



Janakalyan Financial Services Private Limited

(Formerly: Janakalyan Consultancy & Services Private Limited)

(CIN: U74999WB2016PTC216823)

Regd Office : 183/A Sahid Hemanta Kumar Bose Sarani, Kolkata-700074

NOTICE

Notice is hereby given that the Seventh Extra Ordinary General Meeting (EGM) of the Shareholders of the Company, Janakalyan Financial Services Pvt Ltd (Formerly: Janakalyan Consultancy & Services Pvt Ltd) will be held at its Head Office at CD-193, 1st Floor, Salt Lake City, Kolkata-7000064 on Saturday 30th March, 2019 at 10.00 a.m to transact the following business:

SPECIAL BUSINESS

Item No.1

1. SPECIAL BUSINESS & SPECIAL RESOLUTION

Approval of Issuance and offer of Equity Shares on a Private Placement basis

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

Issue and offer of Equity Shares on a Private Placement basis

"RESOLVED THAT pursuant to the provisions of Section 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time and the relevant rules made thereunder, approval of the members be and is hereby accorded to offer, issue and allot on a Private Placement basis up to [11,91,151] Equity Shares having face value of Rs. 10.00 (Rupees Ten Only) each at a premium of Rs. [7.63] per Equity Share aggregating to Rs. 2,10,00,000.00 (Rupees Two Crore Ten Lakh Only).

"RESOLVED FURTHER THAT the draft Private Placement Offer Cum Application Letter in Form PAS-4 as placed before this meeting be and is hereby approved by the members of the Company and the same be issued under the signature of Mr. Alok Biswas, Managing Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be deemed expedient to give effect to the aforementioned resolutions."



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

Ph: 033 2337 0123 / 4060 7106

Email : info@janakalyan.net | Web : www.janakalyan.net | CIN : U74999WB2016PTC216823



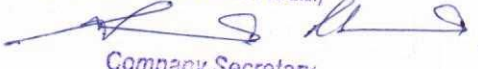
“**RESOLVED FURTHER THAT** MR ALOK BISWAS (Din No. 03141650), Managing Director be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution, including but not limited to 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.)

Anindita Chanda
Company Secretary
Date : 05.03.2019
Place: Kolkata


Company Secretary

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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM(S), IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AFORESAID MEETING.**
2. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A person holding more than 10% 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 a proxy for any other person.
3. Members/proxies are requested to bring their Attendance Slip duly filled in for attending the meeting.
4. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice is annexed.



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

Item No.1

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Pursuant to the provisions of Section 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time and the relevant rules made thereunder, approval of the members be and is hereby accorded to offer, issue and allot on a Private Placement basis up to [11,91,151] Equity Shares having face value of Rs. 10.00 (Rupees Ten Only) each at a premium of Rs. [7.63] per Equity Share aggregating to Rs. 2,10,00,000.00 (Rupees Two Crore Ten Lakh Only).

The resolution of issuance and offer of Equity Shares on a Private Placement Basis was passed at the Meeting of Board of Directors on 05.03.2019

The pricing of Offer is based on the Valuation Report by Valuer-

Capital Square Advisors Private Limited

Address-208,2nd Floor, AARPEE Centre, MIDC Road No.11, CTS 70, Andheri (East), Mumbai-400093

The Company intends to raise not exceeding to Rs.2,10,00,000.00(Rs. Two Crore Ten Lakh Only) for expansion of its business and for meeting the working capital requirements.

The terms of raising securities:

Rate of Dividend-The Company may choose to declare dividends, whenever it earns surplus income, as approved by the Board and in accordance with the Law. In such cases, the Company shall distribute dividend to in proportion to their shareholding in the Company.

Mode of Payment-Bank Transfer

Repayment-Not applicable

The Offer Letter shall be valid until April 30,2019

Asset Charged as Security-None



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Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects-None

The Board recommends the Resolutions as set out at Item No. 1. in the Notice convening the Meeting, for consideration and approval by the Members by way of Special Resolution.

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.



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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:

as my/our Proxy to attend and vote for me/us and on my/our behalf at the SEVENTH EXTRA ORDINARY GENERAL MEETING of the Company to be held on Saturday, 30th March, 2019 at 10.00 a.m. 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 overleaf:

ROUTE MAP OF THE EGM VENUE

Venue: CD-193,1st Floor,Sector-1,salt Lake City,Kolkata-700064



Sr. No.	Special Resolution
	Special Business
1.	Approval of FORM PAS-4 , PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER for equity infusion

Signed this day of 2019

Affix
Revenue
Stamp

Signature of the member _____ Signature of Proxyholder(s) _____

- Note: 1. This Form in order to be effective should be duly filled, stamped, signed and deposited at the Head Office of the Company at CD-193,1st Floor, Sector-1, salt Lake City,Kolkata-700064, not less than 48 hours before the commencement of the Meeting or as applicable by law .
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the SEVENTH EXTRA ORDINARY GENERAL MEETING of the Company.