

MADURA MICRO FINANCE LIMITED

(CIN: U65929TN2005PLC057390)

Registered Office: No.36, Second Main Road, Kasturba Nagar, Adyar, Chennai 600020
Corp. Office: No. 634, Anna Salai, 6th Floor, Karumuttu Centre, Nandanam, Chennai 600035
Phone: 044 4683 8989, Email: contact@mmfl.in

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Company will be held on Saturday, 28th November 2020 at 11.30 A.M. at the Corporate Office of the Company at No. 634, Anna Salai, 6th Floor, Karumuttu Centre, Nandanam, Chennai 600035 to transact the following business:

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactments thereof for the time being in force, the Foreign Exchange Management Act, 1999, as amended, Rules, Regulations, Guidelines, Notifications, clarifications and Circulars, if any, prescribed by the Government of India, Reserve Bank of India, the Securities Contracts (Regulation) Act, 1956, or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum and the Articles of Association of the Company, the Board of Directors of the Company/ any Committee(s) constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution, the consent of the members be and is hereby accorded to the Board to make offer(s) or invitation(s) to subscribe the Secured / Unsecured Redeemable Non- Convertible Debentures in one or more series, denominated in Indian Rupees or in any foreign currency including but not limited to Subordinated Debentures, Bonds, and / or other Debt Securities, etc. (NCDs) on a Private Placement Basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the members up to Rs.600 crores (Rupees Six Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / Committee, be and is hereby authorized to determine and consider terms that are proper and most beneficial to the Company including, without limitation, the terms of issue including the class of investors to whom the NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/ discount, listing, utilization of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard and matters connected there with or incidental there to.

Chennai
November 5, 2020

For Madura Micro Finance Limited
V Balakrishnan
Chief Financial Officer

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NOTES:

1. The Meeting is being conducted through Video Conference pursuant to the Notification dated 8.4.2020, 13.4.2020 and 5.5.2020 issued by the Ministry of Corporate Affairs due to the outbreak of COVID-19 pandemic.

2. The documents related to matters set out in the Notice, including all annexures to this notice shall be open for inspection at the Registered Office of the Company during business hours (10.00 A.M. to 6.00 P.M.) on all working days up to and including the date of Extraordinary General Meeting of the Company.

A copy of the Notice of the EGM has also been displayed at the Company's website:
www.maduramicrofinance.com.

3. The Statutory Registers which should be kept open for inspection of members under the Companies Act, 2013 are available for inspection by the Members at the EGM.

4. A member is entitled to participate and vote only by himself. Appointment of a Proxy and voting through Proxy is not applicable since the meeting will be conducted through Video Conference except members who are appointing Representatives for the purpose of participation and voting in the meeting.

The Video Conferencing Facility will be allowed to the participants on First-cum-First basis subject to the maximum of 500 members except:

a) Shareholders holding 2% or more shares; b) Promoters; c) Institutional Investors; d) Directors; e) Key Managerial Personnel; f) Chairpersons of Audit Committee; g) Chairpersons of Nomination and Remuneration Committee; h) Chairpersons of Stakeholder Relationship Committee; i) Auditors etc.

Attendance of members through VC / OAVM shall be counted for the purpose of reckoning quorum as per Section 103 of the Companies Act, 2013.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

6. Corporate Members intending to send their Authorized Representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

7. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, unless any Member who have not registered their e-mail addresses, physical copies are being sent by the permitted mode, if possible.

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M/s Madura Micro Finance Limited

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8. Other important points to the Members:

a) The Meeting link will be shared to the members in their Registered email Id available with the Company. In case the email id not registered or members willing to update their email ids please contact Mr V Balakrishnan, Chief Financial Officer.

b) Members are requested to submit their questions if any, to the Chief Financial Officer latest by November 23, 2020

c) Members are also allowed to raise the questions at the time of meeting.

d) The meeting link will be enabled 15 minutes before the commencement of the meeting. In case of problem in connecting the meeting, members are requested to contact Mr V Balakrishnan through the following Telephone Numbers: (044 46838989 / +91 98409 84136)

e) Voting procedure:

Voting shall be conducted through e-voting or show of hands. In case of demand for poll, the voting shall be done by e-mail and the results will be declared after adjourning meeting till the time of completion of Counting.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all material facts relating to the items of Special Business mentioned in the accompanying Notice.

Item No. 1:

As per section 42 of the Companies Act, 2013 read with rules framed there under, a Company offering or making an invitation to subscribe to Non-Convertible Debentures (NCDs) on a Private Placement Basis, is required to obtain the prior approval of the shareholders by way of a Special Resolution. Such an approval by way of Special Resolution can be obtained once a year for all offers and invitations made for such NCDs during the year.

For business requirements, the Company plans to raise funds through the issue of NCDs to Corporates and FIIs on private placement basis not exceeding Rs.600 crores within the overall borrowing limits of the Company, for a period of one year from the date of this Resolution.



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The Directors recommend the Resolution at Item No.1 of the accompanying Notice for the approval of the members of the company by way of Special Resolution to authorize the Board of Directors to issue NCDs upto Rs. 600 crores within a period of one year.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

Chennai
November 5, 2020

For Madura Micro Finance Limited

V Balakrishnan
Chief Financial Officer