

MANAPPURAM COMPTECH AND CONSULTANTS LIMITED
3rd Floor, Krishna Towers, TUDA Road, Aswini Junction, Manappuram House
Thrissur – 680022.
U72200KL2000PLC013966

NOTICE

NOTICE is hereby given that, an Extraordinary General Meeting of the Shareholders of Manappuram Comptech and Consultants Limited will be held on Tuesday, 16.04.2019 at 10.00 am at the Registered Office of the Company to transact the following Special business:

1. Increase of Authorised Capital.

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

RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, and subject to consent of the members of the Company in general meeting, board hereby decides to increase the Authorized Share Capital of the Company from existing Rs. 90,00,000 /- (Rupees Ninety Lakhs Only) divided into 90,000 (Ninety Thousand only) Equity Shares of Rs. 100/- each to Rs. 5,30,00,000 (Rupees Five Crore Thirty Lakhs Only) divided into 5,30,000 (Five Lakh Thirty Thousand Only) Equity Shares of Rs. 100/- each by creation of additional 4,40,000 (Four Lakh Forty Thousand) Equity Shares of Rs. 100/- each ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

V. The Authorised share capital of the Company is Rs 5,30,00,000/- (Rupees Five Crore Thirty Lakhs Only) divided into 5,30,000 (Five Lakh Thirty Thousand Only) equity shares of Rs 100/- (Rupees One Hundred Only) each. The company has power from time to time to increase or reduce the capital, originally or increased as equity or preference with or subject to any preferential, special, differed or qualified rights, privileges or conditions as regard to dividends distribution of assets, repayments or sub-divide them and generally on such terms as the company may from time to time determine and to vary the Articles of Regulations of the Company as far as necessary to give effect to the same subject to the provisions of the law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/Company Secretary of the Company (hereinafter referred to as "Board" which term shall include a Committee thereof authorized for the purpose) be and is hereby jointly/severally authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

2. Approval of Borrowing Limit.

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

RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, , the members of the company hereby accord approve to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. Five Crores Only over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution

Date: 23.03.2019

Place: Valapad

For and on behalf of the Board

Managing Director

Notes:-

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. The necessary Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is attached.
3. A copy of the altered Memorandum of Association is available for inspection at the registered office of the Company.

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

ITEM NO.1

As the company is embarking upon highly ambitious growth plans, it is proposed to increase its capital base to Rs. 5, 30, 00,000 /- to meet the working capital requirements and further expansion activities. Pursuant to the provisions of the Companies Act, 2013, the consent of the company in general meeting is required for this and hence the resolution is proposed.

None of the Directors, Key Managerial Personnel or their relatives are interested in this resolution except to the extent of shareholdings if any.

ITEM NO.2

Company informs the members that shareholders have not yet fixed borrowing power limit as per Section 180 of Companies Act 2013. The Board of Directors in their Board Meeting held on 23rd March 2019 approved a board resolution to fix borrowing power limit to Rupees Five Crore Only. Pursuant to provisions of the Companies Act, 2013 the consent of the company in general meeting is required for this and hence the resolution is proposed.

None of the Directors, Key Managerial Personnel or their relatives are interested in this resolution except to the extent of shareholdings if any.