

NOTICE FOR ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of the Company will be held on July 30, 2015 at 4:30 PM (India time) at the Registered Office of the Company situated at 951-A, Rational House, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet as on March 31, 2015 and the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Auditor and the Board of Directors' thereon.
2. To ratify the appointment of M/s Price Waterhouse & Co., Chartered Accountants, (bearing firm registration number - 301112E), being eligible and willing to act as the Auditors of the Company, as the Auditors of the Company to hold office until the conclusion of the ensuing Annual General Meeting, to the conclusion of AGM to be held immediately after the end of financial year 2017-18 at such remuneration as shall be fixed by the Board of Directors of the Company from time to time in consultation with Auditors.

Special Business

3. To increase the authorized share capital of the Company and consequent amendment to the Memorandum of Association of the Company.

To pass with or without modification, the following resolution as **ORDINARY RESOLUTION**:


"RESOLVED THAT in accordance with the provisions of Section 13 and Section 61 and any other applicable provisions if any, of the Companies Act, 2013, the existing Authorized Share Capital of the Company be and is hereby increased from INR 1,470,000,000 (Rupees One Hundred and Forty Seven Crores only) divided into 147,000,000 (Fourteen Crores Seventy Lakhs) Equity Shares of INR 10/- (Rupees Ten only) each, to INR 1,550,000,000 (Rupees One Hundred and Fifty Five Crores only) divided into 155,000,000 (Fifteen Crore and Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT in consequence to the increase in the Authorized Share Capital of the Company and pursuant to the provisions of Section 13 and any other applicable provisions if any, of the Companies Act, 2013, approval is hereby given to the substitution of the existing Clause V. (a) of the Memorandum of Association of the Company with the following clause:

V. (a) The Authorized Share Capital of the Company is INR 1,550,000,000 (Rupees One Hundred and Fifty Five Crores only) divided into 155,000,000 (Fifteen Crore and FiftyLakh) Equity Shares of INR 10/- (Rupees Ten only) each.

"RESOLVED FURTHER THAT the Directors of the Company and/or Mr Nirav Vakil be and are hereby authorized to do all necessary acts, deeds and sign all such documents as required to give effect to the aforesaid resolutions, including but not limited to sign and circulate the said notice to the members of the Company and also to file the necessary documents with the respective authorities as may be required from time to time."

By Order of the Board
Goldman Sachs Asset Management (India) Private Limited



Pravir Vohra
Director
DIN: 00082545

Place : Mumbai
Date : June 30, 2015

NOTES

1. A member 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 member of the Company.

Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013

Item no. 3 -

The existing Authorized Share Capital of the Company is 1,470,000,000 (Rupees One Hundred and Forty Seven Crores) divided into 147,000,000 (Fourteen Crore and Seventy Lakh) Equity Shares of INR.10/- (Rupees Ten only) each. The Directors of Your Company propose to increase it to INR 1,550,000,000 (Rupees One Hundred and Fifty Five Crores only) divided into 155,000,000 (Fifteen Crore and Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each.

The nature of concern or interest, financial or otherwise, if any, in respect of this item of proposed business to be transacted is as follows -

- | | | |
|-----|--|--------|
| i | Directors of the Company | : None |
| ii | Key Managerial Personnel of the Company | : None |
| iii | Relatives of Directors and Key Managerial Personnel of the Company | : None |

The amended copy of Memorandum of Association shall be available at the registered office of the Company during the business hours of the Company.

The board recommends the resolution as set forth under item No. 3 for the approval of the members of the Company to be passed as an Ordinary Resolution.

By Order of the Board
Goldman Sachs Asset Management (India) Private Limited



Pravir Vohra
Director
DIN: 00082545

Place : Mumbai
Date : June 30, 2015