

# NOTICE OF 16<sup>TH</sup> ANNUAL GENERAL MEETING



Registered Office: 9<sup>th</sup> Floor, No 9, Club House Road, Anna Salai, Chennai-600002. T: 044 3529 8100  
Web: www.asirvadmicrofinance.co.in E-mail: info@asirvad.org CIN: U65923TN2007PLC064550

**NOTICE is hereby given that the Sixteenth Annual General Meeting of Asirvad Micro Finance Limited will be held on Wednesday, August 16, 2023, at 11.00 A.M. (IST) through video conferencing or Other Audio-Visual Means (OAVM) at - 9th Floor, No 9, Club House Road, Anna Salai, Chennai to transact the following business:**

## ORDINARY BUSINESS:

### 1. Adoption of Financial Statements of the Company for the Financial Year ended March 31, 2023, and the reports of the Auditors and Board of Directors thereon.

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, and the Report of Board of Directors and Auditors along with its Annexures thereon.

### 2. Appointment of Director

To appoint a Director in place of Mr. V.P Nandakumar (DIN- 00044512), who retires by rotation and being eligible, has offered himself for re-appointment.

## SPECIAL BUSINESS:

### 3. Alteration of the Articles of Association of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approval, if any, from the competent authorities, the approval of the members of the Company be and is hereby accorded for effecting the following alteration in the existing Articles of Association of the Company:-

- To insert the following new provision after the existing Article No. 66 of Articles of Association of the Company: -

*“66a. In case of an Issue of Non-Convertible Securities, the Company shall appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as a director on its Board of Directors at the earliest and not later than*

*one month from the date of receipt of nomination from the debenture trustee(s)”*

- To delete contents of Article No.27
- To delete contents of Article No.48
- To delete contents of Article No.76
- To insert the words “payable and” in between the words “dividends” and “bonuses” in clause (ii) of Article No.9

**RESOLVED FURTHER THAT** Mr. B. N. Raveendra Babu, Managing Director (DIN:00043622) and Ms. Aparna Menon, Company Secretary of the Company be and are hereby authorized severally to do the necessary filing(s) and perform all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient, and/or desirable to give effect to this Resolution.”

### 4. Revision in Remuneration of Mr. B. N. Raveendra Babu, Managing Director (DIN: 00043622) of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including Schedule V of the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the approval of members of the Company be and is hereby accorded for revision in remuneration of Mr. B. N. Raveendra Babu, Managing Director (DIN: 00043622) with effect from July 01, 2023:

- **Salary:** ₹ 1,36,20,000 (Rupees One Crore Thirty Six Lakh and Twenty Thousand Only) per annum
- **Commission:** Not exceeding 1% of net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013. The quantum of commission to be determined by the Board of Directors subject to the norms framed by the Board from time to time;
- **Retirement Benefits / Perquisites Contribution to PF:** @ 12% of the monthly salary;
- **Employee Stock Option Plan:** Eligible to the extent of number of shares arising based on options

approved to be issued by the Nomination & Remuneration Committee of the Company;

- Contribution to Pension Fund, Superannuation Fund, Gratuity Fund, Encashment of leave at the end of the tenure of appointment as per the rules of the Company (These shall not be included in the computation of remuneration or ceiling on the perquisites);
- **Medical Reimbursement Expenses:** For self and family including premium payable for medical insurance;
- **Personal Accident Insurance:** As per the rules of the Company;
- Leave Travel Concession: For self and family once in a year as per the rules of the Company;
- **Fee for Clubs:** Subject to maximum of two clubs excluding admission and life membership fees;
- **Perquisite:** Rent Free Accommodation provided, while staying in Chennai
- **Others:** Such other allowances, perquisites, benefits and amenities as may be provided by the Company from time to time.

**RESOLVED FURTHER** THAT in the event of inadequacy of profits or no profits, Mr. B. N. Raveendra Babu, Managing Director (DIN: 00043622) shall be entitled to consolidated remuneration including Commission but not exceeding ₹3 Crore during any financial year and such remuneration shall remain in force for a period of three years commencing from the year the Company has inadequacy of profits or reports loss.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of appointment and/ or remuneration, subject to the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactment thereof), and all other applicable rules, regulations, statute or laws for the time being in force.

**RESOLVED FURTHER THAT** any of the Directors and Ms. Aparna Menon, Company Secretary of the Company, be and are hereby severally authorised to sign and file such forms or documents as may be required to be filed with Registrar of Companies or such other authority as may be required and to do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution.

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

Sd/-

**Aparna Menon**

Company Secretary

Place: Valapad, Thrissur  
Date: July 18, 2023

**NOTES:**

1. Explanatory statement as required under Section 102 of the Companies Act, 2013 with respect to Item No.3 to 4 specified above are annexed hereto.
2. The Ministry of Corporate Affairs has vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 10/2022 dated December 28, 2022, allowed Companies whose AGMs are due in the year 2023, to conduct their AGMs on or before September 30, 2023 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated May 05, 2020. The SEBI also issued the circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 05, 2023, whereby it is permissible to convene the Annual General Meeting of the Company through Video Conferencing/ Other Audio Visual Means (OAVM).
3. As the Meeting is proposed to be held through Video Conferencing/ OAVM and the physical presence of Members are not required, therefore, in adherence to aforesaid circulars the proxy facility will not be provided in the present meeting and attendance slips are not attached to this notice.
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. The notice is being sent to all the members of the Company, whose names appear on the register of members/ record(s) of depositories as on July 21, 2023.
6. Members may also note that the Notice of the Sixteenth Annual General Meeting and the Annual Report for the year ended March 31, 2023, will also be available on the Company's website <https://asirvadmicrofinance.co.in> for your download. The Company has a dedicated e-mail address "sec@asirvad.in" for members to mail their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest.
7. Electronic copy of the Notice of the aforesaid Annual General Meeting of the Company along with the Annual Report of the Company is being sent to all the Members on their registered mail id. As the present Meeting is proposed to be held through video conferencing/ OAVM, no physical copies will be dispatched to the Members/ Trustees/ Debenture holders/ any other person as permitted by Securities and Exchange Board of India vide its circular dated January 05, 2023.
8. Members can inspect the Register of Director and key managerial personnel and their shareholding in terms of Section 170 of the Companies Act, 2013, Register of Members & Register of Contract or Arrangements as maintained under Section 88 & 189 of the Companies Act, 2013, respectively, disclosures/ declarations and such

other relevant documents through electronic mode and can place the request on sec@asirvad.in in this regard. The same will be available from the date of circulation of notice up to the date of Annual General Meeting i.e., August 16, 2023.

9. We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your depository participants.
10. Since the meeting is proposed to be held through video conferencing/ OAVM, the route map is not annexed with this Notice.
11. The facility to join the meeting shall be opened at least 15 minutes before the scheduled time and shall not be closed till the expiry of 15 minutes after such scheduled time.
12. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at sec@asirvad.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at sec@asirvad.in. These queries will be replied to by the Company suitably by email.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Process for attending the Meeting:**

- To attend the meeting through VC mode, a link will be forwarded to your registered e-mail ID, 24 hours prior to the start of the meeting.
- The shareholders can use a laptop or an android mobile phone with good internet connectivity to access the link.
- On accessing the link, you will be prompted to enter the Meeting ID and the Password. The meeting ID and the Password will be mailed to you along with the meeting link.
- Upon entering the Meeting ID and Password, you will be connected to the virtual meeting room.
- For any technical support, Members are requested to kindly contact Mr. Joshy on cto@asirvad.in or at the helpline number +91 9745522877.

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

Place: Valapad, Thrissur  
Date: July 18, 2023

Sd/-  
**Aparna Menon**  
Company Secretary

**PURSUANT TO SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:**

<b>Name of the Director</b>	Vazhappully Padmanabhan Nandakumar
<b>DIN</b>	00044512
<b>Date of first appointment on the Board of the Company</b>	February 10, 2015
<b>Age</b>	69
<b>Qualification</b>	M.Sc., CAIIB (Part-I), PGDFT (IIFT).
<b>Brief Profile/ Nature of Expertise</b>	<p>Master's degree in science from Calicut University and is also a Certified Associate of Indian Institute of Bankers. Chief Promoter of Manappuram Finance Ltd., an NBFC registered with RBI, and also the promoter of other companies in Manappuram Group and has in the past been associated with the banking industry in various capacities.</p> <p>Continuing as Managing Director of Manappuram Finance Limited.</p>
<b>Terms and conditions of appointment</b>	Non-Executive and Non Independent Director
<b>Remuneration last drawn</b>	NIL
<b>Remuneration proposed</b>	NIL
<b>Names of other companies in which the person also holds the directorship</b>	<ol style="list-style-type: none"> <li>1. Manappuram Health Care Limited</li> <li>2. Manappuram Construction and Consultants Limited</li> <li>3. Manappuram Home Finance Limited</li> <li>4. Manappuram Finance Limited</li> <li>5. Manappuram Chits (Karnataka) Private Limited</li> <li>6. Manappuram Chit Funds Company Private Limited</li> <li>7. Manappuram Insurance Brokers Limited</li> <li>8. Manappuram Comptech and Consultants Limited</li> <li>9. Adlux Medicity And Convention Centre Private Limited</li> <li>10. Manappuram Chits (India) Limited</li> <li>11. Manappuram Agro Farms Limited</li> <li>12. Manappuram Jewellers Limited</li> <li>13. Finance Industry Development Council</li> <li>14. SNST Advisories Private Limited</li> <li>15. DTA Advisory Private Limited.</li> <li>16. DTB Advisory Private Limited</li> <li>17. DT3 Advisory Private Limited</li> </ol>

<b>Names of companies in which the person also holds the membership of Committees of the Board</b>	<b>Name of Public Limited Companies</b>	<b>Name of Committees</b>	<b>Member/Chairman</b>
	Manappuram Finance Limited	Stakeholders Relationship and Securities Transfer Committee	Member
		Risk Management Committee	Member
		Asset-Liability Management Committee	Chairman
		CSR Committee	Member
		Debenture Committee	Chairman
		Financial Resource and Management Committee	Chairman
	Manappuram Jewellers Limited	CSR Committee	Member
		Nomination & Remuneration Committee	Member
	Manappuram Health Care Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
	Manappuram Comptech and Consultants Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
	Manappuram Insurance Brokers Limited	Nomination & Remuneration Committee	Member
	Manappuram Home Finance Limited	Nomination Compensation and Corporate Governance Committee	Member
		Asset-Liability Management Committee	Chairman
		Investment Committee	Chairman
		Financial Resource & Management Committee	Chairman
		Debenture Committee	Chairman
		Corporate Social Responsibility Committee	Member
<b>Shareholding in Asirvad Micro Finance Limited</b>	2,59,403 Shares		
<b>Relationship with other directors, Manager and Key Managerial Personnel of the Company</b>	NA		
<b>Number of Meetings of the Board attended during the Financial Year 2022-23</b>	9		

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ATTACHED ALONG WITH THE NOTICE

### ITEM NO. 3

The provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, [SEBI (ILNCS)] w.e.f. February 02, 2023, and Regulation 23(6) of SEBI (ILNCS), mandates that an issuer Company, in the event of an issue of Non-Convertible Securities, needs to ensure that its Articles of Association (AOA) shall have provisions for Board of Directors ("Board") to appoint a person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Director on its Board of the Company to comply with this provision. In case AOA of the Company does not contain such Clause, the Company shall modify its articles suitably on or before September 30, 2023. Accordingly, the Board of the Company at its meeting held on May 09, 2023, recommended for approval of the Members for insertion of below clause to make it consistent and align it with the provisions of the SEBI (ILNCS):

"66a. In case of an Issue of Non-Convertible Securities, the Company shall appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as a director on its Board of Directors at the earliest and not later than one month from the date of receipt of nomination from the debenture trustee(s)"

Further, Articles 27, 48 and 76 is related to One Person Company, which is not applicable to the Company, hence the same is proposed to be deleted.

Further, Article 9 is proposed to be revised to be in line with the language in Schedule I, Table F.

As per the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for alteration of AOA. Accordingly, the Board recommends the Resolution as set out at Item No. 3 of this Notice for approval of the Members by means of a Special Resolution.

A copy of the draft Articles of Association is available for inspection by Members at the Registered Office of the Company between 10.00 A.M. and 06.00 P. M. on all working days of the Company from the date of dispatch of Notice till Wednesday, August 16, 2023, and the same will also be made

available to shareholder on request from registered email Id of shareholder to sec@asirvad.in.

None of the Directors or Key Managerial Personnel or their relatives, except to the extent of their shareholding and directorship in the Company, if any, is 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.

### ITEM NO. 4

The Members of the Company at their meeting held on September 24, 2022, has approved the remuneration payable to Mr. B. N. Raveendra Babu (DIN: 00043622) of ₹ 1,30,20,000 (Rupees One Crore Thirty Lakh and Twenty Thousand Only) per annum with effect from July 01, 2022 and detailed the other terms of employment.

Further on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 09, 2023, has recommended to Shareholders, the revised remuneration with an annual salary increment of ₹ 6 Lakhs to Mr. B. N. Raveendra Babu effective from July 01, 2023. All other terms and conditions of appointment of B. N. Raveendra Babu, Managing Director will be as approved by the shareholders at their meeting held on September 24, 2022.

### Additional Disclosures in case of payment of remuneration in case of loss or inadequacy of profits

Actual paid for FY 2023 is as below:

(₹ In Lakhs)

Name of the Directors	Salary, Perquisite & Pension Fund	Benefits/ Provident Fund	Sitting Fee	Commission paid during the year	Stock Options
Mr. B.N. Raveendra Babu	128.70	16.08	-	60	-

Net Profit for Financial Year 2023 computed as per Section 198 of Companies Act is ₹ 31,071.62 Lakhs.



<b>I General Information</b>			
1.	Nature of Industry	NBFC – MFI	
2.	Date of commencement of commercial production	21 <sup>st</sup> January, 2008	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4.	Financial performance based on given indicators	<b>Particulars</b>	<b>Current Year (2022-23) (Amount in Lakh)</b>
			<b>Previous Year (2021-22) (Amount in Lakh)</b>
		Total Income	175927.64
		Total Expenditure	144856.02
		Profit before Tax	31071.62
		Provision for Current Tax	6318.30
		Provision for Deferred Tax	2703.35
		Tax relating to earlier years	236.88
		Net Profit	21813.09
5.	Foreign investments or collaborations, if any.	Not Applicable	
<b>II Information about the appointee</b>			
1.	Background details	<b>Mr. B. N. Raveendra Babu (DIN: 00043622)</b> He holds a Master's Degree in Commerce from the Calicut University and completed his intern from the Institute of Certified Management Accountants. He held senior positions in Finance and Accounts in various organizations in the Middle East. Further, he was also on the Board of Manappuram Finance Limited as an Executive Director.	
2.	Past remuneration	Remuneration as detailed above.	
3.	Recognition or awards	-	
4.	Job profile and suitability	<b>Mr. B. N. Raveendra Babu</b> 30 Years of experience in the field of NBFC in India. 13 Years of experience in Abu Dhabi in Finance. Also, he was previously associated with Manappuram Finance Limited, the Holding Company as Whole Time Director.	
5.	Remuneration proposed	₹ 1,36,20,000 (Rupees One Crore Thirty Six Lakh and Twenty Thousand Only) per annum  All other terms and conditions of appointment of B. N. Raveendra Babu, Managing Director will be as approved by the shareholders at their meeting held on September 24, 2022	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is as per industry standards and also equivalent to the package paid for the same positions in similar size companies.	
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	No pecuniary relationship with the Company or relationship with any managerial personnel or other director except the remuneration being received as disclosed and shareholding in Company.	

**III Other information**

1.	Reasons of loss or inadequate profits	The Company is profitable currently.  This is an enabling resolution sought to give reasonable remuneration for efforts of Managing Director.
2.	Stepstaken or proposed to be taken for improvement	The Company is profitable currently.  This is an enabling resolution sought to give reasonable remuneration for efforts of Managing Director.
3.	Expected increase in productivity and profits in measurable terms	The Company is profitable currently.  This is an enabling resolution sought to give reasonable remuneration for efforts of Managing Director.

**PURSUANT TO SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:**

<b>Name of the Director</b>	<b>Blangat Narayanan Raveendra Babu</b>
<b>DIN</b>	00043622
<b>Date of first appointment on the Board of the Company</b>	February 10, 2015
<b>Age</b>	71 years
<b>Qualification</b>	M.COM  (Certificate from Institute of Certified Management Accounts, UK)
<b>Brief Profile/ Nature of Expertise</b>	As detailed in the above table
<b>Terms and conditions of appointment</b>	As detailed in resolution
<b>Remuneration last drawn</b>	As detailed in the above table
<b>Remuneration proposed</b>	As detailed in resolution
<b>Names of other companies in which the person also holds the directorship</b>	Nil
<b>Names of companies in which the person also holds the membership of Committees of the Board</b>	Nil
<b>Shareholding in Asirvad Micro Finance Limited</b>	62,822 Shares
<b>Relationship with other directors, Manager and Key Managerial Personnel of the Company</b>	Nil
<b>Number of Meetings of the Board attended during the Financial Year 2022-23</b>	9



None of the Directors or Key Managerial Personnel or their relatives except Mr. B. N. Raveendra Babu (DIN: 00043622) 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 considered the aforesaid matter at their meeting dated May 09, 2023, and recommended the Special Resolution as set out at Item No. 4 of the Notice for the approval of the Members of the Company.

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

Place: Valapad, Thrissur  
Date: July 18, 2023

Sd/-  
**Aparna Menon**  
Company Secretary