

ENABLING EXCELLENCE
उत्कृष्टता को सक्षम कराना

CIN : U74999KA2017NPL103474

🏠 No.14, 6th Floor, Naveen Complex,
M.G.Road, Bangalore-560001.

नंबर 14, 6, वीं मंजिल, नवीन कॉम्प्लेक्स,
एम जी रोड, बेंगलुरु-560001.

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✉ info@hefa.co.in

NOTICE OF FIRST EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an First Extra-Ordinary General Meeting (EGM) of Higher Education Financing Agency (HEFA) will be held on **Monday, 07th January, 2019 at 11:00 A.M. at Department of Higher Education, MHRD No.127-C, Conference Room, Secretary's Office, Shastri Bhawan, New Delhi – 110 001**, to transact the following special business:

SPECIAL BUSINESS

1. Amendment to the Object Clause (Clause III) of the Memorandum of Association (MOA) of the Company :

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

“RESOLVED THAT pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and corresponding rules and also prior approval of ROC; the consent of the members of the Company be and is hereby accorded for the amendment of the Objects Clause (Clause III) of the Memorandum of Association (“MOA”) of the Company such that the existing Clause III of the MOA of the Company be amended as under:

Existing object clause (Clause III) –

“III. the objects for which the company is established are:

*to provide financial assistance by way of loans and / or by way of grants / aid to **higher educational institutions** inter alia for the following:*

- a) improvement of the infrastructure and research facilities of educational/research institutions;*
- b) constructing campuses for new education/research institutions; renovating the infrastructure of the existing education/research institutions;*
- c) expanding the infrastructure of the existing education/research institutions as per the current requirements; financing capital projects currently underway;*
- d) setting up research facilities including well equipped laboratories;*



- e) to carry on the business of a non banking financial company, to utilize the profits/ income there from for the above objectives;
- f) to apply for and to obtain assistance (financial, technical or of any other type) from government and other organizations, companies, firms or individuals, national or international, for serving the business and objective of the company; and
- g) subject to provisions of the companies act 2013, raising funds for the above mentioned objects by way of acceptance of deposits from public / financial institutions, debt funding by banks / financial institutions, issue of debt instruments, as may be considered appropriate; floating long term debt instruments (with or without government guarantee), accepting donations from corporates out of their corporate social responsibility funds and any other funding sources with the approval of board of directors.

the doing of all such other lawful things as considered necessary for the furtherance of the above objects.

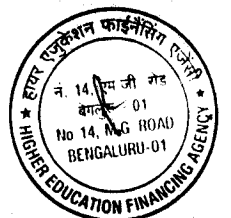
provided that the company shall not support with its funds, or endeavour to impose on, or procure to be observed by its members or others, any regulations or restrictions which, as on object of the company, would make it a trade union.”

is replaced by

“III. the objects for which the company is established are:

to provide financial assistance by way of loans and / or by way of grants / aid to **Educational Institutions under Department of Higher Education - Government of India (GoI), Department of School Education & Literacy - Government of India (GoI) and Institutions under the Ministry of Health and Family Welfare, GoI** inter alia for the following:

- a) improvement of the infrastructure and research facilities of educational/research institutions;
- b) constructing campuses for new education/research institutions; renovating the infrastructure of the existing education/research institutions;
- c) expanding the infrastructure of the existing education/research institutions as per the current requirements; financing capital projects currently underway;
- d) setting up research facilities including well equipped laboratories;
- e) to carry on the business of a non banking financial company, to utilize the profits/ income there from for the above objectives;
- f) to apply for and to obtain assistance (financial, technical or of any other type) from government and other organizations, companies, firms or individuals, national or international, for serving the business and objective of the company; and



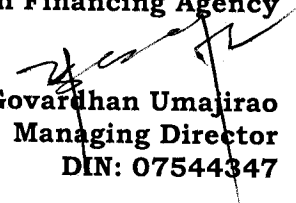
g) *subject to provisions of the companies act 2013, raising funds for the above mentioned objects by way of acceptance of deposits from public / financial institutions, debt funding by banks / financial institutions, issue of debt instruments, as may be considered appropriate; floating long term debt instruments (with or without government guarantee), accepting donations from corporates out of their corporate social responsibility funds and any other funding sources with the approval of board of directors.*

the doing of all such other lawful things as considered necessary for the furtherance of the above objects.

provided that the company shall not support with its funds, or endeavour to impose on, or procure to be observed by its members or others, any regulations or restrictions which, as on object of the company, would make it a trade union."

RESOLVED FURTHER THAT the Managing Director of the company be and is hereby authorised to sign / execute any documents, append his digital signature to all necessary forms / returns as may be required to file with the registrar of companies and to do all such acts, deeds, things etc. as may be required to implement the above resolution."

**By Order of the Board
For Higher Education Financing Agency**

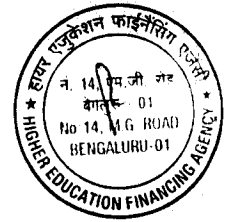

**Govardhan Umajirao
Managing Director
DIN: 07544347**

Date: 24.12.2018
Place: Bangalore



NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (AGM) IS ENTITLED TO APPOINT ONE OR MORE PROXY / PROXIES TO ATTEND AND VOTE IN HER/HER PLACE. THE PROXY SHALL BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY FILLED IN SHOULD REACH THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.**
2. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers are requested to write their Folio Number in the attendance slip for attending the Meeting.
3. The 'Attendance Slip' and 'Proxy Form' is hereby attached and forms part of the notice.
4. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.



ANNEXURE TO THE NOTICE

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

Item No. 01:

In the Union Budget 2018-19, the Government announced a major expansion of the scope of the Company and made it responsible for mobilisation of funds for improving infrastructure in the entire education sector. Also as per the official communication received by the Company from MHRD, on RISE by 2022 scheme, the objectives of 'RISE by 2022' included to substantially increase funding for creation of quality educational infrastructure in the school, higher and medical education under Government of India.

In view of the above, it would be the mandate of the Company to finance the requirements of educational institutions under higher education, school education and institutions under the Ministry of Health.

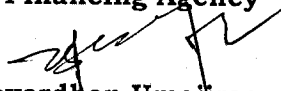
Hence, to enable the company to meet the enhanced mandate, the existing objects clause in MOA needs to be amended to include the School Education and Institutions under the Ministry of Health and Family Welfare immediately.

Further, pursuant to the provisions of Section 13 of the Companies Act, 2013, the Object clause of the Company can be altered with the approval of the Members of the Company by passing of special resolution. The Board of Directors of the Company has considered the matter in their meeting dated 01.10.2018 and applied to the Registrar of Companies- Bangalore on 30.10.2018 seeking prior approval and has received the prior approval of ROC on 29.11.2018

Hence, the Board recommended the Special Resolution as set out in Item No.01 of the Notice for approval of the Members.

None of the Directors and Key Management Personnel of the Company (or their relatives), whether directly or indirectly are concerned or interested either financially or otherwise, in passing of resolution as set out at item No.01

**By Order of the Board
For Higher Education Financing Agency**


**Govardhan Umajirao
Managing Director
DIN: 07544347**

Date: 24.12.2018
Place: Bangalore



PROXY FORM

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

Name of Member(s):

Registered Address:

E-mail Id:

Client ID No: DP ID No:

I/We being the member(s) of shares of the above named company, hereby appoint:

1. Name Email Id:
Address Signature:
Or failing him/her;

2. Name Email Id:
Address Signature:
Or failing him/her;

3. Name Email Id:
Address Signature:
Or failing him/her;

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at FIRST EXTRA-ORDINARY GENERAL MEETING of the company to be held on Monday, 07TH January, 2019 at 11:00 A.M. at Department of Higher Education, MHRD No. 127-C, Conference Room, Secretary's Office, Shastri Bhawan, New Delhi - 110 001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

RESOLUTIONS NO.

SPECIAL BUSINESS:

1. AMENDMENT TO THE OBJECT CLAUSE (CLAUSE III) OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY.

Signed thisday of2018

Signature of the member.....Signature of Proxy holder(s).....



Note:

1. This Form in order to be effective should be duly filled, stamped, signed and deposited at the Registered Office of the Company at 06th Floor, Naveen Complex, No. 14, MG Road, Bengaluru KA 560001 IN, not less than 48 hours before the commencement of the Meeting.
2. A proxy shall be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the FIRST EXTRA-ORDINARY GENERAL MEETING of the Company.

ATTENDANCE SLIP

FIRST EXTRA-ORDINARY GENERAL MEETING ON MONDAY, 07TH JANUARY, 2019 AT 11:00 A.M.
AT DEPARTMENT OF HIGHER EDUCATION, MHRD NO. 127-C, CONFERENCE ROOM,
SECRETARY'S OFFICE, SHASTRI BHAWAN, NEW DELHI - 110 001

Folio No.:	DP ID No.:	Client ID No.:
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I / We hereby record my/our presence at the FIRST EXTRA-ORDINARY GENERAL MEETING of the Company at Department of Higher Education, MHRD No. 127-C, Conference Room, Secretary's Office, Shastri Bhawan, New Delhi - 110 001 at 11:00 A.M. on Monday, 07th January, 2019.

Name of the Member _____	Signature _____
Name of the Proxyholder _____	Signature _____