

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Shareholders of Caspian Impact Investments Private Limited ("the Company") will be held on Thursday, July 20, 2017 at 11.00 a.m. at the registered office of the Company at 3rd Floor, 8-2-596/5/B/1, Road No: 10, Banjara Hills, Hyderabad - 500034, 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, 2017 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, 2017 comprising Balance Sheet as on March 31, 2017, Statement of Profit and Loss for the financial year ended March 31, 2017, Cash Flow Statement for the financial year ended March 31, 2017 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."

2. **Ratification of appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company for the financial year 2017-18**

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

"RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the appointment of M/s Walker Chandiok & Co LLP, Chartered Accountants, Hyderabad (ICAI Registration No 001076N/N500013) as the Statutory Auditors of the Company to hold office for 3 consecutive years commencing from the conclusion of 24th Annual General Meeting until the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2018 on remuneration (plus service tax, out-of-pocket, etc.) as may be mutually agreed between the Board of Directors of the Company and the Auditors, be and is hereby ratified.

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."

SPECIAL BUSINESS:

3. **To approve payment of Commission to Independent Directors of the Company for the financial year 2016-17**

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

"RESOLVED THAT pursuant to Section 197(7) of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in

force, consent of the Shareholders be and is hereby accorded to pay the following commission to the Independent Directors of the Company for the financial year 2016-17:

Name of the Director	INR
Mr. Mahesh Kanumury	3,50,000
Mr. Mathew Titus	3,50,000
Mr. K.P. Ramesh Menon	3,50,000
Ms. Suvalaxmi Chakraborty	3,50,000

RESOLVED FURTHER THAT any of the Directors of the Company (except Independent Directors) or Chief Financial Officer or Company Secretary be and are hereby severally authorized to do all such acts, things and deed to give effect to the above resolution."

4. To approve payment of Commission to Independent Directors of the Company for the financial year 2017-18 and for next two financial years

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


"RESOLVED THAT pursuant to Section 197(7) of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Shareholders be and is hereby accorded to pay commission to the Independent Directors of the Company up to INR 20,00,000 each for the financial year 2017-18 and for next two financial years and such commission shall be payable in the following manner:

For independent director who is not a chair of any committee	Maximum up to INR 2,50,000
For independent director who is chair of any one committee	Maximum up to INR 5,00,000

RESOLVED FURTHER THAT any of the Directors of the Company (except Independent Directors) or CFO or Company Secretary be and are hereby severally authorized to do all such acts, things and deed to give effect to the above resolution."

Dated : 19.06.2017
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 Tuesday, July 18, 2017, 11.00 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.

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

Item No 3.

The Board in its Meeting held on February 23, 2016 approved the commission paid to Independent Directors of the Company for the financial year 2016-17 up to 2% of the net profits of the Company or INR 1,400,000 whichever is lower and such commission shall be payable in the following manner:

For independent director who is not a chair of any committee	Maximum up to INR 250,000
For independent director who is chair of any one committee	Maximum up to INR 350,000

The Company is proposing to pay the following commission to the Independent Directors of the Company subject to the approval of Shareholders for the financial year 2016-17 which is exceeding the aforesaid limit:

Name of the Director	INR
Mr. Mahesh Kanumury	3,50,000
Mr. Mathew Titus	3,50,000
Mr. K.P. Ramesh Menon	3,50,000
Ms. Suvalaxmi Chakraborty	3,50,000

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Independent Directors of the Company to whom the resolution relates are concerned or interested in the Resolution mentioned at Item No. 3 of the notice.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Shareholders.

Item No 4.

Section 197 of the Companies Act, 2013 permits payment of remuneration to Independent Directors of a Company by way of commission, if the Company authorizes such payment by way of a resolution of Shareholders.

Considering the rich experience and expertise brought to the Board by the Independent Directors, it is proposed that remuneration up to INR 20,00,000 each for the financial year 2017-18 and for next two financial years shall be payable to the Independent Directors in the following manner:

For independent director who is not a chair of any committee	Maximum up to INR 2,50,000
For independent director who is chair of any one committee	Maximum up to INR 5,00,000

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Independent Directors of the Company to whom the resolution relates are concerned or interested in the Resolution mentioned at Item No. 4 of the notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Shareholders.

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



Vandana Bhatia

Company Secretary

Membership No. – A27778

Dated : 19.06.2017

Place : Hyderabad

ROUTE MAP TO THE VENUE OF AGM

