

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Shareholders of Caspian Impact Investments Private Limited ("the Company") will be held on Wednesday, August 19, 2020 at 9.00 a.m. at the registered office of the Company at 4th floor, Ventureast Plaza, Plot No.40 & 41, Financial District, Gachibowli, Hyderabad-500032, Telangana, India/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, 2020 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, 2020 comprising Balance Sheet as on March 31, 2020, Statement of Profit and Loss for the financial year ended March 31, 2020, 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 Meeting be and are hereby approved and adopted."

SPECIAL BUSINESS:

2. To approve the issuance of Equity shares on preferential basis

To pass with or without modification the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT based on the valuation report obtained and pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or reenactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory and other appropriate, if any and all such other approvals, which is agreed by the Board of Directors (hereinafter referred to as the "Board") and in terms of the Explanatory Statement annexed hereunto, the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 1,43,140 (One Lakh Forty Three Thousand One Hundred and Forty) fully paid up Equity Shares of the Company, having face value of Rs. 10/- each (Rupee Ten only) at a Premium of Rs. 329.14/- per share [i.e., Issue Price Rs. 339.14/- per Share] by way of Preferential Allotment in one or more tranches in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit to the following:

Sl.No.	Name of the allottee	No of Equity Shares
1	Caspian Impact Investment Adviser Private Limited	127030
2	Avishek Gupta	7405
3	Saurabh Johri	7405
4	Paul DiLeo	1300

Caspian Impact Investments Private Limited

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

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CIN - U65993TG1991PTC013491

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the said Equity Shares shall rank pari-passu in all respects with the existing Equity Shares of the Company including payment of dividend, if any, and other corporate benefits, if any, for the financial year in which the issue/offer/ allotment has been made and subsequent years and shall have the same voting rights as the existing Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing there from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment of the aforesaid equity shares, and to resolve and settle all questions and difficulties that may arise in the proposed issue /offer, including pricing, number of shares to be allotted, allotment of aforesaid shares, utilization of the issue proceeds and to do all acts, deeds and things in connection there with and incidental thereto as the Board may in its absolute discretion deem fit and consent/approval by the members shall be deemed to have been given.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things as may be necessary to give effect to the above resolution."

Dated : 26.06.2020
Place : Hyderabad

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


Vandana Bhatia
Company Secretary
Membership No. – A27778

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. A shareholder 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 Shareholder of the company. Proxy form duly filled in and completed in all respect in order to be effective must be lodged with the Company at its registered office not less than forty-eight hours before the time fixed for the Meeting (on or before Monday, August 17, 2020, 9.00 a.m. IST).
3. A person can act as a proxy on behalf of a maximum of 50 Shareholders and holding in aggregate not more than 10% of the total share capital of the Company. A Shareholder holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or Shareholder.
4. 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.
5. The Shareholders of the Company had, at their 27th 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 27th Annual General Meeting upto the conclusion of 32nd Annual General Meeting.

With the amendment in the Companies Act, 2013, dispensing away with the requirement of ratification of appointment of auditors on annual basis, it is not proposed to seek the approval of the members for ratification of their appointment as statutory auditors at the forthcoming Annual General Meeting.

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

Item No 2.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, issue of Equity Shares is required to be approved by the members of the Company by Special Resolution. In this connection, the Company furnishes the following information in accordance with Companies (Share Capital and Debentures) Rules, 2014:

- (i) **The objects of the issue** – The Objects of the offer is to raise capital for the growth of the business so that the objectives of the company's lending activities are met.
- (ii) **The total number of securities to be issued** - 1,43,140 Fully paid up Equity Shares
- (iii) **Date of Board Meeting in which the above issue was approved by Board of Directors:** 07.02.2020
- (iv) **The price or price band at/within which the allotment is proposed** – Rs 339.14/- per share
- (v) **Amount which the company intends to raise by way of securities** - Rs. 4,85,44,499.60 against the shares being issued to Caspian Impact Investment Adviser Private Limited, Mr. Avishek Gupta, Mr. Saurabh Johri and Mr. Paul DiLeo
The Equity Shares issued shall rank pari passu with the existing equity shares of the company
- (vi) **Basis on which the price has been arrived at along with report of the registered valuer** – Valuation Report prepared by Ravi Shanker N, Unit IV, 6tg Floor, Astral Heights, Near Nagarjuna Circle, Road No 1, Banjara Hills, Hyderabad - 500034
- (vii) **Relevant date with reference to which the price has been arrived at** –10.01.2020
- (viii) **The class or classes of persons to whom the allotment is proposed to be made** – Preferential issue to Caspian Impact Investment Adviser Private Limited – existing shareholder & Promoter, Mr. Avishek Gupta – Employee of the Company, Mr. Saurabh Kumar Johri – CFO - KMP and Mr. Paul DiLeo- Nominee Director
- (ix) **Intention of promoters, directors or key managerial personnel to subscribe to the offer** – Yes
- (x) **The proposed time within which the allotment shall be completed** – within 30 days of the Board approval.
- (xi) **Principle terms of assets charged as securities** - NA
- (xii) **The names of the proposed allottees and percentage of post preferential offer capital that may be held by them–**

Sl.No.	Name of the allottee	No of Equity Shares	% of post preferential offer capital
1	Caspian Impact Investment Adviser Private Limited	127030	13.43
2	Avishek Gupta	7405	0.11
3	Saurabh Johri	7405	0.11
4	Paul DiLeo	1300	0.02

- (xiii) the change in control, if any, in the company that would occur consequent to the preferential offer – Please refer the change in promoter shareholding
- (xiv) The number of persons to whom allotment on private placement have already been made during the year, in terms of number of securities as well as price – Nil.
- (xv) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer - NA
- (xvi) The justification for the allotment proposed to be made at premium with valuation report of the registered valuer – Refer Valuation Report attached
- (xvii) The pre-issue and post issue shareholding pattern of the company is as follows:

Sl.no	Category	Pre issue		Post Issue	
		No of shares held	%	No of shares held	%
A	Promoters' holding				
1	Indian				
	Individual	0	0		
	Bodies corporate	1,110,714	17.03	1,237,744	18.57
	Sub-total	1,110,714	17.03	1,237,744	18.57
2	Foreign promoters	0	0	0	0
	Sub-total (A)	1,110,714	17.03	1,237,744	18.57
B	Non-promoters' holding				
1	Institutional investors	0	0	0	0
2	Non-institution				
	Private corporate bodies	0	0	0	0
	Directors and relatives	0	0	1,300	0.02
	Indian public	1,660,610	25.46	1,675,420	25.13
	Others (including NRIs)	3,751,657	57.51	3,751,657	56.28
	Sub-total (B)	54,12,267	82.97	54,28,377	81.43
	GRAND TOTAL	65,22,981	100	66,66,121	100

Accordingly, the Board recommends the proposed resolution set out at Item No. 1 for the approval of members by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. S Viswanatha Prasad, Managing Director & Promoter, Mr. Paul DiLeo, Nominee Director and Mr. Saurabh Kumar Johri, Chief Financial Officer of the Company are concerned or interested, financially or otherwise, in the resolution set out in the Notice.



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 : U65993TG1991PTC013491
Name of the company : Caspian Impact Investments Private Limited
Registered office : 4th floor, Ventureast Plaza, Plot No.40 & 41, Financial District, Gachibowli,
Hyderabad-500032, Telangana, India

Name of the member		E-mail Id:	
Registered address		Folio No:	

I, being the member of _____ shares of the above named company, hereby appoint:

Name :

Address :

E-mail Id:

Signature:

And whose signature is appended below as my proxy to attend and vote (on a poll) for me and on my behalf at the Annual General Meeting of the Company, to be held on Wednesday, August 19, 2020 at 9.00 a.m. at the registered office address of the Company at 4th floor, Ventureast Plaza, Plot No.40 & 41, Financial District, Gachibowli, Hyderabad-500032, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No	Resolution
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the report of the Board of Director's ('Board') and Auditor's thereon
2.	To approve the issuance of Equity shares on preferential basis

Signed this _____ day of _____ 2020

Signature of Shareholder

Affix a
Rs.1/-
Revenue
Stamp

Signature of proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the Company.