

ENABLING EXCELLENCE
उत्कृष्टता को सक्षम करना

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.

☎ 080 25129471

📧 info@hefa.co.in

NOTICE is hereby given that the **SECOND ANNUAL GENERAL MEETING** of the members of Higher Education Financing Agency will be held at shorter notice on **Friday, 20th day of September, 2019 at 10:00 A.M.** at the **Canara Bank, Head Office, 112, J C Road, Bengaluru, Karnataka 560002** to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2019 and reports of the Board of Directors & Auditors thereon.
2. To appoint a Director in place of Prof. Bhaskar Ramamurthi, Nominee Director, who retires by rotation and being eligible offers himself for re-appointment in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT Prof. Bhaskar Ramamurthi, Nominee Director, who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Nominee Director of the Company whose office shall be liable to retirement by rotation”.

3. To appoint a Director in place of Dr. Rishiksha Thiruvankata Krishnan, Nominee Director, who retires by rotation and being eligible offers himself for re-appointment in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT Dr. Rishiksha Thiruvankata Krishnan, Nominee Director, who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Nominee Director of the Company whose office shall be liable to retirement by rotation”.

4. To appoint a Director in place of Mr. Subrahmanyam Reddi, Nominee Director & Chairman, who retires by rotation and being eligible offers himself for re-appointment in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT Mr. Subrahmanyam Reddi, Nominee Director & Chairman, who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Nominee Director & Chairman of the Company whose office shall be liable to retirement by rotation”.



5. To authorise Board of Directors for fixing the remuneration of the Auditors of the Company for the Financial Year 2019-20.

SPECIAL BUSINESS

6. ALTERATION OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, below mentioned Article 160 of the Articles of Association (AOA) of the Company be and is hereby deleted:

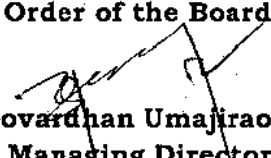
160. CONSENT OF COMPANY NECESSARY FOR EXERCISE OF CERTAIN POWERS

THE BOARD SHALL EXERCISE THE POWERS AS SPECIFIED IN SUB-SECTION (1) OF SECTION 180 OF THE ACT, ONLY WITH THE CONSENT OF THE COMPANY BY A SPECIAL RESOLUTION.”

RESOLVED FURTHER THAT the Managing Director of the Company, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

7. Any Other matter with the permission of Chairman.

By Order of the Board


Govardhan Umajirao
Managing Director
DIN: 07544347

Date: 09.09.2019

Place: Bangalore

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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

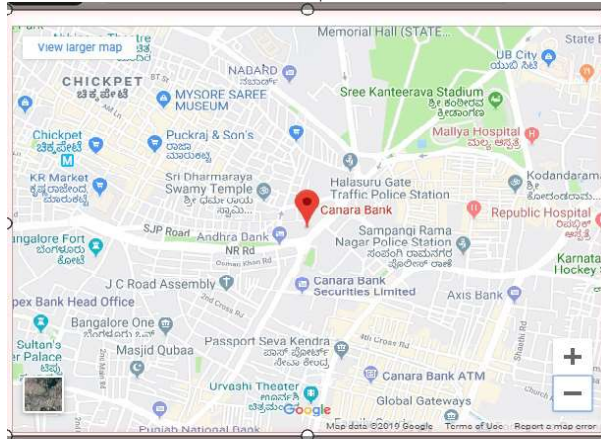


numbers are requested to write their Folio Number in the attendance slip for attending the Meeting.

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.

Google Map link of AGM venue:

<https://goo.gl/maps/sFV8ZZty3PxTypcg8>



ANNEXURE TO THE NOTICE

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

Item No. 6:

In the Articles of Association of the Company, Company intends to delete Article 160 of the Articles of Association of the Company, under head '**Powers of Directors**' sub-head '**Consent of Company necessary for exercise of certain powers**'

As per the provisions of **section 180 of the Companies Act, 2013 - 'Restrictions on Powers of Board'**; the Board of Directors of a company shall exercise the certain powers only with the consent of the company by a special resolution. However, the provisions of Section 180 of the Companies Act, 2013 are **exempted for a Private Company**, by virtue of MCA exemption Notification GSR464E dated 05.06.2015. HEFA being a private company exempted from the provision of section 180 of the Companies Act, 2013.

The Board has vide their resolution in the meeting dated 06.09.2019, consented to seek approval of the Members of the Company for deletion of Article 160 (**Consent of Company necessary for exercise of Certain Powers**). As required, Company had applied to the Registrar of Companies- Bangalore on 26.04.2019 seeking prior approval and has received the prior approval of ROC on 16.05.2019 for deletion of Article 160 of its Articles of Association. Further, in pursuance to the provisions of section 14 of the Companies Act, 2013, the Articles of Association of the Company may be altered by the company subject to the approval of its members by a special resolution passed in a General Meeting.

Hence, the Board recommended the Special Resolution as set out in Item No.06 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.06.

By Order of the Board



Govardhan Umajirao
Managing Director
DIN: 07544347

Date: 09.09.2019

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 SECOND ANNUAL GENERAL MEETING of the company to be held on FRIDAY, 20TH SEPTEMBER, 2019 at 10:00 A.M. on at Canara Bank, Head Office, 112, J C Road, Bengaluru, Karnataka 560002 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:



RESOLUTIONS NO.

ORDINARY BUSINESS:

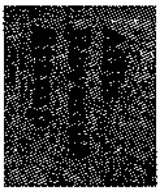
1. TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 AND REPORTS OF THE BOARD OF DIRECTORS & AUDITORS THEREON.
2. TO APPOINT A DIRECTOR IN PLACE OF PROF. BHASKAR RAMAMURTHI, NOMINEE DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION
3. TO APPOINT A DIRECTOR IN PLACE OF DR. RSHIKESHA THIRUVENKATA KRISHNAN, NOMINEE DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION.
4. TO APPOINT A DIRECTOR IN PLACE OF MR. SUBRAHMANYAM REDDI, NOMINEE DIRECTOR & CHAIRMAN, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION.
5. TO AUTHORISE BOARD OF DIRECTORS FOR FIXING THE REMUNERATION OF THE AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2019-20.

SPECIAL BUSINESS:

6. ALTERATION OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

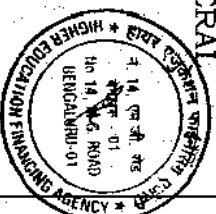
Signed this day of 2019

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 SECOND ANNUAL GENERAL MEETING of the Company.



ATTENDANCE SLIP

SECOND ANNUAL GENERAL MEETING ON FRIDAY, 20TH SEPTEMBER, 2019 AT 10:00 A.M.
AT CANARA BANK, HEAD OFFICE, 112, J C ROAD, BENGALURU, KARNATAKA 560002

Folio No.:	DP ID No.:	Client ID No.:
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I / We hereby record my/our presence at the SECOND ANNUAL GENERAL MEETING of the Company at Canara Bank, Head Office, 112, J C Road, Bengaluru, Karnataka 560002 at 10:00 A.M. on Friday, 20th September, 2019.

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

