

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 Thursday, 20th August 2020 at 09.00 am at the Registered Office of the Company to transact the following Special business:

- 1. To Shift the Registered Office of the Company, outside the local limits of city, town or village.**

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

RESOLVED THAT pursuant to section 12 of the companies Act 2013, and other applicable provisions if any, consent of shareholders is hereby accorded for the shifting the Registered office of the company from 3rd Floor, Krishna Towers, TUDA Road, Aswini Junction, Thrissur, Kerala - 680022 to 4/647 3rd Floor, Manappuram House (Old Building), Valapad, Thrissur, Kerala – 680567

RESOLVED FURTHER THAT Mr Deepkumar K R (DIN: 05348065), Managing Director be and is hereby authorized to sign and execute all such documents and papers (including lease agreements) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard

- 2. Ratification of Lease Agreement entered with Manappuram Finance Limited (Related Party Transaction)**

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

RESOLVED THAT subject to the provisions of Sections 188, 189 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the Articles of Association of the Company, the transactions entered below, which is on an arm's length basis and under ordinary course of business, with the companies/entities mentioned below, in which directors of the company are interested, is hereby approved and ratified by shareholders of the company:

Name of the Party	Details of Proposal	Commercial Terms	
Manappuram Finance Limited	MACOM is proposing to shift its registered office to Valapad, premised presently owned by Manappuram Finance Limited. An independent valuation is obtained based on which a rent agreement is to be executed.	Location of Leased Premise	3rd and 4th Floor, Manappuram House, Old Building, Valapad, Thrissur – 680567
		Area of 3rd Floor	4842 Sq.Ft
		Area of 4th Floor	1828 Sq. Ft
		Rent as Per Valuation Report	1,66,750 per month. [INR 25 per Sq. Feet]
		Electricity and Water Charges:	Extra, to be paid based on actuals
		Term of Lease Agreement	10 Years with effect from 01 st August 2020
		Rent Enhancement Rate	15%, every three years
		Time period for providing termination notice	3 months

RESOLVED FURTHER THAT Mr. Deepkumar K R (DIN: 05348065), Managing Director be and is hereby authorized to sign and execute all such documents and papers (including lease agreements) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard

Date: 25.07.2020

Place: Thrissur

For and on behalf of the Board

Nithin Mohan
Company Secretary

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.

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

ITEM NO 1

As per Provision of section 12 of the Companies Act, 2013 read with rule 27 of Chapter II The Companies (Incorporation) Rules, 2014 relating to be procedure to be followed for, shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

The Registered office of the Company is presently situated in 3rd Floor, Krishna Towers, TUDA Road, Aswini Junction, Thrissur, Kerala – 680022. Now the Board of Directors of the company at its meeting held on 25th July 2020 decided that the registered office of the Company is to be shifted to 4/647, 3rd Floor, Manappuram House (Old Building), Valapad, Thrissur, Kerala – 680567, a place outside the local limits of the town where the company's registered office is presently situated but which is situated within the same State. With a view to improve operational efficiency, the Board of Directors Considered and subject to approval of members, approved the proposal of shifting registered office to 3rd Floor, Manappuram House (Old Building), Valapad, Thrissur, Kerala – 680567.

The Board recommends the proposed special resolution to the members of the Company for their consideration and approval.

Except for Mr V P Nandakumar, B N Raveendra Babu and Mrs Sushama Nandakumar ,none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of item No 1.

Your directors recommend ITEM 1 for shareholders approval.

ITEM NO 2

As per Provision of section 188 of the Companies Act, 2013 read with rule 15 of Chapter 12 relating to be procedure to be followed for approval/ratification of related party transaction, an ordinary resolution is proposed for ratification of lease agreement entered with Manappuram Finance Limited. Though the transaction is entered in ordinary course of Business and in arm`s length , the Board of Directors wishes to seek approval and ratification from shareholders of the company.

The Registered office of the Company is presently situated in 3rd Floor, Krishna Towers, TUDA Road, Aswini Junction, Thrissur, Kerala – 680022. Now the Board of Directors of the company at its meeting held on 25th July 2020 decided that the registered office of the Company is to be shifted to 3rd Floor, Manappuram House (Old

Building), Valapad, Thrissur, Kerala – 680567. In this regard a lease agreement is executed between both parties as per terms and conditions as below.

Location of Leased Premise	3rd and 4th Floor, Manappuram House, Old Building, Valapad, Thrissur – 680567
Area of 3rd Floor	4842 Sq.Ft
Area of 4th Floor	1828 Sq. Ft
Rent as Per Valuation Report	1,66,750 per month. [INR 25 per Sq. Feet]
Electricity and Water Charges:	Extra, to be paid based on actuals
Term of Lease Agreement	10 Years with effect from 01 st August 2020
Rent Enhancement Rate	15%, every three years
Time period for providing termination notice	3 months

The Board recommends the proposed ordinary resolution to the members of the Company for their consideration, approval and ratification.

Except for Mr V P Nandakumar, B N Raveendra Babu and Mrs Sushama Nandakumar ,none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of item No 1.

Your directors recommend ITEM 1 for shareholders approval and ratification.

FORM NO MGT 11

Regd. Office: 3rd Floor, Krishna Towers, TUDA Road, Aswini Junction, Thrissur – 680022

CIN: U72200KL2000PLC013966,

Website: www.macomsolutions.com

Email: info@macomsolutions.com Tel: +91 487 3106006

PROXY FORM

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

Name of the member (s) :

.....
Registered Address:

.....

E.Mail Id :..... Folio No./:.....

I/We,being the member(s) holdingshares of the above named Company, hereby appoint

1.Name.....

Address:.....

..

.....

E.mailID:.....Signature:.....

or failing him

2.Name:.....

Address:.....

E.mail ID:.....Signature:.....

or failing him

3.Name:.....

Address:.....

E.mail IDSignature:.....

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company ,to be held on Thursday, 20th August 2020 at the registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

Signed this.....day of2020

Signature of shareholder

Signature of Proxy holder(s)

Affix Re 1 Revenue Stamp

Note:

This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.

