



Corporate Office:
9th & 10th Floor, Door No.9
Club House Road,
Anna Salai, Chennai – 600 002.
T: 044 4212 4493

NOTICE

Notice is hereby given that the 2/2019-20 Extra Ordinary General Meeting of the Members of **ASIRVAD MICRO FINANCE LIMITED** will be held on Tuesday, 17th March, 2020 at the Corporate Office situated at Door No.9, 10th Floor, Club House Road, Anna Salai, Chennai-600002 at 4.00 PM to transact the following businesses:

SPECIAL BUSINESS:

1. **To offer or invite subscription for Non-Convertible Debentures (NCDs) and Commercial Papers (CPs)**

To consider and if though fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to section 42, 71, 179 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Issuance of Non-Convertible Debentures (Reserve Bank) Directions, 2010 (as amended from time to time) issued by the Reserve Bank of India (NCD Directions), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (as amended from time to time) (Debt Listing Regulations), such other circulars as may be issued with respect to commercial papers and in accordance with the Memorandum of Association and Articles of Association of the Company, and listing agreements entered or to be entered into with BSE Limited and / or NSE (Stock Exchange) where the non-convertible debentures as well as commercial papers of the Company are proposed to be listed, and subject to such other approvals, consents, sanctions, permissions as may be necessary from

the Securities and Exchange Board of India (SEBI), the Stock Exchanges, all other appropriate statutory and regulatory authorities,, the approval of Members be and are hereby accorded to the Board of Directors of the Company (hereinafter referred as "the Board" which term shall be deemed to include any Committee thereof) to offer or invite/ issue subscriptions for all kinds and types of Non-Convertible Debentures (NCDs) up to an amount not exceeding Rs.2,000.00 crore (Rupees Two Thousand Crore Only) and Commercial Papers up to an amount not exceeding Rs.500.00 crore (Rupees Five Hundred Crore only) on Private Placement basis, in one or more tranches, on such terms and conditions as the Board of Directors (which shall be deemed to include Borrowing & Securities Allotment Committee of the Board or any other committee which may be constituted/ authorized for this purpose) may, from time to time, determine and consider proper and most beneficial to the Company."

RESOLVED FURTHER THAT *these borrowings shall be within the overall borrowings limit of Rs.6,000 Crores (Rupees Six Thousand Crore Only)".*

"RESOLVED FURTHER THAT *the Board of Directors be and is hereby instructed to act upon this resolution within a period of 12 months from the date of approval and that any directors be and is hereby authorized to take such steps as may be necessary to give effect to this resolution".*

RESOLVED FURTHER THAT *for the purpose of giving effect to any issue or allotment of Debentures or Commercial Papers of the Company, the Board of Directors be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters, and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Debentures or Commercial Papers of the Company as it may in its absolute discretion deem fit and proper"*

RESOLVED FURTHER THAT *the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to Borrowing & Securities Allotment Committee or any other Committee of Directors or to any officer or officers of the Company to give effect to this resolution."*

RESOLVED FURTHER THAT *Mr. S. V. Raja Vaidyanatha, Managing Director, Mr. Yogesh Ratnakar Udhoji, Chief Financial Officer and Mr. Anup Kumar Gupta, Company Secretary of the Company be and are hereby authorized severally to digitally sign and file necessary e-form*

with Registrar of Companies, Chennai and to furnish certified true copy of this resolution to the Bank and/or such persons/entities as may be deemed fit”

2. To approve the re-appointment of Mr. Ramanathan Annamalai as an Independent Director of the Company

To consider and if though fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s)/ amendment(s)/ re-enactment(s) thereof for the time being in force), Mr. Ramanathan Annamalai (DIN - 02645247), the Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, and being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term till 30th November, 2023 with effect from 31st July, 2020

RESOLVED FURTHER THAT Mr. Ramanathan Annamalai, whose term shall not be subject to retirement by rotation, shall hold office the office of Independent Director on the Board of the Company with effect from 31st July, 2020 and up to 30th November, 2023.

RESOLVED FURTHER THAT Mr. S. V. Raja Vaidyanatha, Managing Director, Mr. Yogesh Ratnakar Udhoji, Chief Financial Officer and Mr. Anup Kumar Gupta, Company Secretary of the Company be and are hereby authorized severally to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient, necessary and/ or desirable to give effect to this resolution.”

3. To approve payment of commission to be paid to Independent Directors and Non Independent Non-Executive Director other than Promoter Directors

To consider and if though fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 197 and other applicable provision, if any, of the Companies Act, 2013 read with relevant rules made thereunder [including any statutory modification(s)/ amendment(s)/ re-enactment(s)], the approval of the Members of the Company, be and is hereby accorded to fix the commission to be paid to Independent Directors and Mr. Gautam Saigal, Non-Executive & Non-Independent Director except Promoter Directors of the Company for the FY 2019-20 & 2020-2021, which in aggregate shall not exceed 0.5% of the net profit of the Company of the respective financial year in terms of Section 197 of the Act, and computed in the manner referred to in Section 198 of the Act, in addition to the sitting fee for attending the meeting of the Board of Directors/ committees thereof.

RESOLVED FURTHER THAT Mr. S. V. Raja Vaidyanatha, Managing Director, Mr. Yogesh Ratnakar Udhoji, Chief Financial Officer and Mr. Anup Kumar Gupta, Company Secretary of the Company be and are hereby authorized severally to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient, necessary and/ or desirable to give effect to this resolution.”

4. To alter the Memorandum of Association (MOA) of the Company

To consider and if though fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4 read with Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), any other applicable regulation(s), policy(ies) or guideline(s), and subject to the approval of the Registrar of Companies, Chennai (the “ROC”) and other regulatory authorities, as may be applicable, the consent of the Members of the Company be and is hereby accorded for alteration/ addition/ deletion in the existing Clause III of the Memorandum of Association in the manner and extent set out below in consonance with the provisions of the Companies Act, 2013 as well as in alignment with the proposed business operations of the Company:-

1. *The following clause be inserted as Sub-Clause No. 3 in the Main Object Clause No. III A of the Memorandum of Association (MOA) of the Company:*

“To carry on the businesses of other financial services and advancing long term/ short-term loans/ such other credit facilities including but not limited to gold loans, credit to micro, small and medium enterprises etc., to individuals, firms, companies or association of individuals, association of persons by whatever name called and either on securities or on guarantee or to clean without securities”

2. *Substitution of the existing title of Clause III (B) with a fresh title i.e., “Matters which are necessary for furtherance of the objects specified in Clause III (A) are”.*

3. *The following clause be inserted as Sub-Clause No.20 in the existing Clause III (B) of the MOA of the Company:*

“To invest in and acquire and hold, sell, buy or otherwise deal in shares, debenture stocks, bonds, units, obligations and securities issued or guaranteed by Indian or Foreign Government, States, Dominions, Sovereigns, Municipalities, or public Authorities or bodies and shares, stocks, debentures, debenture stocks, bonds obligations and securities issued and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere”.

4. *Deletion of entire existing clause III(C) – Other Objects of the Memorandum of Association (MOA).*

RESOLVED FURTHER THAT *any one of Mr. S. V. Raja Vaidyanathan, Managing Director or Mr. Yogesh Ratnakar Udhoji, Chief Financial Officer or Mr. Anup Kumar Gupta, Company Secretary (hereinafter referred to as “Authorized Persons”) of the Company be and are hereby authorized to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or in this regard or appoint any authorized representative(s)/ professional(s)/ consultant(s) to appear before the office of Registrar of Companies and any other regulatory authorities, as may be applicable, for making necessary application to give effect to the above resolution.*

RESOLVED FURTHER THAT *any one of the “Authorized Persons” of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in this*

connection and to settle any or all questions and matters arising with respect to above matter and to execute all such deeds, documents, agreements writing as may be necessary, incidental or consequential to give effect to the above resolution."

For and on behalf of Board of Directors
ASIRVAD MICRO FINANCE LIMITED

Sd/-
(Anup Kumar Gupta)
Company Secretary
Membership No.: 34370

Place: Chennai

Date: January 23, 2020

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The form of proxy to be valid should be duly completed, stamped and signed and must be deposited with the Company at least 48 hours before the time scheduled for the Meeting.
3. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting in terms of Section 113 of the Companies Act, 2013.

5. Members/ Proxies/ Authorized Representatives should fill the attendance slip/ sheet for attending the Meeting.
6. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item No.1, 2, 3 & 4 are annexed herewith.
7. The meeting will be held at Door No.9, 10th Floor, Club House Road, Anna Salai, Chennai- 60002 which is opposite to Taj Club House, Chennai (a prominent landmark).
8. The route map to the venue of the Meeting is annexed with the notice and forms an integral part of the notice.
9. All relevant documents, registers, existing as well as proposed Memorandum of Association etc. shall be open for inspection at the Corporate Office of the Company on all working days, except Saturday and Sunday between 11.00 hrs to 13.00 hrs prior to the Extra- Ordinary General Meeting.
10. EGM Notice will also be available on the website of the Company www.asirvadmicrofinance.co.in.

For and on behalf of Board of Directors
ASIRVAD MICRO FINANCE LIMITED

Sd/-
(Anup Kumar Gupta)
Company Secretary
Membership No.: 34370

Place: Chennai

Date: January 23, 2020

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO.1

In terms of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013, a Company may, subject to the provisions of that section, make an offer or invitation for subscription of securities including non-convertible debentures, commercial papers or any other debt securities by way of private placement. Further, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the shareholders of the Company by a Special Resolution, for each of the offers or invitations. In case of an offer or invitation for subscription to the Non-Convertible Debentures (NCD), it shall be sufficient if the Company passes a previous Special Resolution only once in a year for all the offers or invitation for such debentures during the year.

Further, it is also specified that the Special Resolution passed by the Members in terms of Section 42 of the Companies Act, 2013 shall be valid for a period of twelve months.

Accordingly, in view of the aforesaid provisions and considering the increasing volume of business of the Company, the need to diversify the sources of funding and the cost of each of the sources and subject to the provisions of Section 42 of Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, your Company intends to offer or invite subscription to Non-convertible Debentures up to an amount not exceeding Rs.2,000 Crore (Rupees Two Thousand Crore only) and Commercial Papers up to an amount not exceeding Rs.500 Crore (Rupees Five Hundred Crores only) on private placement basis, in one or more tranches, subject to the condition that the amount accepted in the form of the said Non-Convertible Debentures and Commercial Paper(s) put together with the existing borrowings

and future borrowings would be within the limits specified by the Members under section 180(1) (c) of “the Act”.

The terms of issue of the above Non-Convertible Debentures and Commercial Papers would depend upon the requirement of the funds, time of issue, market conditions and alternative sources of funds available to the Company and would be decided by the Company in consultation with the merchant bankers / arrangers, if any appointed by the Company for the purpose. All the required details/ disclosures relating to the issue would be made available in the respective information memorandum.

In order to issue Non-Convertible Debentures and Commercial Papers by way of an offer or invitation for subscription on private placement and in terms of the above mentioned provisions of “the Act” and rules, subject to Directions/ Guidelines by the Regulators or any other statutory authorities issued from time to time, the prior consent of the members is sought at the Item No.1 stated above by way of a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in the proposed resolution as set out in the Notice.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decisions thereon.

Further, the Board of Directors had already approved the aforesaid matter at their Meeting held on 23rd January, 2020 and recommends the Special Resolutions as set out in the Notice for the approval of the Members of the Company.

ITEM NO.2

The Members at the Annual General Meeting held on 31st July, 2015 regularized the appointment of Mr. Ramanathan Annamalai as a Director and also appointed him as an Independent Director of the Company for a term of 5 consecutive years from the date of the

said Annual General Meeting. The tenure of Mr. Ramanathan Annamalai will expire on 30th July, 2020.

The Nomination and Remuneration Committee of the Company at its meeting held on 23rd January, 2020 after taking into the account the performance evaluation of this Director, during the first term of five years and considering the knowledge, acumen, expertise and rich experience in his respective fields and the substantial contribution made by him during his tenure as Independent Director since his appointment, has recommended to the Board for re-appointment for second term as Independent Director of the Company. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Ramanathan Annamalai fulfils the conditions specified in the Act for their appointment as an Independent Director.

However, as per the Policy on “Fit and Proper Criteria of Directors” of the Company, the age limit for an Independent Director is up to 75 years, accordingly, his appointment was recommended by the aforesaid Committee for a term up to 30th November, 2023.

Furthermore, the said recommendation of the Nomination and Remuneration Committee was also considered and approved by the Board of Directors at their Meeting held on 23rd January, 2020, in terms Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s)/ amendment(s) re-enactment(s) thereof for the time being in force), which was subject to the approval of Members of the Company.

The Company has also received from Mr. Ramanathan Annamalai the consent in writing to act as Director and intimation that he is not disqualified under Section 164(2) of the Companies Act, 2013.

In view of the above, the consent of the Members by way of Special Resolution is required for the proposed re-appointment of Mr. Ramanathan Annamalai as an Independent Director in pursuance to Section 149 of the Companies Act, 2013.

Further, the Company is in receipt of a Notice as per Section 160 of the Companies Act, 2013, thereby proposing the re-appointment of Mr. Ramanathan Annamalai as an Independent Director of the Company.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Ramanathan Annamalai up to the extent of his re-appointment, are in any way concerned or interested financially or otherwise in the proposed resolution as set out in the Notice.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decisions thereon.

The Board recommends the Special Resolutions as set out at Item No.2 of the Notice for the approval of the Members of the Company.

ITEM NO.3

The Company, based on the profitability, can pay remuneration by way of commission to the Non-Executive Directors of the Company, not exceeding in aggregate one percent of the net profit of the Company, if there is Managing Director in the Company, in addition to the sitting fee for attending Board/ Committee meetings.

Now, after considering the responsibilities entrusted upon Non-Executive Directors including Independent Directors and the time devoted and the contribution made by them, Nomination and Remuneration Committee recommended the proposal to pay commission to Independent Directors and Mr. Gautam Saigal, Non-Executive Non-Independent Directors for FY 2019-20 & 2020-21 except Mr. V.P. Nandakumar and Mr. Raveendra Babu, Directors of the Company but the amount of commission in aggregate shall not exceed 0.5% of the net profit of the Company of the FY 2019-20 and 2020-21. The Committee also recommended that the profit related commission shall also be paid to late V.R Rajiven for his contribution in the growth of the Company.

Subsequently, the Board of Directors at their Meeting held on 23rd January, 2020 has also considered the recommendation of aforesaid Committee and thereafter accorded its consent for the proposed commission, however, the same was subject to the approval of the Members.

Accordingly, now a Special Resolution as stated at Item No.3 of this notice is proposed before the Members for their approval.

None of the Directors or Key Managerial Personnel or their relatives, except Independent Directors and Mr. Gautam Saigal, Non-Executive & Non-Independent Director, are in any way concerned or interested financially or otherwise in the proposed resolution as set out in the Notice.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decisions thereon.

The Board recommends the Special Resolutions as set out in the Notice for the approval of the Members of the Company.

ITEM NO.4

For enabling the Company to carry on and undertake business of lending against Gold Loan or other financing activities within the purview of the Reserve Bank of India regulations/ guidelines, the Board of Directors at their Meeting held on 23rd January, 2020 has accorded their consent for amending the Clause III (A) of the MOA of the Company, which was subject to the approval of Members of the Company.

Therefore, the following amendment(s)/ modification(s)/ alteration(s)/ deletion(s) in the existing Clause III of the Memorandum of Association is proposed before the Member, which is in consonance with the provisions of the Companies Act, 2013 as well as proposed business plans of the Company:-

1. The following sub-clause be inserted as Sub-Clause No.3 in the Main Object Clause No. III A of the Memorandum of Association of the Company (MOA).

“To carry on the businesses of other financial services and advancing long term/ short-term loans/ such other credit facilities including but not limited to gold loans, credit to micro, small and medium enterprises etc., to individuals, firms, companies or association of individuals, association of persons by whatever name called and either on securities or on guarantee or to clean without securities”

2. Substitution of the existing title of Clause III (B) with a fresh title i.e., “Matters which are necessary for furtherance of the objects specified in clause III (A) are”.
3. The following clause be inserted as Sub-Clause No.20 in the existing Clause III (B) of the Memorandum of Association of the Company (MOA)

“To invest in and acquire and hold, sell, buy or otherwise deal in shares, debenture stocks, bonds, units, obligations and securities issued or guaranteed by Indian or Foreign Government, States, Dominos, Sovereigns, Municipalities, or public Authorities or bodies and shares, stocks, debentures, debenture stocks, bonds obligations and securities issued and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere”.

4. Deletion of entire existing clause III(C) - Other Objects of the Memorandum of Association (MOA).

Further, the copy of the existing as well as proposed Memorandum of Association is available for inspection at the venue of the Meeting.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in the proposed resolution as set out in the Notice.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may

enable Members to understand the meaning, scope and implications of the items of business and to take decisions thereon.

The Board recommends the Special Resolutions as set out at Item No.4 of the Notice for the approval of the Members of the Company.

For and on behalf of Board of Directors
ASIRVAD MICRO FINANCE LIMITED

Sd/-
(Anup Kumar Gupta)
Company Secretary
Membership No.: 34370

Place: Chennai

Date: January 23, 2020

Asirvad Micro Finance Limited

REGISTERED OFFICE: Deshbandhu Plaza, First Floor 47,
Whites Road, Chennai – 600 014

ATTENDANCE SLIP

Members are requested to present this form for admission at the Entrance of the Meeting Hall, duly signed in accordance with their specimen signatures registered with the Company.

Regd. Folio No.	
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No. of Shares	
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Name of the Shareholder

Address of the Shareholder

I, hereby record my presence at the 2/2019-20 **EXTRA ORDINARY GENERAL MEETING** of the Company held on Tuesday, 17th March, 2020 at 04:00 PM at Door No.9, 10th Floor, Club House Road, Anna Salai, Chennai - 600 002.

Please (√) in the boxes

MEMBER PROXY

Signature of the Shareholder/ Proxy

Form No. MGT-11

Proxy form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]*

CIN : U65923TN2007PLC064550
Name of the company : Asirvad Micro Finance Limited
Registered office : Deshbandhu Plaza, First Floor 47, Whites Road, Chennai – 600
014
Name of the Member (s) :
Registered address :
E-mail Id :
Folio No/ Client Id :

I/~~We~~, being the Member (s) of _____ Equity shares of the above named company, hereby appoint-

1. Name:

Address:

E-mail Id:

Signature: or failing him

2. Name:

Address:

E-mail Id:

Signature: or failing him

3. Name:

Address:

E-mail Id:

Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ~~Annual~~
~~General Meeting~~/ Extraordinary General Meeting of the Company, to be held on Tuesday,
17th March, 2020 at 4.00 P.M., at Door No.9, 10th Floor, Club House Road, Anna Salai, Chennai-
600002 and at any adjournment thereof in respect of such resolutions as are indicated below:

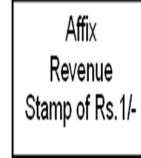
Resolution No.:

Special Business:

1. To offer or invite subscription for Non-Convertible Debentures (NCDs) and Commercial Papers (CPs)
2. To approve the re-appointment of Mr. Ramanathan Annamalai as an Independent Director of the Company
3. To approve the revised commission to be paid to Independent Directors and Non Independent Non-Executive Director other than promoter Directors
4. To alter the Memorandum of Association (MOA) of the Company

Signed this..... day of..... 2020

Signature of shareholder



Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Asirvad Microfinance Ltd.

Route Map for the General Meeting of Members of the Company



Map data ©2020 Google 50 m