



AGM NOTICE

Notice is hereby given that the 12th Annual General Meeting of the shareholders of Jagaran Microfin Private Limited (the 'Company') will be held on **Thursday, June 30, 2022 at 1100 hours** at the registered office of the company situated at **5th Floor, 38 Hemanta Basu Sarani, Kolkata – 700001** to transact the following businesses :

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statements of the company for the year ended on March 31, 2022 together with the Auditors' report and Boards' Report thereon.
2. To appoint a director in place of Mr Jaydeep Ghosh, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers for re-appointment.

Mr Jaydeep Ghosh is not disqualified from being appointed as a director in terms of section 164 of the Act. He is not related to any director or key managerial personnel of the Company. The Board recommends for consideration and approval of the shareholders.

To consider, and if thought fit, to pass the following resolution –

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr Jaydeep Ghosh, who retires by rotation, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

3. To appoint Mr Subrata Gupta (DIN - 06833844) as an Independent Director of the company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr Subrata Gupta (DIN - 06833844), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr Subrata Gupta's candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 11.04.2022 to 10.04.2027.

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Jagaran Microfin Private Limited

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

RESOLVED FURTHER THAT Ms Tanusree Ghosh, Company Secretary be and is hereby authorised to do the necessary filings with MCA.”

4. To appoint Mr Sandip Das (DIN : 09345602) as Non-Executive Non-Independent Director of the company

To consider and, if thought fit, pass, with or without modification(s), the following resolution :

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr Sandip Das (DIN : 09345602) who was appointed as an Non-Executive and Non-Independent (Additional) Director of the Company pursuant to the provisions of Section 149, 152 and 161 of the Act and who holds office upto the date of this General Meeting is hereby appointed as Non-Executive and Non-Independent Director of the Company, liable to retire by rotation and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act 2013 proposing his candidature for the office of director.

“**RESOLVED FURTHER THAT** Ms Tanusree Ghosh, Company Secretary be and is hereby authorised to sign and submit the requisite e-form to Ministry of Corporate Affairs (MCA) within such time and period as prescribed by the Companies Act, 2013.”

By order of the Board
For Jagaran Microfin Private Limited

Tanusree Ghosh
Company Secretary

Registered Office :
5th Floor, 38 Hemanta Basu Sarani,
Kolkata – 700001
Dated : 05.06.2022

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GSTN: 19AADCS8083R1ZC | CIN: U74210W B1993PTC057457



NOTES :

- A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy not 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.
- A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013. The representative so appointed, shall have the right to appoint a proxy.
- Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a copy of its board resolution/authorisation, etc., authorising their representative to attend the AGM on its behalf.
- The Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice are annexed.
- Members/proxies/authorized representatives are requested to submit the attendance slips duly filled in for attending the meeting. Members are requested to write their folio number in the attendance slip for attending the meeting.
- Pursuant to section 20(2) of the Companies Act, 2013 read with rule 35 of the Companies (Incorporation) Rules, 2014, as amended, Companies are permitted to send official documents to their shareholders electronically.
- Members are requested to kindly notify the Company of any changes in their addresses/email address so as to enable the Company to address future communication to their correct addresses.

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**Explanatory Statement
Pursuant to Section 102 (1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings**

Item No. 3

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr Subrata Gupta (DIN - 06833844), for the office of Independent Director of the Company.

Mr Subrata Gupta (DIN - 06833844) was the Managing Director of NABFINS Limited and have been associated with diverse projects in the area of rural development implemented by NABARD. He has mainly worked in the fields of project finance, rural infrastructure, micro finance, financial inclusion and banking technology, Information Technology, and in the internal training system of NABARD as a faculty member. At present he is working as a consultant to NABCONS in the area of Food Processing and Agri-infrastructure.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr Subrata Gupta fulfils the conditions specified in the Act for her appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr Subrata Gupta's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.5 of this Notice relating to the appointment of Mr Subrata Gupta as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. 11.04.2022 to 10.04.2027, for your approval.

Mr. Subrata Gupta has given declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Subrata Gupta fulfils the conditions specified in the Act for appointment as an Independent Director.

The Company has also received from Mr. Subrata Gupta:-

- (i) the consent in writing to act as Director
- (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

A copy of the draft appointment letter Mr. Subrata Gupta setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Mr Subrata Gupta is concerned or interested in the resolution of the accompanying notice relating to his own appointment. None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

The Board commends item no. 3 for consideration and approval of the shareholders.

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Item No. 4

Mr Sandip Das (DIN : 09345602) was appointed by the Board of Directors as Additional Non-Executive and Non-Independent Director of the Company on 11.04.2022, holds office only till the date of the forthcoming General Meeting, and is eligible for appointment.

Mr Sandip Das (DIN : 09345602) is a Chartered Accountant with wide experience. At present he is associated with GTFS Multi Services Limited and Astha Insurance Services Private Limited in the position of Director.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr Sandip Das has been received by the Company and consent has been filed by Mr Sandip Das pursuant to Section 152 of the Act.

Mr Sandip Das holds 25000 shares (0.051%) in the Company, in his individual capacity. Mr Sandip Das is not disqualified from being re-appointed as a director in terms of section 164 of the Act. None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

The Board recommends item no. 4 for consideration and approval of the shareholders.

By order of the Board
For Jagaran Microfin Private Limited

(Tanusree Ghosh)
Company Secretary

Dated : 05.06.2022

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Jagaran Microfin Private Limited

ATTENDANCE SLIP

(Please complete this attendance slip and hand over to the Company Secretary at the Meeting hall)

I, hereby record my presence at the 12th Annual General Meeting of Jagaran Microfin Private Limited held on **Thursday, June 30, 2022 at 1100 hours** at the registered office of the company situated at 5th Floor, 38 Hemanta Basu Sarani, Kolkata – 700001.

Name	
Address & email ID	
Folio no.	
No. of shares held	

I certify that I am the registered shareholder / proxy for the registered shareholder of the Company.

Signature of member / proxy

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Form No. MGT 11

PROXY FORM

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

Name, address and email ID of the shareholder(s)	
Folio no.	

I / we, being the member(s) of _____ shares of the above named Company, hereby appoint:

Name: _____

Address: _____

Signature: _____ or failing him/her;

Name: _____

Address: _____

Signature: _____ or failing him/her;

Name: _____

Address: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 12th Annual General Meeting of the Company on Thursday, June 30 at 1100 hours at the registered office of the company situated at 5th Floor, 38 Hemanta Basu Sarani, Kolkata - 700001 or / and at any adjournment thereof, in respect of such Resolutions as indicated below:

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SI No	Resolutions	Voted for	Voted against
1	To consider and adopt the audited Financial Statements of the company for the year ended March 31, 2022 together with the Auditors' report and Boards' Report thereon.		
2	To appoint a director in place of Mr Jaydeep Ghosh, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers for re-appointment.		
3	To appoint Mr Subrata Gupta (DIN - 06833844) as an Independent Director of the company.		
4	To appoint Mr Sandip Das (DIN : 09345602) as Non-Executive Non-Independent Director of the company.		

Signed this 3rd day of June 2022

Signature of proxy holder(s)

Signature of shareholder

Affix
Revenue
Stamp

Notes:

(1) The proxy, to be effective, should be deposited at the Registered Office of the Company **not less than FORTY-EIGHT HOURS** before the commencement of the meeting.

(2) A proxy need not be a member of the Company.

(3) The submission by a member of this Form of proxy will not preclude such member from attending in person and voting at the meeting.

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