

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Shareholders of Caspian Impact Investments Private Limited ("the Company") will be held on Friday, August 16, 2018 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 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, 2019 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, 2019 comprising Balance Sheet as on March 31, 2019, Statement of Profit and Loss for the financial year ended March 31, 2019, Cash Flow Statement for the financial year ended March 31, 2019 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. **Appointment of Mr. Narayan Ramachandran as a Director**

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

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Narayan Ramachandran (DIN: 01873080), who was appointed as Additional Director on August 6, 2018, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Dated : 22.05.2019
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 Wednesday, August 14, 2019, 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.

Appointment of Mr. Narayan Ramachandran as a Director

The Board of Directors of the Company in their meeting held on August 6, 2018, appointed Mr. Narayan Ramachandran as Additional Director of the Company w.e.f. August 6, 2018 and Mr. Ramachandran holds office of the Director till the conclusion of this Annual General Meeting.

Accordingly, in terms of the requirements under applicable provision of the Companies Act, 2013, approval of the Members of the Company is required for regularization of Mr. Ramachandran as Director of the Company.

Narayan Ramachandran is Vice Chairman & Managing Director for L Catterton Asia, the premier global private equity firm that invests in the consumer sector and is focused on building brands around the world. He recently finished a full 8-year term as Chairman of RBL Bank, one of India's fastest growing banks. At RBL he was one of the founding team that led the transformation of the bank from a small regional bank to one that now listed and has a national footprint.

He serves as the Chairman and co-founder of InKlude Labs, a social business enterprise working in the field of education and public health. Through InKlude Labs, Narayan works with deserving NGOs to help them scale. He is currently working on his third incubation with the Center for Wildlife Studies.

Earlier, Narayan was the Country Head of Morgan Stanley India, leading all of the Group's businesses. He 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. Before joining Morgan Stanley, he was a managing director at Rogers Casey. He began his career at Goldman Sachs.

Narayan received a B.Tech. in chemical engineering from the Indian Institute of Technology Bombay and an M.B.A. from the University of Michigan. Narayan holds the Chartered Financial Analyst designation. He is on the board of several entrepreneurial companies and foundations. He is co-founder and Fellow of the Takshashila Foundation, a public policy school and think tank. He writes a fortnightly column titled "A Visible Hand" for The Mint Newspaper.

Narayan has lived and worked in the US, Singapore and India. He has lectured widely, including at universities, and teaches courses including an online graduate-level course on contemporary economics. He enjoys and is energized by his interactions with students of all ages.

Mr. Ramachandran does not hold any shares in the Company.

None of the Directors, Key Managerial Personnel or their respective relatives, except Mr. Narayan Ramachandran to whom the resolution relates are concerned or interested in the Resolution mentioned at Item No. 2 of the notice.



The Board recommends the resolution set forth in Item No. 2 for the approval of the Members.

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



Vandana Bhatia
Company Secretary
Membership No. – A27778

Dated : 22.05.2019
Place : Hyderabad

ROUTE MAP TO THE VENUE OF AGM

