



NOTICE

Notice is hereby given that the 9th Annual General Meeting (AGM) of the Members of the Company, Janakalyan Financial Services Pvt Ltd, will be held at its registered office at CD 193, Sector-1, Salt Lake, Kolkata -700064 on Tuesday, the 5th day of August, 2025 at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2025, together with the Auditors' Report and Board Report thereon.

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

“RESOLVED THAT the Audited Balance Sheet comprising of Statement of Profit & Loss Account of the Company for the financial year ended 31st March, 2025, the Balance Sheet as at that date and Cash Flow Statement for the Financial Year ended 31st March, 2025 together with Notes as annexed thereto and Auditors' Report and the Director's Report, as circulated to the shareholders of the Company and submitted to this meeting, be and are hereby received, considered and adopted.”

SPECIAL BUSINESS:

2. Adoption of Restated Articles of Association of the Company reflecting changes in shareholder structure and investor rights.

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

Janakalyan Financial Services Private Limited

Regd Office: CD-193, 1st Floor, Sector-1, Salt Lake City, Kolkata-700064

Ph: 033 2337 0123

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

“RESOLVED THAT subject to the approval of the Members and pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to adopt the Restated Articles of Association of the Company as placed before the meeting, which reflects:

(i) the exit of SIDBI Venture Capital Limited A/c Samridhi Fund as a shareholder of the Company;

(ii) the transfer of its shareholding to Credent Investment Private Limited (“CIPL”); and

(iii) the incorporation of rights and obligations arising from the Subscription cum Shareholders’ Agreement dated 25th October 2018 and the Deed of Adherence dated 26th March 2025 executed by CIPL.

RESOLVED FURTHER THAT Mr. Alok Biswas (DIN: 03141650), Managing Director of the Company, be and is hereby authorised to do all such acts, deeds and things, including filing of necessary e-forms with the Registrar of Companies, to give effect to the foregoing resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution, signed by any one of the Directors, be provided to any person as may be required.”

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

**Nikita Sureka Roy
Company Secretary**

**Date: 14.07.2025
Place: Kolkata**

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. **The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business in the notice is annexed thereto.**
3. 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.
4. Members/proxies are requested to bring their Attendance Slip duly filled in for attending the meeting.
5. The notice of the AGM is being sent by electronic mode to all the members of the company, to the email addresses are available with the company, unless any member has requested for a physical copy of the same.
6. Route map of the venue of the meeting is annexed.

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

Item No. 2: Adoption of Restated Articles of Association

Pursuant to the transfer of the entire equity shareholding held by SIDBI Venture Capital Limited A/c Samridhi Fund to Credent Investment Private Limited ("CIPL"), and the execution of a Deed of Adherence dated 26th March 2025, it is proposed to adopt a new set of Articles of Association that reflects the updated shareholding structure, special rights of the incoming investor, and amendments required under the applicable Shareholders' Agreement and the Companies Act, 2013.

The Restated Articles incorporate the rights and obligations agreed with CIPL, including governance rights, reporting obligations, reserved matters, transfer restrictions, and compliance mechanisms. These provisions are vital to reflect the updated contractual and shareholder relationship now that SIDBI has fully exited the Company.

In accordance with Section 14 of the Companies Act, 2013, adoption of a new set of Articles requires the approval of shareholders by way of a Special Resolution.

A copy of the restated Articles of Association is available for inspection at the registered office of the Company during business hours on all working days and shall also be available at the AGM.

The Board recommends passing of this resolution as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the said resolution, financially or otherwise, except to the extent of their shareholding in the Company.

FORM NO. MGT.12**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Janakalyan Financial Services Private Limited

Registered office: CD-193, Sector 1, Salt Lake -700064

BALLOT PAPER

S No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Share Face Value of Rs.10

I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2025, together with the Auditors' Report and Boards' Report thereon			
2.	Adoption of Restated Articles of Association of the Company to reflect the change in Investor from SIDBI to Credent Investment Private Limited.			

Place:

Date:

(Signature of the shareholder)

ATTENDANCE SLIP

I/We.....R/o.....

hereby record my/our presence at the 9th Annual General Meeting of the Company on Tuesday, 5th day of August, 2025 at 10.30 AM at CD-193, Sector-1, Salt Lake, Kolkata 700064.

Folio No. :
No. of Shares :

Signature of shareholder(s)/proxy

Note:

1. Electronic copy of the Annual Report for 2025 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.

2. Physical copy of the Annual Report for 2025 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

FORM No. MGT 11

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 the member (s):	E-mail ID:
	No. of shares held:
Registered address:	Folio No.

I/We being the member(s) of the above-named Company hereby appoint:

S.No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company to be held on Tuesday, 5th day of August, 2025 at 10.30 AM at CD-193, Sector-1, Salt Lake, Kolkata 700064 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolution	For	Against
1	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2025, together with the Auditors' Report and Board Report thereon		
2	Adoption of Restated Articles of Association of the Company to reflect the change in Investor from SIDBI to Credent Investment Private Limited.		

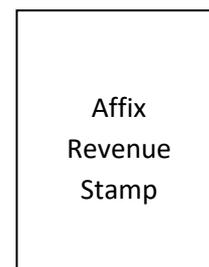
** It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this day of..... 2025

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....



Notes:

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. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member 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 or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 9th Annual General Meeting.
5. Please complete all details including details of member(s) in above box before submission.

ROUTE MAP OF THE AGM VENUE

VENUE: CD 193, SECTOR-1, SALLAKE KOLKATA- 700064

