



Manipal Finance Corporation Ltd.

Regd. Office: "Manipal House"- Manipal – 576 104
Udupi Dist., Karnataka
Ph: 0820-2570741
Website: www.mfgroupco.com
Email: tnmpai@mfgroupco.com
CIN : L65910KA1984PLC005988

Ref : MFCL/HO/SEC/1089/2020
November 25, 2020

Dept. of Corporate Services
Bombay Stock Exchange Ltd.
Regd. Office: Floor 25
P J Towers, Dalal Street
Mumbai – 400 001

Security ID : MNPLFIN Security Code : 507938

Dear Sir,

Subject: Outcome of the Board Meeting held on 25.11.2020

The Board, at its meeting held today i.e., 25th November, 2020 *inter-alia* considered and approved :

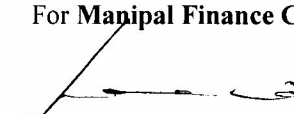
1. convening and holding 37th AGM on Thursday, 24th December, 2020 (Copy of the Notice convening the 37th AGM is enclosed herewith).
2. date of Book Closure from 21.12.2020 to 24.12.2020 in connection with holding of AGM.
3. the proposal for reclassification of existing Authorised Share Capital of the Company by amending the Capital Clause of the Memorandum of Association of the Company subject to approval of the members at the ensuing AGM.
4. the proposal for Issue of 7% 29,50,000 Non-Cumulative Redeemable Preference Shares of Rs.10/- each to the existing shareholders on preferential allotment basis subject to approval of the members at the ensuing AGM.
5. re-appointment of Mrs. Vinoda C Sherigar (DIN: 07224755) Independent Director for next term of five years.
6. Modification of terms of appointment of Managing Director subject to approval of members at the ensuing AGM.

The meeting of the Board commenced at 4.00 p.m. and concluded at 4.30 p.m.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **Manipal Finance Corporation Ltd.**


(T Narayan M Pai)
Managing Director
[DIN 00101633]



NOTICE TO THE MEMBERS

NOTICE is hereby given that the 37th Annual General Meeting of the Members of Manipal Finance Corporation Ltd. will be held on Thursday, the 24th December, 2020 at 3.00 p.m. at the Company's Regd. Office: "Manipal House", Manipal -576 104 Udipi District, Karnataka to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020, statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri Basthi Ashok Pai (DIN: 08136975), who retires by rotation, and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and, if thought fit to pass, with or without modification, the following resolution as an *Special Resolution*:

"RESOLVED THAT in partial modification of the Special Resolution passed in the 34th Annual General Meeting of the members of the Company held on 27/09/2017, Sri T Narayan M Pai, (DIN 00101633) who was re-appointed as Managing Director of the Company for a period of 5 years with effect 01/01/2018, pursuant to the provisions of Section 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (The Act) and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of Articles of Association of the Company, shall be liable to retire by rotation during the period he holds the position as Managing Director."

RESOLVED FURTHER THAT Board of Directors/Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to do all acts, things and deeds and take all such steps as may be necessary to give effect to this Resolution."

4. **To consider re-appointment of Mrs. Vinoda Chandappa Sherigar (DIN: 07224755) as an Independent Director of the Company for second term.**

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 149 and 152 read with Schedule IV and other applicable provision, if any of the Companies Act, 2013 ('the Act') and Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Vinoda Chandappa Sherigar (DIN:07224755), who was appointed as an Independent Director till 29th June 2020 and being eligible has submitted a declaration that she meets the criteria of independence as provided in section 149(6) of the Act and regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director and who is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 29th June 2020 to 29th June 2025."

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company, be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

5. Alteration of Memorandum of Association for reclassification of Authorised Share Capital

To consider and if thought fit to pass, with or without Modifications the following resolution as *Special Resolution*:

“RESOLVED THAT, pursuant to the provisions of Section 13, 64 and other applicable Sections of the Companies Act, 2013 and as permissible by the Company’s Memorandum of Association, the Authorised Share Capital of the Company be and is hereby altered without increasing or decreasing the aggregate amount thereof by dividing and reclassifying Rs.15,00,00,000/- (Rupees Fifteen Crores Only) divided into 9000000 (Ninty Lakh) Equity Shares of Rs.10/- each amounting to Rs.9,00,00,000/- and 6000000 (Sixty Lakh) Non Cumulative Redeemable Preference Shares of Rs.10/-each amounting to Rs.6,00,00,000/- in the Share Capital of the Company.”

“RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows:

V The Authorised Share Capital of the Company is Rs.15,00,00,000/-(Rupees Fifteen Crores Only) divided into 9000000 (Ninty Lakhs) equity shares of Rs.10/- each and 6000000 (Sixty Lakhs) Non Cumulative Redeemable Preference shares of Rs.10/- each with the rights privileges and conditions attached there to as are provided by the provisions of the Companies Act 2013 and regulations of the Company with power to increase or reduce the said capital of the Company and to divide the shares in the Company for the time being in accordance with the provisions of the Act and regulations of the Company and to vary, modify or abrogate any rights, privileges or conditions in such manner as may be for the time being provided by the regulations of the Company.”

6. Approval for issue of 7% Non –Cumulative Redeemable Preference shares (NCRPS)

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 Section 55, 62 and all other applicable provisions of the Companies Act, 2013 and read with The Companies (Share Capital and Debentures) Rules, 2014, The Companies (Prospectus and Allotment of Securities) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and as per the enabling clauses of the Memorandum of Association and Articles of Association of the Company and the listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to the approval of the Public Financial Institutions (PFLs), Securities & Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities and departments, if any, and to the extent necessary for such other approvals, permissions and sanctions, as may be necessary, the approval of the Company be and is hereby accorded to the Board to issue 29,50,000 Non-Cumulative Redeemable Preference Shares (NCRPS) of Rs. 10/- each for cash at par to the existing 11% Non-cumulative Redeemable Preference Shareholders on preferential basis and the board may in its sole discretion at any time hereafter decide and at such time or times in one or more tranches to issue/allot the shares.

“RESOLVED FURTHER THAT in accordance with the provisions of Section 43 of The Companies Act, 2013 and Companies (Share capital and Debentures) Rules, 2014 the NCRPS terms are as under:

- i) The NCRPS shall be non-participating in surplus funds and in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;
- ii) The NCRPS shall carry a preferential right vis-a-vis equity shares with respect to payment of dividend or repayment of capital;
- iii) The NCRPS shall have a voting right as per the provisions of Section 47(2) of the Companies Act, 2013.
- iv) The payment of dividend is at 7% PA and the same is non-cumulative basis.

v) The NCRPS shall be Non-convertible shares which are issued at par value of Rs. 10/- each

vi) The NCRPS shall be redeemable at par after the expiry of 12 months from the date of issue with mutual consent of the parties or redeemable at the expiry of the period of 20 years from the date of issue.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto to give, from time to time, such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto or as the Board in its absolute discretion may think fit and to do all acts, deeds and matters consequential and supplemental thereto.”

Registered Office:
Manipal House
Manipal 576 104
Date:25.11.2020

By Order of the Board



(T Narayan M Pai)
Managing Director
DIN: 00101633

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norms and pursuant to the General Circular No. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, issued by the Ministry of Corporate Affairs (collectively "**MCA Circulars**") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("**SEBI Circular**") and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") the 37th Annual General Meeting ("AGM") of the Company is being held in physical mode following the advisories issued from the Authorities concerned including physical distancing, wearing mask, sanitization etc.
2. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
3. Pursuant to MCA Circular No.14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM.
4. Members holding shares in physical form can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rules made thereunder, with the Company. Members holding shares in demat form may contact their respective Depository Participant(s) for availing this facility.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 21.12.2020 to 24.12.2020 (both the days inclusive)
6. Corporate Members intending to send their authorised 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 authorising their representative(s) to attend and vote on their behalf at the Meeting.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent. As per Regulation 40 of SEBI Listing Regulations (as amended), requests for effecting transfer of securities, except in case of transmission or transposition of securities, shall not be processed effective from April 01, 2019 unless the securities are held in the dematerialized form. Hence, the Members holding equity shares of the Company in physical form are requested to take action to dematerialize the same promptly.
8. All the relevant documents referred in this Notice shall be available for inspection by the Members upto the date of 37th Annual General Meeting electronically and the Member(s) may send a request for inspection of documents to the Company (Email ID: tnmpai@mfgroupco.com) and mention the details of Folio No. or Client ID/DP ID wherein the shares of the Company are held by the Member(s).
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mfgroupco.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM/ Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
10. The Company has transferred unclaimed dividend declared upto the financial year ended 31st March, 1995 to the General Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules 1978. Those shareholders who have so far not claimed or collected their dividend upto the aforesaid financial year may claim their dividend from Registrar of Companies, Karnataka, Bangalore.

- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (b) The Company has engaged the services of M/s Cameo Corporate Services Ltd., Chennai as the Authorized Agency to provide e-voting facilities.
- (c) The Company has appointed Sri Ramachandra Bhat S, Practising Company Secretary, Bangalore as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.

Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants.

Explanatory Note pursuant to Section 102(1) of the Companies Act, 2013.

Item No.3 of the Notice

The Members had approved the re-appointment of Mr. T. Narayan M Pai as the Managing Director of the Company for a period of 5 (five) years with effect from January 01, 2018. The terms and conditions of his appointment were also approved by the Members in the said AGM.

In order to fulfil the requirements of the provisions of section 152 (6)(a) of the companies Act 2013, it is felt necessary to make him liable to retire by rotation during the period he holds the position as Managing Director of the Company. Accordingly company has decided to modify his terms of Appointment to that extent, subject to approval of the members at the ensuing AGM. All other terms of his appointment approved by the members previously, remain unaltered

The Board recommends the *Special Resolution* set forth in the Notice for approval of the Members. This may be treated as an abstract of the terms and conditions governing the variation in the terms of appointment/payment of remuneration to Mr. T. Narayan M Pai, pursuant to Section 190 of the Companies Act, 2013 and other applicable provisions of the Act, if any.

Save and except Mr. T. Narayan M Pai and T Sanjay Pai, Chief Financial Officer, being Son of Sri T Narayan M Pai, none of the Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested in the Resolution.

Item No.4 of the Notice:

Mrs. Vinoda Chandappa Sherigar (DIN:07224755) was appointed as Independent Directors of the Company for a period of five years with effect from 29th June 2015 to 29th June 2020 pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination, Remuneration and Compensation Committee of the Board, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mrs. Vinoda Chandappa Sherigar as Independent Directors. The Board, based on the above recommendation of the Nomination, Remuneration and Compensation Committee, considered that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services. In this connection, it is proposed to re-appoint Mrs. Vinoda Chandappa Sherigar as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of five years subject to approval of the members with effect from 29th June 2020 to 29th June 2025. The Company has received notice under Section 160 of the Act from a member proposing the candidature of Mrs. Vinoda Chandappa Sherigar (DIN:07224755) for the office of Independent Director of the Company. The Company has also received declaration that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. In the opinion of the Board, Mrs. Vinoda Chandappa Sherigar (DIN:07224755) fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder read with schedule IV of the Companies Act, 2013 for her re-appointment as Independent Director of the Company.

The brief profile of Mrs. Vinoda Chandappa Sherigar is attached to this notice.

Your Directors recommend the resolutions set out at item No.4 to be passed as special resolution by the members.

None of the Directors and other Key Managerial Personnel of the Company including their relatives, except Mrs. Vinoda Chandappa Sherigar are concerned or interested, financially or otherwise in the said Resolution.

Item No 5 of the Notice

At present Company's authorized Share Capital is Rs.15,00,00,000/-. In order to accommodate any future issues within the limit of Authorised Share Capital, it is proposed to reclassify the Authorised Share Capital of the Company in the order of 90,00,000 equity shares of Rs.10/-amounting to Rs 9,00,00,000 and 60,00,000 Non Cumulative Redeemable Preference shares of Rs.10/- each amounting to Rs 600,00,000." Making these changes in the capital structure of the company through its Memorandum of association require approval of members by passing a special resolution in this regard.. Hence, the subject on alteration in capital structure in the Memorandum of Association of the company is placed before the members for approval in Item No 4 of the Notice.

Your Directors recommend the resolution set out in item No.5 of the Notice to be passed as special resolution of the members.

None of the Directors is interested either directly or indirectly in the resolution.

Item No 6 of the Notice

The Board of Directors at its meeting held on 25th November, 2020, has approved the offer and issue 29,50,000 fully paid 7% Non-Cumulative Redeemable Preference Shares (NCRPS) of Rs. 10/- each for cash at par to the existing 11% Non-cumulative Redeemable Preference Shareholders on preferential basis. Pursuant to section 62(1)(c) of the companies Act 2013, any further issue of shares, warrants approval of members by means of a special resolution. Hence, the subject of further issue of preference shares is placed before the members for approval. The Board is also authorized to decide the time and the amount of shares to be allotted depending upon the market conditions prevailing at the time of issue. Accordingly, approval of the members is being sought, by way of Special Resolution at item No.6 of the Notice referred above.

None of the Directors is interested except to the extent of his entitlement to the share and/or other securities, if any, that may be issued to him as per the terms of issue of any such shares.

Registered Office:
Manipal House
Manipal 576 104
Date:25.11.2020

By Order of the Board


(T Narayan M Pai)
Managing Director
DIN: 00101633

ANNEXURE TO ITEMS 2 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting as per the provisions of SEBI
(Listing Obligations and Disclosure Requirements) 2015

Name of the Director	Basthi Ashok Pai
Director Identification Number (DIN)	08136975
Date of Birth	12.07.1976
Nationality	Indian
Date of Appointment on Board	30.05.2018
Qualification	B.B.M.
Shareholding in the Company	--
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	--
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Member : Stakeholders Relationship Committee Member: Audit Committee

There are no inter-se relationships between the Board Members.

ANNEXURE TO ITEMS 3 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting as per the provisions of SEBI
(Listing Obligations and Disclosure Requirements) 2015

Name of the Director	Vinoda Chandappa Sherigar
Director Identification Number (DIN)	07224755
Date of Birth	15.08.1964
Nationality	Indian
Date of Appointment on Board	29.06.2015
Qualification	B.A
Shareholding in the Company	--
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	--
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Member : Stakeholders Relationship Committee Member: Audit Committee

There are no inter-se relationships between the Board Members.