion that the candidates possess the integrity, expertise, experience and proficiency required for appointment as independent directors on the Board of the Company and accordingly, their appointment was approved for tenure of 5 years subject to approval of Members in ensuing Annual General Meeting w.e.f 26<sup>th</sup> February 2021.

Accordingly, the Board recommends the proposed resolution set out at Item Nos. 3 to 4 for the approval of members by way of Ordinary resolution.

None of the Directors (except Dr. Shailendra Kumar Joshi and Ms. Praseeda Kunam for their related appointments) and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution Nos 3 and 4 as set out in the Notice.

**Item No.5**

Nomination and Remuneration Committee reviewed the candidature of Mr. Mahesh Kanumury on several parameters and his fit and proper assessment was carried out by the Committee. Nomination and Remuneration Committee also considered valuable contribution of Mr. Mahesh Kanumury as Independent Director of the Company and pursuant to his retirement as Independent Director w.e.f July 1, 2021, recommended his appointment as Additional Director (Non-Independent Non-Executive) w.e.f. 30<sup>th</sup> June 2021 to Board of Directors. On the recommendation of the Nomination and Remuneration Committee, Mr. Mahesh Kanumury was appointed as Additional Director of the Company who shall hold office till the ensuing Annual General Meeting subject to approval of Members.

Accordingly, the Board recommends the proposed resolution set out at Item No. 5 for the approval of members by way of Ordinary resolution.

None of the Directors (except Mr. Mahesh Kanumury for his related appointment) and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution no 5 as set out in the Notice.

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#### **Item No. 6**

Mr. Narayan Ramachandran was appointment as Non-Executive, Non-Independent Director w.e.f 6th August 2018. He does not have any pecuniary relationship with the Company, other than remuneration, during the two immediately preceding financial years and current financial year.

Further, Nomination and Remuneration Committee and the Board of Directors also examined the Independence criteria of Mr. Narayan Ramachandran to be appointed as Independent Director of the Company and after the assessment recommended his appointment as Independent Director of the Company for tenure of 5 years subject to approval of Members in ensuing Annual General Meeting w.e.f. 26<sup>th</sup> February 2021.

Accordingly, the Board recommends the proposed resolution set out at Item No. 6 for the approval of members by way of Ordinary resolution.

None of the Directors (except Mr. Narayan Ramachandran for his related appointment) and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution no 6 as set out in the Notice.

#### **Item No.7**

As per the provisions of Section 42, 71 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the rules made thereunder, a company offering or making an invitation to subscribe to Secured/Unsecured Non-Convertible Debentures on a private placement basis and is required to obtain prior approval of the Members of the Company by way of a Special Resolution.

Secured/Unsecured Non-Convertible Debentures including subordinated debts, bonds, and/ or other debt securities etc. issued on private placement basis constitute an alternate source of borrowing for the Company other than traditional borrowings from banks and financial institutions.

It is proposed to offer or invite subscriptions for Secured/Unsecured Non-Convertible Debentures including subordinate debts, bonds, and/ or other debt securities, etc., on a private placement basis, in one or more tranches, upto a limit not exceeding INR 250 Crores with an authority to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any of the existing Committee of the Board or which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) to determine the terms and conditions, including the issue price of the Secured/Unsecured Non-Convertible Debentures, interest rate, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any of the Act and its rules thereunder.

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Accordingly, the Board recommends the proposed resolution set out at Item No. 7 for the approval of members by way of Ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution no 7 as set out in the Notice.

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**Brief Profile and other Information of Directors Being appointed /re-Appointed/as set out in this Notice, in terms of the Secretarial Standard on General Meetings (SS-2) Issued by the Institute of the Company Secretaries of India.**

Particular	Item No.3- Mr. Shailendra Kumar Joshi	Item No. 4 - Ms. Praseeda Kunam	Item No.5 – Mahesh Kanumury	Item No.6 – Narayan Ramachandran
Age	~62 Years	~47 Years	~56 Years	~58 Years
Qualifications	<ul style="list-style-type: none"> <li>➤ IIT, Roorkee (Bachelor of Engineering)</li> <li>➤ IIT, Delhi (Master of Technology).</li> <li>➤ Doctoral degree in the field of public policy.</li> </ul>	<ul style="list-style-type: none"> <li>➤ MBA and Masters in Information Management from Washington University, St. Louis</li> <li>➤ BA, Economics from St. Ann's College, Hyderabad</li> </ul>	<ul style="list-style-type: none"> <li>➤ MBA from Harvard Business School,</li> <li>➤ MS in Engineering from Purdue University</li> <li>➤ BS in Engineering from Indian Institute of Technology, Chennai</li> </ul>	<ul style="list-style-type: none"> <li>➤ B.Tech from the Indian Institute of Technology Bombay</li> <li>➤ M.B.A. from the University of Michigan.</li> </ul>
Experience	<p>Thirty-Seven years of experience as a Senior Bureaucrat. Served in the states of Telangana and Andhra Pradesh. After serving for two years as Chief Secretary (Senior most Civil Servant) of Government of Telangana, Dr. Joshi after superannuating on 31<sup>st</sup> Dec 2019, is currently advisor to Govt. of Telangana.</p>	<p>Ms. Praseeda Kunam is the promoter and CEO of Samhita Community Development Services, a not-for profit operating across Central India since 2007.</p> <p>Praseeda has over 19 years of experience in the areas of microfinance, financial literacy, legal literacy and advising small and micro-enterprises.</p>	<p>Mahesh Kanumury has over 20 plus years of experience in venture capital, management consulting and operating experience. He is the Managing Director &amp; Founder of Arivali Partners where he provides investment and advisory services to social enterprises.</p>	<p>Narayan Ramachandran is ex-Chairman RBL Bank and Chairman &amp; co-Founder of InKlude Labs, a social business enterprise working in the field of education and public health. InKlude Labs has dewormed 35 million children in 2013 working in collaboration with the State Governments of Bihar, Rajasthan and Delhi.</p> <p>He was most recently Country Head of Morgan Stanley India, leading all of the Group's businesses. Prior to these roles, Narayan was the Head and lead portfolio manager of Morgan Stanley's Global Emerging Markets and Global Asset Allocation teams, managing over \$25 billion in assets. He joined Morgan Stanley in 1996 and has over 20 years of investment experience.</p> <p>He is on the board of several entrepreneurial companies and foundations. Narayan has a keen interest in using market-based solutions in areas</p>

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				such as micro-finance, social venture capital, skill-development, micro-insurance and affordable housing. He writes a fortnightly column titled “A Visible Hand” for The Mint Newspaper published by Hindustan Times Group in collaboration with the Wall Street Journal in India.
Date of first appointment on the Board	Appointment being proposed for the 1 <sup>st</sup> time	Appointment being proposed for the 1 <sup>st</sup> time	26/06/2013	16/08/2018
Terms and conditions of appointment	Appointment for period of 5 years not liable to retire by rotation.	Appointment for period of 5 years not liable to retire by rotation.	Appointment as Non - Executive Director	Appointment for period of 5 years not liable to retire by rotation.
Details of remuneration sought to be paid	<ul style="list-style-type: none"> <li>➤ 50,000 for every Board Meeting attended</li> <li>➤ 20,000 for every Committee Meeting attended</li> <li>➤ Commission of INR 6,00,000 p.a.</li> </ul>	<ul style="list-style-type: none"> <li>➤ 50,000 for every Board Meeting attended</li> <li>➤ 20,000 for every Committee Meeting attended</li> <li>➤ Commission of INR 6,00,000 p.a.</li> </ul>	<ul style="list-style-type: none"> <li>➤ 50,000 for every Board Meeting attended</li> <li>➤ 20,000 for every Committee Meeting attended</li> <li>➤ Commission of INR 6,00,000 p.a.</li> </ul>	<ul style="list-style-type: none"> <li>➤ 50,000 for every Board Meeting attended</li> <li>➤ 20,000 for every Committee Meeting attended</li> <li>➤ Commission of INR 6,00,000 p.a.</li> </ul>
Remuneration last drawn	Not Applicable	Not Applicable	<ul style="list-style-type: none"> <li>➤ 50,000 for every Board Meeting attended</li> <li>➤ 20,000 for every Committee Meeting attended</li> <li>➤ Commission of INR 5,00,000 p.a.</li> </ul>	<ul style="list-style-type: none"> <li>➤ 50,000 for every Board Meeting attended</li> <li>➤ 20,000 for every Committee Meeting attended</li> <li>➤ Commission of INR 5,00,000 p.a.</li> </ul>
Shareholding in the company	Nil	Nil	Nil	Nil
Relationship with other Directors	Nil	Nil	Nil	Nil
Number of Meetings of the Board attended (Till 31 <sup>st</sup> March 2021)	One	One	Seven	Seven
Other Directorships,	Nil	<ul style="list-style-type: none"> <li>➤ Arriba Inclusive Finance Private Limited</li> </ul>	SUB-K Impact Solutions Limited	<ul style="list-style-type: none"> <li>➤ Teamlease Services Limited</li> <li>➤ TVS Capital Funds Private Limited</li> </ul>

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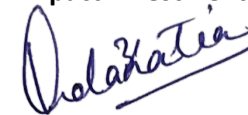
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		<ul style="list-style-type: none"> <li>➤ Ecube Research Labs Private Limited</li> <li>➤ Samhita Development Network</li> <li>➤ Samhita Community Development Services</li> </ul>		<ul style="list-style-type: none"> <li>➤ Inklude Labs Private Limited</li> <li>➤ UC Inclusive Credit Private Limited</li> <li>➤ Vivriti Asset Management Private Limited</li> <li>➤ Action Foundation for Social Services</li> </ul>
Membership/ Chairmanship of Committees	<u>Chair:</u> Corporate Social Responsibility Committee <u>Member:</u> Nomination and Remuneration Committee and Borrowings Committee	<u>Member:</u> Audit Committee	<u>Chair:</u> IT Strategic Committee <u>Member:</u> Nomination and Remuneration Committee and Borrowings Committee	<u>Chair:</u> Audit Committee <u>Member:</u> Nomination and Remuneration Committee and Risk Management Committee
Justification for choosing the appointees for appointment as Independent Directors	Considering the Board Structure, expertise, skill sets, associations of the respective directors etc. and after due deliberation Board of Directors Carried out the fit and proper assessment of the respective profile and were of the opinion that given their expertise their appointment would be beneficial for the Company.			

**By the Order of the Board  
For Caspiian Impact Investments Private Limited**



**Vandana Bhatia  
Company Secretary  
Membership No. – A27778**

**Dated: 23.07.2021  
Place: Hyderabad**

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