NOTICE

Notice is hereby given that Extra-ordinary General Meeting of the members of the Company will be held on Wednesday, the 31st day of December, 2014 at 11.00 A.M. at its Registered Office at 39-40 Km. Stone, Delhi-Jaipur Highway, Narsingpur, Gurgaon, Haryana for transacting the following business:

SPECIAL BUSINESS

1. To consider and if thought fit, to pass, with or without modification, the following resolution as a special resolution:

   "**RESOLVED that** subject to the approval of shareholders and pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the requisite rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Board of Directors of the Company be and is hereby accorded to amend the Articles of Association of the Company such that:

   (i) the following definition in the definition clause 1 of the Articles of Association of the Company be and is hereby replaced with the following:
   "End Date" means February 28, 2015. Notwithstanding anything contained herein, the End Date shall automatically stand extended for a period of 1 (one) year to February 28, 2016, if the current term of NYLIM is extended for a period of 1 (one) year."

   (ii) the following definition in the definition clause 1 of the Articles of Association of the Company be and is hereby replaced with the following:
   "NYLIM" means New York Life Investment Management India Fund (FVCI II) LLC, a limited liability company established under the laws of Mauritius, with its registered office at 4th Floor, Ebene Heights, 34 Cybercity, Ebene, Mauritius."

   "RESOVED FURTHER that the new set of Articles of Association of the Company, as tabled before the members of the Company, be and is hereby noted and approved to be placed before the members of the company for adoption."

By Order of the Board

Geetika Nagpal (ACS: 17640)
Company Secretary

Place : Gurgaon
Date : 05.12.2014

NOTES:

a) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself. A proxy need not be a member of the Company.

b) The instrument appointing a proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

c) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1

Pursuant to the terms of the sixth amendment agreement to Shareholders’ Agreement dated March 23, 2007 (“Sixth Amendment Agreement”), executed on 1st December 2014, the Articles of Association of the Company requires alteration with respect to the date of the initial public offering of the Company and the registered office address of NYLIM.

Accordingly, the Board proposes to alter the Articles of Association of the Company.

Section 14 of the Companies Act, 2013 requires the approval of shareholders by way of special resolution for effectuating this decision.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

By Order of the Board

Geetika Nagpal
Company Secretary
ACS: 17640

Place : Gurgaon
Date : 05.12.2014