



**INDIABULLS VENTURES LIMITED**

**Registered Office:** M - 62 & 63, First Floor, Connaught Place, New Delhi – 110 001

**CIN:** L74999DL1995PLC069631

**Email:** helpdesk@indiabulls.com, Tel: 0124-6681199, Fax: 0124-6681240,

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**NOTICE**

NOTICE is hereby given that the **TWENTY FIFTH ANNUAL GENERAL MEETING** of the members of **INDIABULLS VENTURES LIMITED** will be held on Friday, September 25, 2020 at 2:00 P.M. (IST) (“**AGM**”) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”), to seek the consent of the shareholders of the Company (“**Members**”), on the agenda herein below through electronic voting (“**E-voting**”), in view of the pandemic situation of novel strain of corona virus (“**COVID-19**”) and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of the MCA Circulars and pursuant to applicable provisions of the Companies Act and rules made thereunder.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company as at March 31, 2020, and the Reports of the Boards’ and Auditors thereon.
2. To confirm the payment of two interim dividends aggregating to ₹ 3.25 per Fully Paid up Equity Share (and proportionate dividend on partly paid up equity shares) for the financial year 2019-20.
3. To appoint a Director in place of Mr. Divyesh Bharatkumar Shah (DIN: 00010933), a Whole Time Director & Key Managerial Personnel, designated as Chief Operating Officer, who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

**Item No. 4:**

**To consider and if thought fit to pass the following resolution, as a Special Resolution, to offer, issue and allot 10,500,000 fully paid-up equity shares of the Company to M/s Ribbit Cayman IN Holdings VI, Ltd., on Preferential Basis:**

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (the “**SEBI**”), including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs (“**MCA**”), Securities and Exchange Board of India (“**SEBI**”), BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) and / or any other competent authorities (herein referred to as “**Regulatory Authorities**”), including any amendment / modification thereto, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required in this regard and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or, modifications, as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions and agreed by the Board of Directors of



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the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred by this resolution), approval of the members be and is hereby accorded to the Company to create, offer, issue and allot, under the Non-Promoter Category, by way of a preferential issue on a private placement basis, in compliance with Chapter V of SEBI ICDR Regulations (hereinafter referred to as the “**Preferential Issue**”), upto an aggregate of 10,500,000 (Ten Million Five Hundred Thousand) fully paid-up equity shares of the Company having face value of INR 2 each (“**Equity Shares**”), approx. 1.72% of the post preferential issue share capital of the Company, at an issue price of INR 175 for a INR 2 paid up share (including a premium of INR 173) per Equity Share (“**Issue Price**”), for a cash consideration aggregating upto INR 1,837,500,000 equivalent to USD 25 Million (Indian Rupees One Billion Eight Hundred Thirty Seven Million Five Hundred Thousand equivalent to USD Twenty Five Million), to M/s Ribbit Cayman IN Holdings VI, Ltd., a Cayman Islands limited company, with its registered office at c/o Campbells Corporate Services Limited, Floor 4, Willow House, Cricket Square, P.O. Box 268, Grand Cayman, KY1-1104, Cayman Islands and is registered with SEBI as a Category I foreign portfolio investor under the SEBI FPI Regulations, bearing registration number – INCYFP067120 (“**RCH**”). (RCH is one of the group entities of Ribbit Capital. Ribbit invests in technology companies. Ribbit is headquartered in San Francisco, United States) (hereinafter referred to as the “**Investor**”), in such manner and on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** in accordance with the provisions of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the Issue Price of the Equity Shares is August 26, 2020, being the last working day preceding the date which is 30 days prior to the date of the 25th Annual General Meeting of the Company scheduled to be held on September 25, 2020, to approve the Preferential Issue.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Equity Shares to be created, offered, issued and allotted to the Investor in the Preferential Issue shall rank pari-passu with the then existing fully paid-up equity shares in all respects including with respect to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by Stock Exchanges and / or any Regulatory Authorities the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of last such approvals.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock-in for a period of one year from the date of receipt of trading approval in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Equity Shares to be issued to the Investor in the Preferential Issue shall be listed on the Stock Exchanges where the existing Equity Shares are listed.

**RESOLVED FURTHER THAT** the monies received by the Company from the Investor pursuant to the Preferential Issue shall be kept by the Company in a separate account opened/designated by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to make an offer to the Investor through private placement offer letter in Form PAS – 4 as prescribed under the Companies Act.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Investor in the Preferential Issue shall be subject to the following terms and conditions in addition to the terms and conditions as would be mentioned in the statement under Section 102 of the Companies Act, which shall be deemed to form part hereof:



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1. The Investor of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
2. The consideration for allotment of Equity Shares shall be paid to the Company by the Investor from its bank account; and
3. Allotment of Equity Shares shall only be made in dematerialized form.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Preferential Issue, the Board be and is hereby authorized to do all such acts, deeds, matters and things, including filing of applications, submission of information / documents, instructions, execution of corporate actions, as may be required for seeking all applicable regulatory approvals / filings, to give effect to the Preferential Issue and listing of Equity Shares, as it may, in its absolute discretion, deem necessary, desirable and expedient for such purpose, including without limitation, to make offer to and invite, receive, confirm the advance subscription from the Investor, to issue and allot Equity Shares, listing of Equity Shares at Stock Exchanges, where the Equity Shares of the Company are listed, issuing certificates / clarifications, entering into contracts, arrangements, agreements, documents in connection and incidental thereto, in Boards' absolute discretion, without being required to seek any fresh approval of the shareholders of the Company, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/or any other laws and regulations, and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that its decisions shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done, to give effect to this authorization.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers hereinabove, to any Director or Officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution, including making necessary filings with the Stock Exchange(s) for obtaining in-principle approval and other statutory or regulatory authorities, execution of any documents, instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this authorization and further to take all others steps and actions which may be incidental, consequential, relevant or ancillary in this connection."

### Item No. 5:

**To consider and if thought fit to pass the following resolution, as a Special Resolution, to offer, issue and allot 8,400,000 fully paid-up equity shares of the Company to M/s NWI Emerging Market Fixed Income Master Fund, Ltd., on Preferential Basis:**

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (the "**SEBI**"), including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and / or any other competent authorities (herein referred to as "**Regulatory Authorities**"), including any amendment / modification thereto, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and



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sanctions as may be necessary or required in this regard and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or, modifications, as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions and agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred by this resolution), approval of the members be and is hereby accorded to the Company to create, offer, issue and allot, under the Non-Promoter Category, by way of a preferential issue on a private placement basis, in compliance with Chapter V of SEBI ICDR Regulations (hereinafter referred to as the “**Preferential Issue**”), upto an aggregate of 8,400,000 (Eight Million Four Hundred Thousand) fully paid-up equity shares of the Company having face value of INR 2 each (“**Equity Shares**”), approx. 1.38% of the post preferential issue share capital of the Company, at an issue price of INR 175 for a INR 2 paid up share (including a premium of INR 173) per Equity Share (“**Issue Price**”), for a cash consideration aggregating upto INR 1,470,000,000 equivalent to USD 20 Million (Indian Rupees One Billion Four Hundred Seventy Million equivalent to USD Twenty Million), to M/s NWI Emerging Market Fixed Income Master Fund, Ltd. a company incorporated in Cayman Islands, with its registered office at CIBC First Caribbean Bank & Trust Company (Cayman) Limited 25 Main Street, George Town I.P.O. Box 694, Grand Cayman KY1-1107, Cayman Islands (NWIEM). (NWIEM is one of the group entities of NWI Management, an investment fund, based out of New York) (hereinafter referred to as the “**Investor**”), in such manner and on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** in accordance with the provisions of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the Issue Price of the Equity Shares is August 26, 2020, being the last working day preceding the date which is 30 days prior to the date of the 25th Annual General Meeting of the Company scheduled to be held on September 25, 2020, to approve the Preferential Issue.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Equity Shares to be created, offered, issued and allotted to the Investor in the Preferential Issue shall rank pari-passu with the then existing fully paid-up equity shares in all respects including with respect to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by Stock Exchanges and / or any Regulatory Authorities the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of last such approvals.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock-in for a period of one year from the date of receipt of trading approval in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Equity Shares to be issued to the Investor in the Preferential Issue shall be listed on the Stock Exchanges where the existing Equity Shares are listed.

**RESOLVED FURTHER THAT** the monies received by the Company from the Investor pursuant to the Preferential Issue shall be kept by the Company in a separate account opened/designated by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to make an offer to the Investor through private placement offer letter in Form PAS – 4 as prescribed under the Companies Act.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Investor in the Preferential Issue shall be subject to the following terms and conditions in addition to the terms and conditions as would be mentioned in the statement under Section 102 of the Companies Act, which shall be deemed to form part hereof:



## Notice (Contd.)

1. The Investor of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
2. The consideration for allotment of Equity Shares shall be paid to the Company by the Investor from its bank account; and
3. Allotment of Equity Shares shall only be made in dematerialized form.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Preferential Issue, the Board be and is hereby authorized to do all such acts, deeds, matters and things, including filing of applications, submission of information / documents, instructions, execution of corporate actions, as may be required for seeking all applicable regulatory approvals / filings, to give effect to the Preferential Issue and listing of Equity Shares, as it may, in its absolute discretion, deem necessary, desirable and expedient for such purpose, including without limitation, to make offer to and invite, receive, confirm the advance subscription from the Investor, to issue and allot Equity Shares, listing of Equity Shares at Stock Exchanges, where the Equity Shares of the Company are listed, issuing certificates / clarifications, entering into contracts, arrangements, agreements, documents in connection and incidental thereto, in Boards' absolute discretion, without being required to seek any fresh approval of the shareholders of the Company, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/or any other laws and regulations, and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that its decisions shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done, to give effect to this authorization.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers hereinabove, to any Director or Officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution, including making necessary filings with the Stock Exchange(s) for obtaining in-principle approval and other statutory or regulatory authorities, execution of any documents, instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this authorization and further to take all others steps and actions which may be incidental, consequential, relevant or ancillary in this connection."

### Item No. 6:

**To consider and if thought fit to pass the following resolution, as a Special Resolution, to offer, issue and allot 4,200,000 fully paid-up equity shares of the Company to M/s Inteligo Bank Ltd, on Preferential Basis:**

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (the "**SEBI**"), including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and / or any other competent authorities (herein referred to as "**Regulatory Authorities**"), including any amendment / modification thereto, from time to time and to the extent applicable, and subject to such approvals, permissions,



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consents and sanctions as may be necessary or required in this regard and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or, modifications, as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions and agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred by this resolution), approval of the members be and is hereby accorded to the Company to create, offer, issue and allot, under the Non-Promoter Category, by way of a preferential issue on a private placement basis, in compliance with Chapter V of SEBI ICDR Regulations (hereinafter referred to as the **“Preferential Issue”**), upto an aggregate of 4,200,000 (Four Million Two Hundred Thousand) fully paid-up equity shares of the Company having face value of INR 2 each (**“Equity Shares”**), approx. 0.69% of the post preferential issue share capital of the Company, at an issue price of INR 175 for a INR 2 paid up share (including a premium of INR 173) per Equity Share (**“Issue Price”**), for a cash consideration aggregating upto INR 735,000,000 equivalent to USD 10 Million (Indian Rupees Seven Hundred Thirty Five Million equivalent to USD Ten Million), to M/s Inteligo Bank Ltd, a Bahamian corporation, subject to the regulation and supervision of the Central Bank of Bahamas, with registered office in Seventeen Shop Building, First Floor, Collins Avenue and Fourth Terrace, Centreville, Nassau, The Bahamas (Inteligo Bank). (Inteligo Bank is fully owned by Intercorp Financial Services and listed on NYSE. Inteligo Bank provides private banking and global financial advisory services) (hereinafter referred to as the **“Investor”**), in such manner and on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** in accordance with the provisions of the SEBI ICDR Regulations, the **“Relevant Date”** for the purpose of calculating the Issue Price of the Equity Shares is August 26, 2020, being the last working day preceding the date which is 30 days prior to the date of the 25th Annual General Meeting of the Company scheduled to be held on September 25, 2020, to approve the Preferential Issue.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Equity Shares to be created, offered, issued and allotted to the Investor in the Preferential Issue shall rank pari-passu with the then existing fully paid-up equity shares in all respects including with respect to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by Stock Exchanges and / or any Regulatory Authorities the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of last such approvals.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock-in for a period of one year from the date of receipt of trading approval in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Equity Shares to be issued to the Investor in the Preferential Issue shall be listed on the Stock Exchanges where the existing Equity Shares are listed.

**RESOLVED FURTHER THAT** the monies received by the Company from the Investor pursuant to the Preferential Issue shall be kept by the Company in a separate account opened/designated by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to make an offer to the Investor through private placement offer letter in Form PAS – 4 as prescribed under the Companies Act.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Investor in the Preferential Issue shall be subject to the following terms and conditions in addition to the terms and conditions as would be mentioned in the statement under Section 102 of the Companies Act, which shall be deemed to form part hereof:





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1. The Investor of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
2. The consideration for allotment of Equity Shares shall be paid to the Company by the Investor from its bank account; and
3. Allotment of Equity Shares shall only be made in dematerialized form.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Preferential Issue, the Board be and is hereby authorized to do all such acts, deeds, matters and things, including filing of applications, submission of information / documents, instructions, execution of corporate actions, as may be required for seeking all applicable regulatory approvals / filings, to give effect to the Preferential Issue and listing of Equity Shares, as it may, in its absolute discretion, deem necessary, desirable and expedient for such purpose, including without limitation, to make offer to and invite, receive, confirm the advance subscription from the Investor, to issue and allot Equity Shares, listing of Equity Shares at Stock Exchanges, where the Equity Shares of the Company are listed, issuing certificates / clarifications, entering into contracts, arrangements, agreements, documents in connection and incidental thereto, in Boards' absolute discretion, without being required to seek any fresh approval of the shareholders of the Company, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/ or any other laws and regulations, and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that its decisions shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done, to give effect to this authorization.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers hereinabove, to any Director or Officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution, including making necessary filings with the Stock Exchange(s) for obtaining in-principle approval and other statutory or regulatory authorities, execution of any documents, instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this authorization and further to take all others steps and actions which may be incidental, consequential, relevant or ancillary in this connection."

### Item No. 7:

**To consider and if thought fit to pass the following resolution, as a Special Resolution, to offer, issue and allot 4,200,000 fully paid-up equity shares of the Company to M/s First Royalty Ventures LLC, on Preferential Basis:**

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (the "**SEBI**"), including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and / or any other competent authorities (herein referred to as "**Regulatory Authorities**"), including any amendment / modification thereto, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required in this regard and further subject to such terms, conditions,



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alterations, corrections, changes, variations and/ or, modifications, as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions and agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred by this resolution), approval of the members be and is hereby accorded to the Company to create, offer, issue and allot, under the Non-Promoter Category, by way of a preferential issue on a private placement basis, in compliance with Chapter V of SEBI ICDR Regulations (hereinafter referred to as the **“Preferential Issue”**), upto an aggregate of 4,200,000 (Four Million Two Hundred Thousand) fully paid-up equity shares of the Company having face value of INR 2 each (**“Equity Shares”**), approx. 0.69% of the post preferential issue share capital of the Company, at an issue price of INR 175 for a INR 2 paid up share (including a premium of INR 173) per Equity Share (**“Issue Price”**), for a cash consideration aggregating upto INR 735,000,000 equivalent to USD 10 Million (Indian Rupees Seven Hundred Thirty Five Million equivalent to USD Ten Million), to M/s First Royalty Ventures LLC, a company incorporated in Delaware, having its registered office at 1209 Orange Street, Wilmington, New Castle County, Delaware, United States of America (FRV). (FRV is a company from Delaware, United States of America. FRV is the Family Office of Carlos Rodriguez-Pastor, Chairman and CEO of Intercorp and Chairman of Interbank) (hereinafter referred to as the **“Investor”**), in such manner and on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** in accordance with the provisions of the SEBI ICDR Regulations, the **“Relevant Date”** for the purpose of calculating the Issue Price of the Equity Shares is August 26, 2020, being the last working day preceding the date which is 30 days prior to the date of the 25th Annual General Meeting of the Company scheduled to be held on September 25, 2020, to approve the Preferential Issue.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Equity Shares to be created, offered, issued and allotted to the Investor in the Preferential Issue shall rank pari-passu with the then existing fully paid-up equity shares in all respects including with respect to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by Stock Exchanges and / or any Regulatory Authorities the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of last such approvals.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock-in for a period of one year from the date of receipt of trading approval in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Equity Shares to be issued to the Investor in the Preferential Issue shall be listed on the Stock Exchanges where the existing Equity Shares are listed.

**RESOLVED FURTHER THAT** the monies received by the Company from the Investor pursuant to the Preferential Issue shall be kept by the Company in a separate account opened/designated by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to make an offer to the Investor through private placement offer letter in Form PAS – 4 as prescribed under the Companies Act.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Investor in the Preferential Issue shall be subject to the following terms and conditions in addition to the terms and conditions as would be mentioned in the statement under Section 102 of the Companies Act, which shall be deemed to form part hereof:





## Notice (Contd.)

1. The Investor of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
2. The consideration for allotment of Equity Shares shall be paid to the Company by the Investor from its bank account; and
3. Allotment of Equity Shares shall only be made in dematerialized form.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the Preferential Issue, the Board be and is hereby authorized to do all such acts, deeds, matters and things, including filing of applications, submission of information / documents, instructions, execution of corporate actions, as may be required for seeking all applicable regulatory approvals / filings, to give effect to the Preferential Issue and listing of Equity Shares, as it may, in its absolute discretion, deem necessary, desirable and expedient for such purpose, including without limitation, to make offer to and invite, receive, confirm the advance subscription from the Investor, to issue and allot Equity Shares, listing of Equity Shares at Stock Exchanges, where the Equity Shares of the Company are listed, issuing certificates / clarifications, entering into contracts, arrangements, agreements, documents in connection and incidental thereto, in Boards' absolute discretion, without being required to seek any fresh approval of the shareholders of the Company, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/or any other laws and regulations, and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that its decisions shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done, to give effect to this authorization.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers hereinabove, to any Director or Officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution, including making necessary filings with the Stock Exchange(s) for obtaining in-principle approval and other statutory or regulatory authorities, execution of any documents, instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this authorization and further to take all others steps and actions which may be incidental, consequential, relevant or ancillary in this connection."

### Item No. 8:

**To consider and if thought fit to pass the following resolution, as a Special Resolution, to offer, issue and allot 3,780,000 fully paid-up equity shares of the Company to M/s TIMF Holdings and 2,520,000 fully paid-up equity shares of the Company to M/s Think India Opportunities Master Fund LP, on Preferential Basis:**

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (the "**SEBI**"), including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and / or any other competent authorities (herein referred to as "**Regulatory Authorities**"), including any amendment



## Notice (Contd.)

/ modification thereto, from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required in this regard and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or, modifications, as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions and agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred by this resolution), approval of the members be and is hereby accorded to the Company to create, offer, issue and allot, under the Non-Promoter Category, by way of a preferential issue on a private placement basis, in compliance with Chapter V of SEBI ICDR Regulations (hereinafter referred to as the **“Preferential Issue”**), upto an aggregate of 6,300,000 (Six Million Three Hundred Thousand) fully paid-up equity shares of the Company having face value of INR 2 each (**“Equity Shares”**), approx. 1.02% of the post preferential issue share capital of the Company, at an issue price of INR 175 for a INR 2 paid up share (including a premium of INR 173) per Equity Share (**“Issue Price”**), for a cash consideration aggregating upto INR 1,102,500,000 equivalent to USD 15 Million (Indian Rupees One Billion One Hundred Two Million Five Hundred Thousand equivalent to USD Fifteen Million), to certain foreign investor(s), as mentioned hereunder, in such manner and on such terms and conditions as the Board may deem fit:

- a. Upto 3,780,000 (Three Million Seven Hundred Eighty Thousand) Equity Shares at the Issue Price, for a cash consideration aggregating upto INR 661,500,000 equivalent to USD 9 Million (Indian Rupees Six Hundred Sixty One Million Five Hundred Thousand equivalent to USD Nine Million), to M/s TIMF Holdings, a company incorporated under the laws of Mauritius, with its registered office at c/o SANNE Mauritius, IFS Court, Bank Street, Twenty Eight Cybercity, Ebène 72201, Republic of Mauritius and is registered with SEBI as a Category I foreign portfolio investor under the SEBI FPI Regulations, bearing registration number – INMUF000914. (TIMF Holdings is one of the group entities of Think Investments, an investment firm based in San Francisco. Think invest in companies with a focus on technology, financial services, consumer services and healthcare).
- b. Upto 2,520,000 (Two Million Five Hundred Twenty Thousand) Equity Shares at the Issue Price, for a cash consideration aggregating upto INR 441,000,000 equivalent to USD 6 Million (Indian Rupees Four Hundred Forty One Million equivalent to USD Six Million), to M/s Think India Opportunities Master Fund LP, a company incorporated under the laws of Cayman Islands, with its registered office at c/o Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and is registered with SEBI as a Category I foreign portfolio investor under the SEBI FPI Regulations, bearing registration number – INCYFP046120 (TIOMF). (TIOMF is one of the group entities of Think Investments, an investment firm based in San Francisco. Think invest in companies with a focus on technology, financial services, consumer services and healthcare).

(hereinafter individually or collectively referred to as the **“Investor”**).

**RESOLVED FURTHER THAT** in accordance with the provisions of the SEBI ICDR Regulations, the **“Relevant Date”** for the purpose of calculating the Issue Price of the Equity Shares is August 26, 2020, being the last working day preceding the date which is 30 days prior to the date of the 25th Annual General Meeting of the Company scheduled to be held on September 25, 2020, to approve the Preferential Issue.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Equity Shares to be created, offered, issued and allotted to the Investor in the Preferential Issue shall rank pari-passu with the then existing fully paid-up equity shares in all respects including with respect to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by Stock Exchanges and / or any Regulatory Authorities the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of last such approvals.