

MADURA MICRO FINANCE LIMITED

(CIN: U65929TN2005PLC057390)

Reg. Office: No.36, Second Main Road, Kasturba Nagar, Adyar, Chennai 600 020

Corp. Office: No. 634, Anna Salai, 6th Floor, Karumuttu Centre, Nandanam, Chennai 600 035

Website: www.maduramicrofinance.com Email: secretarial@mmfl.in

NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of the Company will be held on Friday, July 23, 2021 at 4.00 P.M. at the Corporate Office of the Company at No. 634, 6th Floor, Karumuttu Centre, Nandanam, Chennai 600 035, through Video Conferencing / Other Audio-Visual means ('VC/OAVM'), to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements

"RESOLVED THAT the Audited Annual Financial Statements (including the Balance Sheet as at March 31, 2021 and the Statement of Profit and Loss together with the Notes on Accounts, Schedules, Statement of Cash Flow,) in the prescribed format, annexed to and forming part of the accounts for the year ended March 31, 2021, including the Consolidated Financial Statements for the year ended as on that date, together with the Report of the Directors' and Auditors' thereon as presented to the meeting, be and are hereby approved and adopted."

Item No. 2: Appointment of Ms. Tara Thiagarajan (DIN: 02057039) as a Director liable to retire by rotation

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Tara Thiagarajan (DIN: 02057039) who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required, and to delegate all or any of its powers herein conferred to any Committee of Director or Director(s), to give effect to the aforesaid resolution."

Item No. 3: Appointment of Mr. F. S. Mohan Eddy (DIN 01633183) as a Director liable to retire by rotation

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. F. S. Mohan Eddy (DIN 01633183) who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required, and to delegate all or any of its powers herein conferred to any Committee of Director or Director(s), to give effect to the aforesaid resolution.”

SPECIAL BUSINESS:

Item No. 4: To approve the issue of Non-Convertible Debentures on a Private Placement basis

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT in supersession of the Resolution passed by the Shareholders at the Extraordinary General Meeting of the Company held on November 28, 2020 and 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. (“NCD’s”) 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 i.e. from July 23, 2021 to July 22, 2022, 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 the 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.”

Item No. 5: To approve the Related Party Transaction with CreditAccess Grameen Limited

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT subject to the limit approved under Section 180(1)(c), and the provisions of Sections 185 and 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and the Rules made thereunder as amended from time to time, consent of the Shareholders be and is hereby accorded to 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 to take Inter-corporate Loans, Corporate Guarantee / Security, to issue equity share, Convertible / Non-Convertible Preference Share Capital, Convertible / Non-Convertible Debentures, up to an aggregate sum of Rs.250 Crores (Rupees Two Hundred and Fifty Crores Only) in the absolute discretion deem beneficial and in the interest of the Company, from CreditAccess Grameen Limited, the Holding Company, provided that such loans are utilized by the Company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized 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.”

Regd. Office: No.36, Second Main
Road, Kasturba Nagar Adyar
Chennai-600020

By order of the Board of
Madura Micro Finance Limited

Place: Chennai
Date: June 23, 2021

Sd/-
Ganesh Hegde
Company Secretary

NOTES:

1. The Meeting is being conducted through Video Conference pursuant to the Notification dated 8.04.2020, 13.04.2020 and 5.05.2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") due to the ongoing COVID-19 restrictions.
2. Meeting link for attending the AGM will be provided to the Members. Members are requested to login with the link to attend the Meeting.
3. 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 Annual General Meeting of the Company.
4. Copy of the Notice of the AGM along with the Annual Report has also been displayed at the Company's website: www.maduramicrofinance.com.
5. The Statutory Registers which shall be available for inspection by the Members at the Annual General Meeting.
6. 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 Corporate Members who are appointing Representatives for the purpose of participation and voting in the Meeting.
7. Attendance of Members through VC / OAVM shall be counted for the purpose of reckoning quorum as per Section 103 of the Companies Act, 2013.
8. 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 True 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.
9. The Notice of the AGM 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.
10. 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. Ganesh Hegde, Company Secretary to his Email Id: ganesh.hegde@mmfl.in.

- b) Members are also allowed to raise the questions at the time of Meeting.
- c) 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. Ganesh Hegde, Company Secretary at +91 8277089087.
- d) Voting procedure: Pursuant to the MCA Circulars, Voting will be conducted through show of hands only.

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

Item No. 4:

At the recommendation of the Board of Directors, the Shareholders of the Company had accorded their approval at the Extraordinary General Meeting of the Company held on November 28, 2020 for issue and allotment of Secured / Unsecured Redeemable Non-Convertible Debentures in one or more series on a Private Placement Basis up to Rs.600 crores.

As per the Companies Act, 2013, the said approval is valid for a period of one year from the date of passing the Special Resolution i. e. up to November 27, 2021. Considering the expected merger time line and the requirement if so arise post November 2021, it is proposed to take approval of the Shareholders at the ensuing AGM, to raise funds through NCD route, not exceeding Rs.600 crores within the overall borrowing limits of the Company, by way of Private Placement, during the next one-year period starting from the date of this AGM.

This approval shall be in supersession of the Resolution passed by the Shareholders on November 28, 2020 and will be effective until July 22, 2022.

The Directors recommend the Special Resolution under Item No.4 of the Notice for the approval of the Shareholders.

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

Item No. 5:

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has approved the proposal to enter into a Related Party Transaction with CreditAccess Grameen Limited (CAGL), the Holding Company, who proposes for lending and making further investments, whenever required, in any such forms, to provide the following advantages to the Company:

- a. Support maintaining sufficient capital adequacy till Merger
- b. Support to ensure positive Asset Liability Mismatch by providing liquidity in case of need
- c. Support to ensure efficiency in Borrowing & Liquidity Management

Depending upon the regulatory requirement of qualified assets and other relevant criteria, CAGL will examine the various options available in deciding the nature and type of Credit Facilities / Securities to be issued / offered to the Company i.e. Inter-corporate Loans, Corporate Guarantee / Security, Equity Share Capital, Convertible / Non-Convertible Preference Share Capital, Convertible / Non-Convertible Debentures, Securitization, Direct Assignment, etc. including the tenure, rate of interest and other relevant terms and conditions.

CAGL proposes to advance loan or provide guaranty or make further investment in such forms to an amount not exceeding Rs. 250 Crores and the amount so invested shall be utilized by the Company for its principle business activity purpose only.

Except Mr. Paolo Brichetti, Mr. George Joseph, Mr. Udaya Kumar and Mr. Manoj Kumar, who are common Directors, none of the other Directors or Key Managerial Personnel of the Company or their Relatives are in any way, concerned or interested in the said Resolution.

The Directors recommend the Special Resolution under Item No.5 of the Notice for the approval of the Shareholders.

Regd. Office: No.36, Second Main
Road, Kasturba Nagar Adyar
Chennai-600020

By order of the Board of
Madura Micro Finance Limited

Place: Chennai
Date: June 23, 2021

Sd/-
Ganesh Hegde
Company Secretary