

MANOJ GUJARAN

B-8, Konark Campus, Viman Nagar, Pune – 411014, Maharashtra.

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Date of Birth: April 18, 1978

Objective: Effectively utilize the knowledge and skill acquired for the betterment of self and the organization, while maintaining a healthy learning curve and to work in a highly successful and professional organization. The job should be challenging and appreciate my valued contributions and provide me with ample opportunities for career growth.

Summary of Skills and Experience: Experienced Secretarial, Compliance and Legal Professional seek a challenging position with growth potential in Secretarial, Compliance and Legal role.

Total Years of Experience: Around 25 years (15 years and 2 months in Secretarial, Compliance & Legal and 9.5 years in Human Resource).

Current Functional Area: Compliance, Secretarial and Legal.

Current Sub Functional Area: Company Law, NBFC and Statutory Compliance, Listing, Restructuring, Legal Drafting/ Vetting, Litigations, Regulatory, Due Diligence, Corporate Governance, IPR, etc.

Personal Profile:

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| 1. Name | : | Manoj Gujaran |
| 2. Date of Birth | : | April 18, 1978 |
| 3. Nationality | : | Indian |
| 4. Marital Status | : | Married |
| 5. Languages Known | : | English, Hindi and Marathi |
| 6. Contact Number | : | +91-9819399920 |

Education:

- Associate Company Secretary (ACS) and LLB.
- Bachelor of Commerce from Mumbai University, First Class.

Core Competency:

- 1) Compliances related to systemically important NBFCs (retail and wholesale lending), SEBI Regulations and Guidelines and other regulatory requirements such as Listing Agreement, PMLA Rules (AML/CFT), FIPB, etc.
- 2) Knowledge of Company Law, Statutory Compliance, Corporate Governance, Secretarial & Legal Work.
- 3) Legal Drafting, Vetting, etc. (various agreements, IPR assignment/ licensing agreements, loan/ pledge agreements, MOUs, NDA, POAs, lease deed, leave & license agreements, publishing/ distribution agreements, share purchase/ shareholders/ share subscription agreements, property agreements/ conveyance deed, etc.).
- 4) Corporate Restructuring (Acquisitions, Demerger/ Merger), Due Diligence and other compliances for raising capital via IPO, Rights Issues and Private Equity Investment.
- 5) Intellectual Property Rights registrations and licensing.

Experience:

- 1) **Poonawalla Fincorp Limited, Pune (systemically important NBFC).**

***June 2021 – Present.**

Designation: Chief Compliance Officer.

**Note – Movement from Poonawalla Finance to Poonawalla Fincorp post acquisition of Poonawalla Fincorp by a group entity of Adar Poonawalla.*

- 2) **Poonawalla Finance Private Limited, Pune (systemically important NBFC).
Oct 2019 – June 2021.
Designation: Chief Compliance Officer and Company Secretary.**
- 3) **IIFL Wealth Finance Limited, Mumbai (NBFC subsidiary of IIFL Wealth Management Limited), May 2015 – Oct 2019.
Designation: Vice President - Legal, Compliance Officer and Company Secretary.**
- 4) **Next Mediaworks Limited, Mumbai [Listed in BSE and NSE, Holding Company of Next Radio Limited], Next Radio Limited (Radio One 94.3 FM), Mumbai
June 2012 – May 2015.
Designation: Company Secretary, Compliance Officer & Sr. Manager - Legal.**
- 5) **Cellcast Interactive India Private Limited, Mumbai.
September 2011 - June 2012.
Designation: Company Secretary & Head - Legal.**
- 6) **Amar Chitra Katha Private Limited (subsidiary of IDream Holdings Private Limited), Mumbai.
July 2010 - September 2011.
Designation: Company Secretary & Head - Legal.**

IDream Holdings Private Limited, Mumbai.

August 2007 – June 2010 (Inter Company Transfer to Amar Chitra Katha Pvt Ltd)

Designation: Head - Legal & Secretarial.

Job Profile:

Compliance:

- Well versed with all compliances, filing of disclosures, online returns, etc. with RBI as per the RBI guidelines applicable for systemically important non-deposit taking NBFCs (Retail and Wholesale lending) and relating to issue of non-convertible debentures, commercial papers, etc.
- Oversight of annual compliance testing, monitoring complaints and reporting as needed.
- Performing quarterly compliance reviews and working for regulatory policies to comply with KYC/ AML norms, Fair Practices Code, Prudential Norms, Corporate Governance, Risk Management, Treasury Manual, etc.
- Well versed with all the compliances and filing of requisite disclosures as per the SEBI (SAST), (Prohibition of Insider Trading), (ICDR), (LODR), (Issue and Listing of Debt Securities) and PMLA (AML/CFT) Rules.
- Well versed with the procedures, policies and drafting of loan application forms, sanction letters, loan agreement documents, etc. relating to secured and unsecured loan products.
- Played key role in handling the fund-raising activity of close to INR 750 crore including review of loan documentation, pre & post disbursement compliances as per the sanction letter and the financing and security agreements.

Legal:

- Drafting, vetting of agreements/ deeds/ NDAs/ POAs/ Policies related to various business transactions, loan, guarantee, pledge, debenture trust, lease, intellectual property rights licensing/ assignment, share purchase & shareholder transactions in case of acquisition, strategic investments, buy-outs, conveyance of property, leave & license, leasing of premises, etc.
- Handled litigation, sending legal notices, coordinating with legal counsels for all the legal matters related to recovery of dues, cheque dishonour, intellectual property, etc.

- Well versed with the filing of the application for registration under the Trademark and Copyright Act, including renewal and amendment/ change of ownership pursuant to execution of deed of assignment of trademark and issuing legal notices for the infringement of intellectual property.

Secretarial:

- Handling and responsible for the secretarial function including conducting the Board/ Committee/ General Meetings, preparation of agenda, notice, minutes, directors' report, statutory registers, etc.
- Handling and responsible of Pre & Post AGM/ EGM formalities including preparation of the Annual Report, conducting e-voting, postal ballot, etc. and ensuring requisite disclosure related to AGM/ EGM proceedings with the stock exchange(s)/ regulator(s).
- Well versed and successfully handled secretarial audits, preferential issue of equity shares/ non-convertible debentures (listed on WDM) on private placement basis, issue of securities on rights basis, issue of commercial paper, ESOP policy/ grant, etc.
- Directly involved with the process of co-ordinating and liaising with SEBI, Stock Exchanges, and other domestic and offshore regulators for clearances, approvals, etc. relating to the composite scheme of arrangement for demerger/ restructuring and listing of equity shares of IIFL group company(ies).

Liaison with RBI - NBFC, SEBI, Stock Exchanges, MIB, FIPB and other statutory authorities:

- Well versed and successfully handled liaising assignments with the RBI, SEBI, Stock Exchanges, Ministry of Information & Broadcasting (MIB), FIPB, Prasar Bharati and other statutory authorities as and when required, including coordination for NBFC and Listing compliance requirements, submission of requisite applications in connection with RBI, SEBI, Stock Exchanges, MIB, FIPB, etc. for FDI in NBFC, Financial Company, print media, Phase III FM Radio, registration of titles, change of ownership related to books and magazines publication, etc.

Special Assignments undertaken:

- Spearheaded the acquisition process relating to majority stake in Magma Fincorp Limited (now Poonawalla Fincorp) by a group entity of Mr. Adar Poonawalla.
- Spearheaded the tie-up with the ICAI and the ICSI for rolling out special loan schemes (personal & loan to professionals) for chartered accounts and company secretaries.
- Leading the co-lending / fintech partnerships by ensuring requisite compliance & legal documents, policies and processes pertaining to lending arrangements with various Fintech NBFCs.
- Leading the Co-branded Credit Card project by preparing the pitch document, product and revenue proposition for discussion to engage with various banks including coordinating with RBI for seeking approval and preparation/ vetting / finalisation of agreement with issuing bank.
- Handling the proposed demerger/ restructuring/ listing of the equity shares of the wealth business undertaking (IIFL Wealth Management Limited) including coordinating with the legal counsel, domestic and offshore regulators including SEBI, stock exchanges and ROC/RD/MCA.
- Successfully handled the annual inspection conducted by the Reserve Bank of India (RBI) in the year 2022 for Poonawalla Fincorp (risk-based supervision) and year 2017, 2018 and 2019 for IIFL Wealth Finance Limited (NBFC).
- Successfully handled and completed the due diligence and other relevant tasks in connection with Private Equity investment in IIFL Wealth Management Limited aggregating to INR 1100 Crore by General Atlantic Singapore Fund Pte Ltd in the year 2016 and INR 750 Crore by 5 foreign investors in the year 2018.
- Successfully handled and completed the task in connection with the submission of the Bid Application with Ministry of Information & Broadcasting for participation in the Phase 3 FM Radio Licensing for Radio One 94.3 FM.

- Directly involved and managed the due diligence and other related tasks for successful completion of the Private Equity Investment aggregating to INR 65 crores both by Future Ventures India Limited and Elephant India (and its affiliates) in Amar Chitra Katha Private Limited.
- Liaison with the Ministry of Information & Broadcasting (MIB) and Foreign Investment Promotion Board (FIPB) for approval to get FDI in print media and broadcasting (television channel).
- Handling the merger assignment for merger of parent investment entities based at Cayman Islands and Mauritius.

Awards/ recognition:

- Awarded as the 'Promising New Employee' by IIFL Wealth Management Limited in the year 2016.

7) E. I. DuPont India Private Limited (USA based MNC Fortune 500 Company at its manufacturing facility in Savli, Vadodara)

July 2001 - August 2007

Designation: Executive - Human Resources.

Mafoi Management Consultants & Ganapathy Consultants on deputation at E. I. DuPont India Private Limited, April 1998 - June 2001.

Job Profile:

- Responsible for Recruitment, Joining and Relieving formalities of employees.
- Responsible for External Affairs / Community program. As a team leader have been actively involved in community development (CSR activities) in Manjusar-Savli Village (Vadodara) and led & successfully completed/ implemented the Community Program (CSR) at Savli for the year 2005 and 2006.
- Responsible for Integrated Health Services & Employee Assistance Program coordination.
- Responsible for annual contracts / agreements for transport, security, horticulture services at Savli site.
- Liaison with BIS-Ahmedabad for ISI marking, Director of Agriculture - Gandhinagar for Manufacturing Licence, Gujarat Pollution Control Board - Gandhinagar.
- Qualified ISO Internal Auditor for ISO 9002 certification.

Seminars, Trainings and Certifications:

- Certified OKR (Objectives and Key Results) Practitioner – Level I by OKR International in 2022.
- Participated in a panel discussion at the 6th Annual Banking and Finance Legal Summit 2019 of Lex Witness – India's 1st Magazine on Legal and Corporate Affairs.
- Addressed the participants at the 4th technical session at the 21st National Conference of Practicing Company Secretaries 2021 as part of panel discussion on the topic of "Embracing Winning Strategies".
- Attended the certificate programme on PMLA Rules, AML-CFT guidelines for financial institutions conducted by the Bombay Stock Exchange.
- Attended the programme on the Companies Act 2013, SEBI (LODR) Regulations, AGM, E-Voting & Scrutinizer process.
- Attended programme on targeted selection & interviewing skills, communication and interpersonal skills training.