



NOTICE

Notice(Shorter) is hereby given that the Fifth Extra Ordinary General Meeting (EGM) of the Shareholders of the Company, Janakalyan Consultancy & Services Pvt Ltd will be held at its Head Office at CD-193,1st Floor, Salt Lake City, Kolkata-7000064 on 6th November,2018 at 10.30 a.m to transact the following business:

SPECIAL BUSINESS

1.SPECIAL BUSINESS & SPECIAL RESOLUTION

ADOPTION OF THE NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with the relevant rules made thereunder, consent of the members be and is hereby accorded to approve and adopt the new set of Articles of Association in substitution of the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Alok Biswas (DIN: 03141650), Managing Director of the Company, be and is hereby authorized to file the necessary e-Forms with the jurisdictional Registrar of Companies and to take all necessary steps to ensure compliance with the applicable laws and give such directions as may be necessary to settle any question or difficulty which may arise in regard thereto in such manner as it may deem expedient.”

“RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution signed by any one of the existing Directors of the Company be forwarded to anyone concerned or interested in this matter.”



Janakalyan Consultancy & Services Pvt. Ltd.

(An NBFC, RBI approved Microfinance Institution) | 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



2. SPECIAL BUSINESS & ORDINARY RESOLUTION

DETERMINATION OF THE AMOUNT OF TAXES TO BE BORNE BY THE COMPANY WITH RESPECT TO ALLOTMENT OF 10,00,000 SWEAT EQUITY SHARES EACH TO MR. ALOK BISWAS, MANAGING DIRECTOR AND MR. SUNANDA KUMAR MITRA, WHOLE TIME DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** in supersession of the earlier resolutions passed, consent of the members of the Company be and is hereby accorded for payment of an amount not exceeding INR 32,17,500.00 instead of INR 2,00,00,000.00 towards income tax liability to be borne by the Company arising on account of allotment of 10,00,000 Sweat Equity Shares each to Mr. Alok Biswas, Managing Director and Mr. Sunanda Kumar Mitra, Whole Time Director of the Company.”

“**RESOLVED FURTHER THAT** a certified true copy of the aforesaid resolution signed by any one of the existing Directors of the Company be forwarded to anyone concerned or interested in this matter.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things necessary and expedient in this regard.”

3. Intimation to the Shareholders Regarding Execution of Subscription Cum Shareholders Agreement (SSHA) for Equity Infusion to be Made by SIDBI Trustee Company Ltd

Execution of Subscription Cum Shareholders Agreement (SSHA) had been made on 25.10.2018 for Equity Infusion to be Made by SIDBI Trustee Company Ltd.

By Order of the Board
For **Janakalyan Consultancy & Services Private Limited**

Anindita Chanda
Company Secretary
Date : 04.11.2018
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

In order to comply with the requirement of Equity Infusion by SIDBI Trustee Company Ltd, the new set of Articles of Association in substitution of the existing Articles of Association of the Company to be approved by the Shareholders.

Enclosed herewith:

- i. The Amended AOA
- ii. Executed Version of Subscription Cum Shareholders Agreement with SIDBI Trustee Company Ltd.

Keeping in view the growing trend in the business of the Company and foreseeing the business expansion strategy in the coming years, the Board at its meeting held on 20th October, 2018 and 04.11.2018 decided to offer the equity shares on a Private Placement basis.

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.

Item No.2

In supersession of the earlier resolutions passed, consent of the members of the Company to be accorded for payment of an amount not exceeding INR 32,17,500.00 instead of INR 2,00,00,000.00 towards income tax liability to be borne by the Company arising on account of allotment of 10,00,000 Sweat Equity Shares each to Mr. Alok Biswas, Managing Director and Mr. Sunanda Kumar Mitra, Whole Time Director of the Company.”

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.



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Janakalyan Consultancy & Services Private Limited
Corporate Identity Number (CIN) – U74999WB2016PTC216823
Registered Office: 183/A, Sahid Hemanta Bose Sarani, Kolkata-700074
Tel. No: 033 2337 0123
Email address: info@janakalyan.net Website:
www.janakalyan.net

ATTENDANCE SLIP

5TH EXTRAORDINARY GENERAL MEETING ON
TUESDAY, 06TH NOVEMBER, 2018 AT 10.30 A.M.
at CD-193,1st Floor,Sector-1,salt Lake City,Kolkata-
700064

Folio No.:

I / We hereby record my/our presence at the FIFTH EXTRAORDINARY GENERAL MEETING of the Company at CD-193,1st Floor,Sector-1,salt Lake City,Kolkata-700064 at 10.30 a.m on Tuesday, 06th November,2018

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

- Notes:**
1. Only Member/Proxyholder can attend the Meeting.
 2. Please complete the Folio No. and name of the Member/Proxyholder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
 3. A Member/Proxyholder attending the meeting should bring copy of the Annual Report for reference at the meeting.

ROUTE MAP

**VENUE OF 5TH EGM OF JANAKALYAN CONSULTANCY & SERVICES PRIVATE LTD:
CD-193, 1ST FLOOR, SECTOR-1, SALT LAKE CITY, KOLKATA-700064**

