



NOTICE

Notice is hereby given that the First Annual General Meeting (AGM) of the Shareholders of the Company will be held at its Head Office at CD-193, 1st Floor, Salt Lake City, Kolkata-7000064 on 09/09/2017 at 12.00 Noon to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the year ended on 31st March 2017 together with the Auditors' Report and Boards' Report thereon.
2. To appoint M/s SRB & Associates, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the 6th AGM, subject to the ratification of the appointment in every AGM and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

3. Regularization of appointment of Whole Time Director:

To ratify the appointment of Mr. Sunanda Kumar Mitra as Whole Time Director who was appointed earlier by Board of Directors as Whole Time Director.

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

“RESOLVED THAT pursuant to the provision of Section 196(4), 197 and Schedule V of the Companies Act, 2013 and rules made thereunder and Article of Association of Company, Mr. Sunanda Kumar Mitra who was appointed as Whole Time Director of the Company effective from 01.04.2017 for a period of 3 years by the Board of director and whose appointment be and is hereby ratified as Whole Time Director of the company for 3 years.”

4. Regularization of appointment of Managing Director and CEO:

To ratify the appointment of Mr. Alok Biswas as Managing Director who was appointed earlier by Board of Directors as Managing Director.

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



“RESOLVED THAT pursuant to the provision of Section 196(4),197 and Schedule V of the Companies Act,2013 and rules made thereunder and Article of Association of Company, Mr.Alok Biswas who was appointed as Whole Time Director of the Company effective from 01.03.2017 for a period of 5 years by the Board of directors, be and is hereby appointed as Managing Director of the company for 5 years.”

5.Regularization of appointment of Additional Directors:

To appoint Mr.Biswamohan Mahapatra as an Independent Director who was appointed earlier as an Additional Director

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

“RESOLVED THAT Mr.Biswamohan Mahapatra who was appointed as Additional Director of the Company effective from 01.07.2017 and who holds office until the date of the AGM,pursuant to Section 161 of the Companies Act,2013 by the Board of directors,be and is hereby appointed as Directors of the company.”

6.Regularization of appointment of Additional Directors:

To appoint Ms.Bani Saraswati as an Independent Director who was appointed earlier as an Additional Director

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

“RESOLVED THAT Ms.Bani Saraswati who was appointed as Additional Director of the Company effective from 01.07.2017 and who holds office until the date of the AGM,pursuant to Section 161 of the Companies Act,2013 by the Board of directors, be and is hereby appointed as Directors of the company.”

7.To consider and if thought fit, to pass with or without modification(s) the following resolutions as **Ordinary Resolution & for Alteration of MOA as Special 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 thereunder, the consent of the members be and is hereby accorded to increase the Authorise Share Capital of the Company from existing Rs. 10,00,00,000/-(Rupees Ten Crores) divided into 100,00,000(Hundred Lacs only) Equity Shares of Rs 10/- each by creation of additional 100,00,000 (Hundred Lacs) Equity Shares of Rs 10/- each to Rs. 200,000,000/-(Rupees Twenty Crores)divided into 200,00,000 (Two Hundred Lacs) Equity Shares of Rs 10/- each by creation of additional 100,00,000 (Hundred Lacs) Equity Shares of Rs 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.”



"RESOLVED FURTHER THAT 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.200,000,000(Rupees Twenty Crores) divided into (Two Hundred Lacs)Equity Shares of face value of Rs.10/-(Rupees Ten) each."

8.Issue/Allotment of Sweat Equity Share

a. As Special Resolution :

"RESOLVED THAT in pursuance of Sections 62 of the Companies Act, 2013, other applicable provisions, if any and the applicable rules there under and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), consent be and is hereby accorded to issue and allot 10,00,000 Sweat Equity Shares of Rs.10/- each fully paid up to Mr. Alok Biswas, Managing Director for Non-Cash consideration and allot 10,00,000 Sweat Equity Shares of Rs.10/- each fully paid up to Mr Sunanda Kumar Mitra Whole Time Director of the Company for consideration of Rs.10/- for each share.

SL NO	NAME	DESIGNATION	NO OF SHARES
1	Alok Biswas	Managing Director	10,00,000
2	Sunanda Kumar Mitra	Whole Time Director	10,00,000

"RESOLVED FURTHER THAT the equity shares allotted pursuant to the aforesaid resolution shall in all respect rank paripassu with the existing equity shares of the Company save and except the entitlement to dividend which will commence only from the date of allotment of such equity shares and pro-rata for the Financial Year for which the dividend is declared."

b.Special Resolution:

"RESOLVED that pursuant to the provision of Section 54 of Companies Act, 2013, Rule 8 of Companies (Share Capital & Debentures) Rules, 2014, such other provisions as may be applicable from time to time, of the Companies Act, 2013,and subject to approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), approval be and is hereby accorded to issue and allot 20,00,000 Equity Shares of Rs.10/- each for noncash and cash consideration respectively, for value addition, to Managing



Director and Whole Time Director to rank paripassu with the existing equity shares of the Company.

SL NO	NAME	DESIGNATION	NO OF SHARES
1	Alok Biswas	Managing Director	10,00,000
2	Sunanda Kumar Mitra	Whole Time Director	10,00,000

RESOLVED FURTHER THAT the equity shares allotted pursuant to aforesaid resolution shall be locked in/non-transferable for a period of three years from the date of allotment and the fact that the share certificates are under lock-in and the period of expiry of lock in shall be stamped in bold or mentioned in any other prominent manner on the share certificate.

"RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard to such issues(s) or allotment(s) including to amend or modify any of the terms of such issues(s) or allotment(s), without being required to seek any further consent or approval of the Members in its sole discretion, deem fit."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to determine all other terms and conditions to the issue as the Board may in its absolute discretion determine."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take each and every action in order to implement the aforesaid resolution and/or anything that is related to it or ancillary or incidental to it."

Special Resolution:

"RESOLVED THAT subject to necessary approval, consent be and is hereby given for the payment of an amount not exceeding Rs.2,00,00,000/- being the related income tax liability borne by the company arising out of the allotment of 10,00,000 numbers of Sweat Equity Shares each to Mr. Alok Biswas Managing Director and Mr Sunanda Kumar Mitra Whole Time Director."

9.Change the Name of the Company

Special Resolutions for change in the name of the company

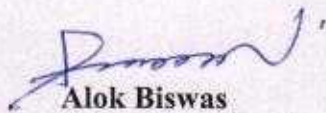
"RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions of the Companies Act, 2013 if any and the rules made thereunder, and subject to the availability of name and the approval of Reserve Bank of India and the Registrar of Companies the name of the company be changed from JANAKALYAN CONSULTANCY AND SERVICES

PRIVATE LIMITED to the new name and the Name of JANAKALYAN CONSULTANCY AND SERVICES PRIVATE LIMITED , wherever it appears in the Memorandum, Articles, documents, etc. be substituted by the new name in due course.”

“FURTHER RESOLVED THAT Clause I of the Memorandum of Association of the Company be substituted by the new name.”

“FURTHER RESOLVED THAT Clause 2(1)(a) of the Articles of Association of the company be substituted by the following: "The Company" means by the new name.

**By Order of the Board
For Janakalyan Consultancy & Services Pvt. Ltd.**



**Alok Biswas
Managing Director
Date : 17.08.2017
Place: Kolkata**



2

NOTES:

1. A shareholder entitled to attend and vote, is entitled to appoint a proxy to attend and vote as a substitute, however a proxy is not to be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not less than 48 hours before the meeting. The Notice of AGM, Annual Report, Proxy Form and Attendance Slip are being sent to Members.

2. An Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice are annexed..



EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Mr. S.K. Mitra is a Promoter & Director of the Company. He started his professional career with SBI in 1974 and has commercial banking experience of over 40 years as under. On leaving SBI Joined UTI Bank (Subsequently renamed Axis Bank) as DGM (Credit) in early 1995 and continued till superannuation in 2013, the last assignment being President & Country Head – Distribution. Assignments include Branch Head of Kolkata Main Branch, Zonal Head, Eastern Zone and National Head of Rural Banking and Distribution in Mumbai Corporate office. Post retirement, joined Bandhan Bank as Business Head to oversee the transformation of the NBFC to a full-fledged Scheduled Commercial Bank in August, 2015.

Mr. Mitra is an alumnus of Delhi University from where he graduated in 1973 and is an Associate of the Indian Institute of Bankers, Mumbai. He has been trained at State Bank Staff College, Hyderabad, MDI, Gurgaon, INSEAD, Paris, IIM, Ahmedabad and NIBM, Pune.

Mr. Mitra is a promoter director of the Company and he is a shareholder of the Company.

Except Mr.S.K. Mitra , none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the aforesaid Special Resolution.

Item No. 4

Mr.Alok Biswas started his career with Canara Bank (1989-1993) and worked in rural credit in remote villages of West Bengal, especially in developmental schemes. Joined Indian Bank in June 1993 as Probationary Officer and worked there till 2001. Joined UTI Bank(subsequently renamed Axis Bank) in September, 2001 and worked there till June, 2010, the last assignment being as Vice President & Cluster Head in charge of Odisha, Chattisgarh and Jharkhand. Started Jagaran Microfin Private Ltd in December, 2010 as founder MD (2010-2016) and resigned from there in 2016.

Mr. Biswas is a promoter director of the Company and he is a shareholder of the Company.

Except Mr. Alok Biswas, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the aforesaid Special Resolution.

Item No. 5

Mr. Biswamohan Mahapatra is a career central banker , spanning over 33 years in the Reserve Bank of India and retired as its Executive Director at the end of August 2014.



He is also an external senior advisor to Ernst and Young LLP on financial sector regulatory matters. He is currently an Independent director in Gruh Finance Limited, Edelweiss Financial Services Limited and HDFC Credila Financial Services Private Limited, ECL Finance Limited and Ujjivan Small Finance Bank.

Mr. Mahapatra is a Master of Science in Management and has done a Master in Business Administration and Master in Arts. He is not related to any of the Director and does not hold any shares in the Company.

Except Mr. Biswamohan Mahapatra, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the aforesaid Special Resolution.

Item No. 6

Ms. Bani Saraswati, is a social entrepreneur and transformer with experience of over 42 years in sustainable development, micro finance programmes, women empowerment, educational support etc. to improve the quality of life in and around rural West Bengal, specially in Nadia District.

She is the principal architect and Secretary of Sreema Mahila Samity (SMS), an NGO based in Duttapulia, established in 1972. Sreema Mahila Samity (SMS), to fulfill its vision and mission, for the poor and marginalized while keeping focus on women and children. In pursuit of its mission, SMS has contributed significantly in the areas of income generation (micro finance) health, education, strengthening SHG, special support to women and children in distress, disaster risk reduction on the part of community and PRI, family counselling etc.

Ms. Saraswati is an Arts graduate (Honours), holds a Basic Training (B.T.) in Education. She is not related to any of the Director and does not hold any shares in the Company.

Except Ms. Bani Saraswati, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the aforesaid Special Resolution.

Item No. 7

The Company was having an authorised capital of Rs.100,000,000 (Rupees Ten Crore) comprising of 10,000,000 equity shares of Rs.10 each. The authorised capital will be increased to Rs.200,000,000 (Rupees Twenty Crores) with the introduction of 10,000,000 Equity Shares of Rs.10/- each.

The Resolutions contained in Item Nos. 4 seek to increase the Authorised Share Capital of the Company as aforesaid and to alter the Memorandum of Association of the Company, consequential to such increase in the Authorised Share Capital of the Company as proposed.

The proposal requires the consent of the members. The Board of Directors recommends that the proposal be approved.



A copy of the Memorandum and Articles of Association of the Company is available at the Head Office of the Company for inspection during the office hours till the conclusion of the General Meeting.

Interest of Directors

None of the directors, key managerial personnel of the Company and their respective relatives are in any way concerned or interested, financial or otherwise, in the resolution.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 54 OF THE COMPANIES ACT, 2013

Item No.8

The members of the Company are informed that in consideration of value addition made by Mr.Sunanda Kr.Mitra,Chairman and Mr.Alok Biswas,Managing Director from time to time,the Company has decided to issue Sweat Equity Shares to them.The Board of Directors therefore recommend to issue and allot 20,00,000 Sweat Equity Shares of Rs.10 each to Mr. Sunanda Kr. Mitra,Chairman at par and to Mr.Alok Biswas,MD at nil consideration.

Except Mr.Sunanda Kumar Mitra and Mr. Alok Biswas,none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the aforesaid Special Resolution.

Item No.9

The Company is planning to change the name to reflect the objects in the name of the Company. Hence,the Board of Directors will decide to change the name of the Company to a new name.The proposed name will be in line with the Financial Services or Micro Lending Services.The Directors trust that this change of name will have the members support and approval.

Interest of Directors

None of the directors, key managerial personnel of the Company and their respective relatives are in any way concerned or interested, financial or otherwise, in the resolution.

The Directors recommend the resolutions for Members' approval.

