

NOTICE is hereby given that the **SIXTH ANNUAL GENERAL MEETING** of the Shareholders of Higher Education Financing Agency will be held on **17th November, 2023 at 06:15 PM** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility 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, 2023 and reports of the Board of Directors & Auditors thereon.
2. To appoint a Director in place of Prof. Rishikehsa T. Krishnan, Director of the Company who retire by Rotation in terms of Section 152 of the companies act 2013 and Article 140 of Articles of Association of the company and, being eligible proposed himself for the Reappointment on HEFA Board in terms with article 142 & 128 of AOA.

To consider and if deemed fit, to pass the following resolution as Ordinary resolution:

“RESOLVED THAT Prof. Rishikehsa T. Krishnan (DIN: 64067), Director of the Company who retire by Rotation in terms of Section 152 of the companies act 2013 and Article 140 of Articles of Association of the company and, being eligible be and is hereby reappointed as Director of the Company in terms with article 142 & 128 of AOA.”

3. To appoint a Director in place of Prof. Bhaskar Ramamurthi, Director of the Company who is retiring by Rotation in terms of Section 152 of the companies act 2013 and Article 140 of Articles of Association of the company and, being eligible proposed himself for the Reappointment on HEFA Board in terms with article 142 & 128 of AOA.

To consider and if deemed fit, to pass the following resolution as Ordinary resolution:

“RESOLVED THAT Prof. Bhaskar Ramamurthi (DIN: 1914155), Director of the Company who is retiring by Rotation in terms of Section 152 of the companies act 2013 and Article 140 of Articles of Association of the company and, being eligible be and is hereby reappointed as Director of the Company in terms with article 142 & 128 of AOA.”

4. To authorise Board of Directors to appoint and for fixing the remuneration of the Auditors of the Company for the Financial Year 2023-24.

To consider and if deemed fit, to pass the following resolution as Ordinary resolution:

“RESOLVED THAT Board of Directors is hereby authorised to confirm the appointment of the auditor of the company for the FY 2023-24 which will be appointed by C&AG in terms of provisions of section 139(5) of the companies act 2013.

FURTHER RESOLVED THAT Board of Directors is hereby Authorised to fix the Remuneration of Auditors of the company for FY 2023-24.”

SPECIAL BUSINESS

5. To Ratify the Appointment of MD & CEO of the Company.

To consider and if deemed fit, to pass the following resolution as Special Resolution :

“RESOLVED THAT the appointment of Mohammad Thopic (DIN No : 10118049) as MD and CEO of the company be and is hereby ratified.

FURTHER RESOLVED THAT Chief Financial Officer or Company secretary is severally authorised to do all such acts and deeds for ROC filings and Disclosures to implement the resolution.”

By Order of the Board of Directors

**Mohammad Thopic
Managing Director**

Date: 17.11.2023

Place: Bangalore

NOTES:

1. Pursuant to General Circular dated 28th Dec 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) allowing Companies to hold AGM through Video Conferencing mode till 30.09.2023, the 06th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 6th AGM shall be the Registered Office of the Company.
2. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 06th AGM.

3. In line with the MCA Circulars, the Notice of the 06th AGM will be available on the website of the Company at www.hefa.co.in
4. Members may join the 06th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members, 30 minutes before the time scheduled to start the 06th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the AGM.
5. Attendance of the Members participating in the 06th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since the company has less than 50 members, the Chairman may decide to conduct a vote by show of hands, unless a demand for poll is made by any member in accordance with section 109 of the Act.
7. Once such demand is made, the following procedure shall be followed, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the company. The said emails shall only be sent to the designated email address circulated by the company in advance.
Explanation: The poll will take place during the meeting, and the members may convey their assent or dissent only at such stage on items considered in the meeting by sending e-mails to the designated e-mail address of the company, which was circulated by the company in the notice sent to the members.
8. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

Notes and Explanatory Statement as per section 102 of the Companies act 2013

Item 1: To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2023 and reports of the Board of Directors & Auditors thereon.

Note : The Annual financial statements was approved by Board of Directors in its meeting dated 01.09.2023. The Approved Annual financial statements and Auditor's report was submitted to C&AG for their observations. The C&AG preliminary remarks were replied by the company on 26.10.2023. Final Report is yet to receive. As company has received extension in time for conducting AGM till 29.11.2023 , waiting for the final report will lead to surpassing the deadline date. Final report shall be separately circulated upon receipt.As per Section 96 and Section 102 of the companies act 2013, The adoption of Annual Financial Statements of the Company for FY 2022-23 is required to be transacted in Annual General Meeting. The Annual Financial Statements, Auditor Report and Director Report has been circulated to all the members and notice in pursuant meeting has been circulated. The Annual Financial Statements, Auditor's report and Director's shall be the part of Annual report of the company for FY 2022-23.

Item 2: To appoint a Director in place of Prof. Rishikehsa T. Krishnan, Director of the Company who retire by Rotation in terms of Section 152 of the companies act 2013 and Article 140 of Articles of Association of the company and, being eligible proposed himself for the Reappointment on HEFA Board in terms with article 142 &128 of AOA.

Note : At Present company has 6 directors (Shri Brijmohan Sharma, Shri Vineet Joshi and Shri Rajesh Bhushan has demitted the office on 01.07.2023, 01.09.2023 & 01.09.2023 respectively) Out of the 6 directors, 2 are Independent Directors (Prof. Ashok Mishra & Prof Virander Singh Chauhan). As per Section 152(6) of the companies act office of Independent directors are not eligible to retire by rotation. Further, as per Article 128 of AOA, MD &CEO appointment by Canara Bank is on non-rotation Basis. Thus, out of the remaining 3 directors (Shri K Sanjay Murthy, Prof. Rishiksha T. Krishnan & Prof Bhaskar Ramamurthy) 1/3 of the directors shall be retired annually in compliance to article 140 of the Article of association (AOA) of the company. As per Article 141 of AOA, the director who have been longest in the office since their last appointment will be retire first. As per Article 142 of AOA, a retiring director shall be eligible for re-election. The Directors Prof Rishiksha T. Krishnan & Prof. Bhaskar Ramamurthy was retired by rotation and re-elected again in September-2020 Annual General meeting. Thus, holding of office of Director by Prof Rishiksha T. Krishnan is longest among the directors eligible to retire by rotation. Being eligible, it is proposed for reappointment of Prof Rishiksha T. Krishnan on the HEFA Board.

Item 3: To appoint a Director in place of Prof. Bhaskar Ramamurthi, Director of the Company who retire by Rotation in terms of Section 152 of the companies act 2013 and Article 140 of Articles of Association of the company and, being eligible proposed

himself for the Reappointment on HEFA Board in terms with article 142 & 128 of AOA.

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Item 4: To authorise Board of Directors to appoint and for fixing the remuneration of the Auditors of the Company for the Financial Year 2023-24.

Note : As per Section 139 (5) of the companies act 2013, in case of the Government company, the C&AG shall appoint the Auditor within 6 month of the commencement of financial year which shall hold the office till conclusion of next Annual General Meeting. C&AG is yet to appoint the Auditor of the company for the FY 2023-24. Since, the appointment of auditor of the company has not been informed to the company, the appointment of auditor cannot be confirmed in the present Annual General Meeting. Thus, Members are requested to Authorise the Board of Director to confirm the appointment of Auditor of the company for FY 2023-24 which will be appointed by C&AG of India. Further, Board may be Authorise to Fix the remuneration of Auditor of the company for FY 2023-24.

Item 5: To Ratify the Appointment of MD & CEO of the Company.

Notes : Mr C Jayakumar demitted the office upon completion of his tenure and Mr Mohammad Thophic has been appointed as MD and CEO of HEFA w.e.f 17.04.2023 in terms of article 128 of AOA. His appointment has been approved by board of directors through resolution by circulation through majority assent received on 04.05.2023. The appointment was noted by the Board in its meeting dated 01.09.2023. As per Article 128 of AOA , the Canara Bank will appoint a director on non-rotational basis as Managing Director. As per section 152(2) of the Companies act 2013, every director to be appointed by company in General Meeting. Further section 161(3) Board may appoint any person as a director nominated by any institution, State Government or Central Government by virtue of any agreement

time being in force. Though the appointment of MD & CEO is nominated by Canara Bank in terms of Joint Venture agreement and AOA but article is silent on the appointment of directors except for Additional Director and alternate director. HEFA is joint venture of Ministry of Education(MOE), Government of India (GOI) and, Canara Bank and MOE, GOI & Canara Bank are the promoters cum institutional shareholders of the company. Considering the section 152(2) and 161(3) of the companies act 2013, there is ambiguity on applicability of provision of section 161(3) of the companies act 2013 on Nomination of directors by MOE,GOI & Canara Bank on the Board of HEFA . Thus, in order to comply the applicable provisions of the companies act 2013 in a harmonious way, it is proposed to obtain the consent of Shareholder on the appointment of MD & CEO in General Meeting.

By Order of the Board of Directors

**Mohammad Thopic
Managing Director**