

## NOTICE

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the Shareholders of Caspian Impact Investments Private Limited ("the Company") will be held on Monday, August 6, 2018 at 2.00 p.m. at the registered office of the Company at 3<sup>rd</sup> 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, 2018 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, 2018 comprising Balance Sheet as on March 31, 2018, Statement of Profit and Loss for the financial year ended March 31, 2018, Cash Flow Statement for the financial year ended March 31, 2018 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. **Re-appointment of M/s. Walker Chandiok & 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 Walker Chandiok & Co LLP, Chartered Accountants, Hyderabad (ICAI Registration No 001076N/N500013), who have offered themselves for re- 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 another term of five years starting from the conclusion of the 27th Annual General Meeting upto the conclusion of 32<sup>nd</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."

### SPECIAL BUSINESS:

3. **To approve re-appointment of Mr. Mahesh Kanumury as Independent Director of the Company for another term of three years w.e.f. July 1, 2018**

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

**"RESOLVED THAT** pursuant to Sections 149, 150 and 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) and all the other applicable provision(s), if any, of the Act, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Mahesh Kanumury (DIN: 02028993), to the office of Independent Director, for a second term up to July 1, 2021 and the term shall not be subject to retirement by rotation;

**RESOLVED FURTHER THAT** the Board or any Committee thereof, 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."

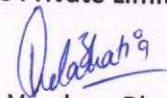
4. **To approve re-appointment of Mr. Mathew Titus as Independent Director of the Company for another term of three years w.e.f. July 1, 2018**

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

**"RESOLVED THAT** pursuant to Sections 149, 150 and 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) and all the other applicable provision(s), if any, of the Act, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Mathew Titus (DIN: 00159636), to the office of Independent Director, for a second term up to July 1, 2021 and the term shall not be subject to retirement by rotation;

**RESOLVED FURTHER THAT** the Board or any Committee thereof, 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."

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



**Vandana Bhatia**

**Company Secretary**

**Membership No. – A27778**

**Dated : 30.05.2018**

**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. 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 Friday, August 3, 2018, 2.00 p.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.**

Mr. Mahesh Kanumury (DIN: 02028993) was appointed as Non-Executive Independent Director of the Company w.e.f. July 1, 2015 and his term expired on July 1, 2018 and the Board, on recommendation by Nomination and Compensation Committee hereby proposes his re-appointment for a second term up to July 1, 2021 and the term is not liable for retirement by rotation.

Mr. Mahesh Kanumury has submitted a declaration to the Company to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Mahesh Kanumury fulfils the conditions specified in the Act and the Rules framed there under for appointment as Non-Executive Independent Director and he is independent of the management. He has submitted his declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, his consent to act as Director and his disclosure of interest in prescribed Form MBP-1. The terms and conditions of appointment of Mr. Mahesh Kanumury shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. Brief resume and other details of the Independent Director whose appointment is proposed are provided as under:

Qualification	MBA from Harvard Business School, an MS in Engineering from Purdue University and BS in Engineering from Indian Institute of Technology, Chennai
Current Positon	He is Independent Director on the Board of Caspian Impact Investments Private Limited and also Director on the Board of Basix Sub-K Itransactions Limited
Experience	<p>Mr. 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>He was the General Partner at a \$260M early stage venture capital fund based out of the Silicon Valley where he invested and successfully nurtured the growth and successful exit of several technology companies. He also worked at McKinsey in the US and India where he led a number of high-impact initiatives at the CXO level. Prior to McKinsey, he worked at Schlumberger Technologies and Research where he led large scale software development efforts.</p>
Shareholding in the Company	NIL

None of the Directors, Key Managerial Personnel or their respective relatives, except Mr. Mahesh Kanumury 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 Members.

**Item No 4.**

Mr. Mathew Titus (DIN: 00159636) was appointed as Non-Executive Independent Director of the Company w.e.f. July 1, 2015 and his term expired on July 1, 2018 and the Board, on recommendation by Nomination and Compensation Committee hereby proposes his re-appointment for a second term up to July 1, 2021 and the term is not liable for retirement by rotation.

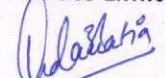
Mr. Mathew Titus has submitted a declaration to the Company to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Mathew Titus fulfils the conditions specified in the Act and the Rules framed there under for appointment as Non-Executive Independent Director and he is independent of the management. He has submitted his declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, his consent to act as Director and his disclosure of interest in prescribed Form MBP-1. The terms and conditions of appointment of Mr. Mathew Titus shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. Brief resume and other details of the Independent Director whose appointment is proposed are provided as under:

Qualification	MPhil (Economics)
Current Positon	He is Independent Director on the Board of Caspian Impact Investments Private Limited was the founding Executive Director on of Sa-Dhan, and served on the advisory board of IRDA, together with the Prime Ministers council for MSME from 2008 - 2014.
Experience	He was the member of jury for Carnival of Innovations for the BFSI sector –Finnoviti 2015 and also Board Member of The SEEP Network. He has also served as Advisory Board Member of Insurance Regulatory and Development Authority and Advisory Board Member of the Microfinance Development and Equity Fund for NABARD. He was also Member of Prime Ministers Council on Micro Small and Medium Enterprises for approximately 4 years.
Shareholding in the Company	NIL

None of the Directors, Key Managerial Personnel or their respective relatives, except Mr. Mathew Titus 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 Members.

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

  
**Vandana Bhatia**

**Company Secretary  
Membership No. – A27778**

**Dated : 30.05.2018  
Place : Hyderabad**



