

**MANAPPURAM
ASSET FINANCE LIMITED**

Regd. Office: 111/105 Opposite Natika FIRKA Co-operative Rural Bank, Near Chandapadi Junction
Valapad P.O, Thrissur, Kerala - 680567

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd Annual General Meeting of **Manappuram Asset Finance Limited** (the “**Company**”) will be held on **Thursday 26th September, 2019 at 10 A.M.** at the registered office of the Company at Door No:111/105 Opposite Natika FIRKA Co-operative Rural Bank, Near Chandapadi Junction Valapad P.O, Thrissur, Kerala - 680567, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited balance sheet of the Company as at March 31, 2019, and the profit and loss account for the financial year ended March 31, 2019, notes to accounts and along with the director’s and auditor’s report thereon.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2019 and the report of the directors and auditors thereon, including annexure thereto as recommended by the board of directors for adoption by the members of the Company be and are hereby approved and adopted.

“RESOLVED FURTHER THAT, Mr V.S Prasannan (DIN:02460606) Managing Director of the Company be and are hereby authorized to do all such acts, deeds and things as may be required or considered necessary or incidental thereto including but not limited to filing of necessary forms with the Registrar of Companies, Kerala and to comply with all other requirements in this regard under Companies Act, 2013 and the rules and regulations made there under and such other law as may be applicable.”

2. (A)Re-appoint Mr V.S Vyasababu (DIN: 02478317) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

(B)Re-appoint Mr T.S Ramakrishnan (DIN: 00046774) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

3. To ratify the appointment of M/s Manikandan & Associates, Chartered Accountants, (Firm Registration no.008520S), as the statutory auditors of the Company to hold the office till the conclusion of the 35th annual general meeting and to fix the remuneration of the auditors.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company, hereby appoints M/s Manikandan & Associates, Chartered Accountants, (Firm

Registration no.008520S), as the statutory auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 35th Annual general meeting, to be held for the financial year 2021-22, on such remuneration as may be determined by the Board of Directors.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all those acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving result to this resolution and/or otherwise considered by them in the best interest of the Company.”

Item: 5 Increase in authorized capital and alteration of MOA

To pass the following resolution was passed as a special Resolution:

RESOLVED THAT pursuant to Section 13 and other applicable provisions of the Companies Act, Clause No. V of the Memorandum of Association be amended as follows:

‘The authorized share capital of the company is Rs. 40,00,00,000/- (Rupees Fourty crores only) divided into 40,00,00,000 (Four crore Fifty lakh only) equity shares of Rs.10/- (Rupees Ten only) each.’

Item No. 6: Further issue of Capital of the Company

To pass the following resolution was passed as a special Resolution:

“RESOLVED THAT pursuant to Section 62 (1) (c) and Section 42 of the Companies Act, 2013 (the Act) and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (SCD Rules) and other applicable provisions of the Act and Rules framed thereunder, the issuance of 20,00,000 (Twenty lakhs) equity shares of Rs. 10/- (Rupees Ten only) each at par to Mr. V P Nandakumar, one of the existing member of the company, be and is hereby approved.

‘RESOLVED FURTHER THAT each of the directors of the Company be and is hereby singly authorized to sign, submit, upload, file the necessary Forms, documents and to do all such necessary acts, deeds and things as may be required in respect of said issuance and in order to give effect to the above resolutions on behalf of the Company’.

Item: 7. Increase in borrowing powers

To pass the following resolution was passed as a special Resolution:

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder, consent of the members of the Company be and is hereby accorded by way of a special resolution to the Board of Directors (**Board**) of the Company to:

- (a) sell, transfer, convey or otherwise dispose of, including by way of any securitisation transactions and/or direct assignment transactions; and/or
- (b) create charge by way of pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company), in favour of banks, financial institutions, investors, debenture holder or any other lenders and their agents or trustees (together, the Lenders) to secure any borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges

and expenses and all other monies payable by the Company) (together, the Financial Indebtedness), in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness, on such terms and conditions as may be agreed between the Company and any Lender(s), each in such form and manner and on such terms as the Board may determine, all or any of the immovable properties and movable assets (both tangible and intangible), including without limitation, book debts and loan receivables, of the Company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated, provided that the maximum extent of the Financial Indebtedness secured by the assets of the Company does not exceed Rs 2000 crores at any time, and the aggregate of all immovable properties and movable assets sold, transferred or conveyed by the Company does not exceed Rs 500 crores at any time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to finalise, sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution."

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item: 5

Consent of the members by way of a special resolution is necessary for amendment of MOA, consequent to alteration of Share Capital of the company and hence this resolution. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution.

Item No. 6:

The present paid up share capital of the Company is Rs 297,500,000/- (Rupees Twenty nine crore seventy five lakhs only) and it is necessary to increase the paid up capital further to meet the capital adequacy requirements as stipulated by Reserve Bank of India. Hence, the Company propose the issuance of 20,00,000 (Twenty lakhs) equity shares of Rs. 10/- (Rupees Ten only) each at par to Mr. V P Nandakumar, the chief promoter and existing member of the company.

The Act and aforesaid Rules stipulate that approval of Members by way of special resolution is required for issuance of shares on private placement and preferential basis. The Board has accordingly decided to seek the approval of Members of the Company by way of special resolution for the said issue of equity shares.

The information as required to be disclosed under Rule 13 (2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 ("SCD Rules") in respect of Resolution No. 4 are as follows:

i. Objects of the Issue

The capital raising is proposed with a view to meet the capital adequacy requirements and working capital requirements of the company.

ii. Total number of shares to be issued

The issue will be for an amount of Rs. 20000000/- (Rupees Two crores only) consisting of 2000000 (Twenty lakh) equity shares of Rs. 10/- (Rupees Ten only) each at par

iii. Price at which the Allotment is proposed

The equity shares of the face value of Rs. 10/- (Rupees Ten only) each are proposed to be issued at par.

iv. Basis on which the price has been arrived at along with report of the registered valuer

The equity shares are issued at face value of Rs. 10/- (Rupees Ten only) each. The valuation report issued by Mr. Mohandas A, FCA, Partner Mohandas & Associates, Chartered Accountants is attached with the Notice as **Annexure 1**.

v. Relevant date with reference to which the price has been arrived at

The valuation report has valued the shares based on the last audited financial statements for the year ended March 31, 2019

vi. Class of Persons to whom the Allotment is proposed to be made

The allotment is proposed to be made to Mr. V P Nandakumar, chief promoter and member of the Company.

vii. Intention of Promoters/ Directors/ Key Management Persons to subscribe to the offer

There is no intention of Promoters, Directors or the key managerial personnel to subscribe to the offer except Mr. V P Nandakumar, chief promoter of the Company.

viii. Proposed Time within which the Allotment shall be completed

The allotment shall be completed within a period of 60 days from the date of approval by Members.

ix. Names of the proposed allottees and the percentage of post preferential offer capital held by them

SL No	Name of Shareholder	Pre Issue		Post Issue	
		No. of Shares(equity)	% of Holding(equity)	No. of Shares(equity)	% of Holding(equity)
1	Mr.VP Nandakumar	27701000	93.3%	29701000	93.54%

x. Change in Control

The proposed allotment will not result in any change in control of the Company.

xi. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price- NIL

Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: N.A.

xii. The pre issue and post issue shareholding pattern of the company in the specified format:

SL No	Category of Equity Shareholder	Pre Issue		Post Issue	
		No. of Shares	% of Holding	No. of Shares	% of Holding
A	Promoters' Holding				
1	Indian:				
	Individual	29750000	100%	31750000	100%
	Bodies Corporate	-	-	-	-
	Sub Total	29750000	100%	31750000	100%
2	Foreign Promoters	-	-	-	-

	Sub Total (A)	29750000	100%	31750000	100%
B	Non-Promoters' Holding				
1	Institutional Investors	-	-	-	-
2	Non-Institution:				
	Private Corporate Bodies	-	-	-	-
	Directors & Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub Total (B)	-	-	-	-
	GRAND TOTAL	29750000	100%	31750000	100%

Your directors recommend passing the resolution proposed under item no. 1 as a Special resolution. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution except to the extent of further shares that may be offered, if any.

Item: 7

Members may kindly note that company is planning for vast expansion of business. Barrowing power of the Board has to be increase for this purpose and hence this resolution. Your directors recommend passing the resolution proposed under item no. 7 as a Special resolution. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution.

By and on behalf of the Board of
Manappuram Asset Finance Ltd

V.S Prasannan
Managing Director
(DIN: 02460606)

Place: Valapad
Date: 03-09- 2019

Notes:

- (a) *A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote on behalf of himself / herself and that proxy need not be a member of the Company.*
- (b) *In order for the proxies to be effective, the proxy forms duly completed and stamped should reach or must be deposited at the registered office of the Company before the meeting.*