



## Shorter Notice of Extraordinary General Meeting

Shorter Notice is hereby given that the Ninth Extraordinary General Meeting (EGM) of the Shareholders of Janakalyan Financial Services Pvt Ltd (Formerly: Janakalyan Consultancy & Services Pvt Ltd) will be held on Wednesday the 10th Day of February ,2021 at 03.00 p.m. at its Head Office at CD-193,1st Floor, Salt Lake City, Kolkata-700064 to transact the following business:

### SPECIAL BUSINESS:

#### 1. ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS THROUGH PRIVATE PLACEMENT

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as Special Resolutions:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “Acts & Rule ”), each as amended; and in accordance with the provisions of the Memorandum and Articles of Association of the Company and any other rules / regulations/ guidelines, if any, prescribed by the Reserve Bank of India or any other statutory regulatory authority; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate regulatory authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot **32,05,128 (Thirty-Two Lakh Five Thousand One Hundred and Twenty-Eight Only)** equity shares of the Company of the face value of Rs. 10 (Rupees Ten) each (“Equity Shares”), at a price of Rs. 23.40 (Rupees Twenty-Three and Forty Paise) (including a premium of Rs. 13.40) per Equity Share on a preferential basis through private placement, to the following subscribers:

SR No.	Details of Subscriber	Number of Equity Shares	Consideration
1.	Sun Tech City Private Limited	32,05,128	7,49,99,995
	TOTAL	32,05,128	7,49,99,995



## **Janakalyan Financial Services Private Limited**

(Formerly : Janakalyan Consultancy & Services Pvt. Ltd.) | RBI Registration No. N-05.07035, Dated 02.03.2017

Regd Office : 183/A, Sahid Hamanta Kumar Bose Sarani, Kolkata - 700074 | Head Office : CD-193, 1st Floor, Sector - 1, Salt Lake City, Kolkata - 700064

**“RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing Equity Shares of the Company in all respects.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Acts & Rule, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer cum application letter in Form No. PAS-4 be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Managing Director or the Company Secretary for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same.”

**“RESOLVED FURTHER THAT** the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with Section 42 of the Companies Act 2013.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, the Board of Directors, or any officer duly authorized thereby, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

**“RESOLVED FURTHER THAT** MR ALOK BISWAS (DIN No. 03141650), Managing Director be and is hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution, including but not limited to the filing of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard.”



**2. INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION TO CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 30,00,00,000/- (Rupees Thirty Crore) consisting of 3,00,00,000 (Three Crore) Equity Shares of Rs.10/- (Rupees Ten) each to Rs. 50,00,00,000/- (Rupees Fifty Crore) consisting of 5,00,00,000 (Five Crore) Equity Shares of Rs.10/- (Rupees Ten) each.”

**“FURTHER RESOLVED THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

*V. The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore) divided into of 5,00,00,000 (Five Crore) Shares of Rs.10/- (Rupees Ten) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company.*

**“FURTHER RESOLVED THAT** MR ALOK BISWAS (Din No. 03141650), Managing Director be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution, including but not limited to the filing of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard.”

**By Order of the Board**

**For Janakalyan Financial Services Private Limited**

**(Formerly: Janakalyan Consultancy & Services Private Limited)**

JANAKALYAN FINANCIAL SERVICES PVT LTD  
(Formerly: Janakalyan Consultancy & Services Pvt Ltd.)

  
Company Secretary

**Shivani Agarwal**  
**Company Secretary**  
**M. No. A42303**

**Date: 08.02.2021**

**Place: Kolkata**

**NOTES:**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses as set out in the Notice of Extraordinary General Meeting ("Notice") is annexed hereto and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. The proxy form MGT-11, has been attached to this notice.
5. The instrument appointing the proxy, in order to be valid and effective must be deposited at the Registered Office of the Company duly filled, stamped and signed, not less than 48 (Forty-Eight) hours before the scheduled time of commencement of the EGM.
6. Corporate Members intending to send their authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. A person authorised by resolution under Section 113(1) of the Companies Act, 2013, shall be entitled to exercise the same rights and powers, including the right to vote by proxy, on behalf of the body corporate which he/she represents.
7. Where there are members registered jointly in respect of any share, any one of such persons may vote at the EGM either personally or by proxy in respect of such share as if he was solely entitled thereto; and if more than one of such members be present at any meeting either personally or by proxy, that one of the said members so present whose name stands first in the Register of Members in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share is registered shall for the purposes of Articles of Association of the Company, be deemed to be members registered jointly in respect thereof.
8. Members/Proxies are advised to bring the enclosed Attendance Slip duly filled in for attending the meeting.
9. The Route Map of the venue of this Extraordinary General Meeting is placed below this Notice.
10. Notice will also be available on the website of the Company <https://www.janakalyan.net/>.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013**

**Item no. 1: Issue Of Equity Shares On A Preferential Basis Through Private Placement**

In order to meet the Capital Adequacy requirement of the Company, while sustaining the projected business growth, the Board at its meeting held on 8th February 2021 has accorded its approval for issuing up to 32,05,128 (Thirty-Two Lakh Five Thousand One Hundred and Twenty-Eight Only) Equity Shares of face value of INR 10 at a price of INR 23.40 each (Face value INR 10 and Premium of INR 13.40) on a preferential basis through private placement. The Equity Shares, if any, allotted in the Offer shall rank in all respects *pari passu* with the existing Equity Shares.

The proceeds from the issue will be utilized for the purpose of augmenting the Tier I capital, and for meeting requirements of funds for general corporate purposes of the Company.

Accordingly, the approval of the shareholders of the Company is required in accordance with Section 42 & 62 and other applicable provisions of the Companies Act, 2013.

None of the managers or key managerial personnel of the Company or the relatives thereof are interested in these resolutions as set out at Item no. 1.

**Further details of the proposed offer are disclosed below:**

**The disclosures under, Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rule 2014, as amended thereon:**

**1. Particulars of the offer including date of passing of Board Resolution:**

The Board has pursuant to its resolution dated 8th February 2021, accorded its approval for raising funds by issuing up to 32,05,128 (Thirty-Two Lakh Five Thousand One Hundred and Twenty-Eight Only) Equity Shares of face value of INR 10 at a price of INR 23.40 each (Face value INR 10 and Premium of INR 13.40), on preferential basis through private placement. The Equity Shares, if any, allotted in the Offer shall rank in all respects *pari passu* with the existing Equity Shares.

**2. Kinds of securities offered and the price at which security is being offered:**

Equity Shares ranking *pari passu* with the existing Equity Shares are offered at a price of Rs. 23.40 (including a premium of Rs. 13.40).

**3. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:**



Price arrived as per the weighted average of the following:

- a) Fair Value determined under Discounted Cash Flow method under Income Approach;
- b) Fair Value determined under Summation/ Net Asset Method under Cost Approach.

**4. Name and address of valuer who performed valuation:**

Mr. Pijush Karmakar, Registered Valuer, Reg. No. IBBI/RV/06/2019/11909  
Address: 99/4D Karaya Road, Kolkata- 700019.

**5. Amount which the company intends to raise by way of such securities:**

Rs.7,49,99,995 (Rupees Seven Crores Forty-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Ninety-Five Only).

**6. Material terms of raising such securities:**

Issue and Allotment of 32,05,128 Equity Shares at Rs. 23.40 (including a premium of Rs. 13.40) and shall rank *pari passu* with the existing shares of the company.

**7. Proposed time schedule:**

Within 60 days from the respective dates of receipt of Application Money for each tranche, or such other timeline as prescribed under any applicable laws.

**8. Purposes or objects of offer:**

The proceeds from the issue will be utilized for the purpose of augmenting the Tier I capital, and for meeting requirements of funds for general corporate purposes of the Company.

**9. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

Contribution made by Sun Tech City Private Limited for 32,05,128 Equity Shares at a total contribution of Rs. 74999995.

**10. Principle terms of assets charged as securities:**

Not Applicable

**The disclosures under, Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014, as amended thereon:**

**1. The objects of the issue:**

The proceeds from the issue will be utilized for the purpose of augmenting the Tier I capital, and for meeting requirements of funds for general corporate purposes of the Company.

**2. The total number of shares to be issued:**

32,05,128 Equity Shares, in one tranche.

**3. The price at which the allotment is proposed:**

Equity Shares to be allotted at Rs. 23.40 per share (including a premium of Rs. 13.40)



4. **Basis or justification on which the price has been arrived at (including premium) at which the offer or invitation is being made, along with report of the registered valuer:**

Price arrived as per the weighted average of the following

- a) Fair Value determined under Discounted Cash Flow method under Income Approach;
- b) Fair Value determined under Summation/ Net Asset Method under Cost Approach.

5. **Name and Address of the Valuer who performed valuation:**

Mr. Pijush Karmakar, Registered Valuer, Reg. No. IBBI/RV/06/2019/11909  
Address: 99/4D Karaya Road, Kolkata- 700019

6. **Relevant date with reference to which the price has been arrived at:**

30<sup>th</sup> September, 2020

7. **The class or classes of persons to whom the allotment is proposed to be made:**

Allotment to a specific Identified Investors.

8. **Intention of promoters, directors or key managerial personnel to subscribe to the offer:**

Promoters, Directors & Key Managerial Personnel: Nil

9. **The proposed time within which the allotment shall be completed:**

Within 60 days from the respective dates of receipt of Application Money or such other timeline as prescribed under any applicable laws.

10. **The names of the proposed Allottees and the percentage of post preferential offer capital that may be held by them:**

Name of the proposed Allottees	% post offer
Sun Tech City Private Limited	12.64

11. **The change in control, if any, in the company that would occur consequent to the preferential offer:**

No Change in Control.

12. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

Nil

13. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Consideration in Cash only.



14. The pre-issue and post issue shareholding pattern of the company in the following format:

SL. No.	Category	Pre-Issue		Post Issue	
		No of Shares held	%	No. of Shares held	%
A	Promoters' Holding -				
1.	Indian Company				
	Individual	7780898	35.13	7780898	30.69
	Bodies Corporate	-	-	-	-
	Sub-Total	7780898	35.13	7780898	30.69
2.	Foreign Promoters	-	-	-	-
	Sub-Total (A)	7780898	35.13	7780898	30.69
B	Non-Promoters' Holding				
1.	Institutional Investors	4675471	21.11	4675471	18.44
2.	Non-Institutional Investors	9689366	43.75	11826118	50.86
3.	Private Corporate Bodies	-	-	-	-
4.	Directors and relatives	-	-	-	-
5.	Indian Public	-	-	-	-
6.	Others [including Non-Resident Indians (NRIs)]	-	-	-	-
	Sub-Total (B)	14364837	64.87	17569965	69.31
	Grand Total	22145735	100.00	25350863	100.00

**Item No. 2: Increase in The Authorised Share Capital of The Company and Consequent Alteration to Clause V of The Memorandum of Association of The Company**

The Current Authorized Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore) consisting of 3,00,00,000 (Three Crore) Equity Shares of Rs.10/- (Rupees Ten) each and the paid-up share capital of the Company is Rs. 22,14,57,350/- (Rupees Twenty-Two Crore Fourteen Lakh Fifty-Seven Thousand Three Hundred and Fifty) consisting of 2,21,45,735 (Two Crore Twenty-One Lakh Forty-Five Thousand Seven Hundred and Thirty-Five) Equity Shares of Rs. 10/- each. The Company proposes to increase its authorized share capital to Rs. 50,00,00,000/- (Rupees Fifty Crore) to facilitate any fund raising in future via further issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.





The approval of the members of the company is required, by way of special resolution pursuant to section 13(9) of the Companies Act, 2013; accordingly, the Board recommended the relevant resolution for the approval of members.

None of the Directors of the Company or key managerial personnel or their relatives is, in any way, concerned or interested in the resolution.

The Memorandum of Association of the Company is available for inspection in physical or in electronic form during specified business hours i.e. between 9:00 a.m. to 6:00 p.m. at the Registered & Corporate Office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered & Corporate Office and also at the Meeting

**By Order of the Board**

**For Janakalyan Financial Services Private Limited**

**(Formerly: Janakalyan Consultancy & Services Private Limited)**

JANAKALYAN FINANCIAL SERVICES PVT. LTD  
(Formerly: Janakalyan Consultancy & Services Pvt. Ltd.)

  
Company Secretary

**Shivani Agarwal**  
**Company Secretary**  
**M. No. A42303**

**Date: 08.02.2021**

**Place: Kolkata**



**Janakalyan Financial Services Private Limited**  
**(Formerly: Janakalyan Consultancy & Services Private Limited)**  
**Corporate Identity Number (CIN) – U74999WB2016PTC216823**  
**Head Office: CD-193,1ST Floor, Sector-1, Salt Lake City Kolkata 70006**  
**Tel. No: 033 2337 0123**  
**Email address: [info@janakalyan.net](mailto:info@janakalyan.net)**  
**Website: [www.janakalyan.net](http://www.janakalyan.net)**

**ATTENDANCE SLIP**

Registered Folio	
Name and address of the shareholder(s)	
Joint Holder 1	
Joint Holder 2	

I / We hereby record my / our presence at an EXTRAORDINARY GENERAL MEETING of the Company held on Wednesday, 10th February 2021 at 11:00 a.m. at shorter notice, at CD-193,1ST Floor, Sector-1, Salt Lake City Kolkata 700064.

Member's Folio	Member's / Proxy's / Authorised Representative's Member's / Proxy's / Authorised Representative's name in Block Letters Signature	Member's / Proxy's / Authorised Representative's Member's / Proxy's / Authorised Representative's name in Block Letters Signature

**NOTE:** Please complete the Folio and name of the Member / Proxy / Authorised Representative, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Extraordinary General Meeting Venue.



**Form No. MGT-11**

**Janakalyan Financial Services Private Limited**  
**(Formerly: Janakalyan Consultancy & Services Private Limited)**  
**Corporate Identity Number (CIN) – U74999WB2016PTC216823**  
**Head Office: CD-193,1ST Floor, Sector-1, Salt Lake City Kolkata 70006**  
**Tel. No: 033 2337 0123**  
**Email address: [info@janakalyan.net](mailto:info@janakalyan.net)**  
**Website: [www.janakalyan.net](http://www.janakalyan.net)**

**PROXY FORM**

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

Name of Member(s) : \_\_\_\_\_  
Registered address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Folio No : \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ Shares of Janakalyan Financial Services Private Limited (Formerly: Janakalyan Consultancy & Services Private Limited), hereby appoint:

1. Name: \_\_\_\_\_ Email Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ Or failing him/her;
2. Name: \_\_\_\_\_ Email Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ Or failing him/her;
3. Name: \_\_\_\_\_ Email Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ Or failing him/her;

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday, 10th February 2021 at 11:00 a.m. at shorter notice, at CD-193,1ST Floor, Sector-1, Salt Lake City Kolkata 700064 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Businesses
1.	Issue of Equity Shares on A Preferential Basis Through Private Placement.
2.	Increase in The Authorised Share Capital of The Company and Consequent Alteration to Clause V of The Memorandum of Association of The Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder (s) \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the Extraordinary General Meeting

Route map to the Venue of 9th Extraordinary General Meeting:

