



India Mortgage Guarantee Corporation Private Limited

Registered Office: T-10, Third Floor, Plot No.9, H.L.Plaza,Pocket-2, Sector-12, Dwarka, Delhi - 110075

CIN: U65922DL2006FTC153640

Web: www.imgc.com; E-mail: info@imgc.com;

Tel: +91 120 4898 000; Fax: +91 120 4898 181

NOTICE

Notice is hereby given that the 17th Annual General Meeting of the shareholders of India Mortgage Guarantee Corporation Private Limited (the “**Company**”), will be held on Friday, 25th August 2023 at 5:30 P.M. IST through video conferencing in accordance with General Circular No. 10/2022 dated December 28, 2022, passed by Ministry of Corporate Affairs to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt –

the financial statements of the Company for the year ended on March 31, 2023, along with the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and pass the following resolutions as Ordinary Resolutions:

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

SPECIAL BUSINESS:

2. Regularization of the appointment of Mr. Harun Rasid Khan (DIN:07456806) as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act 2013, including any statutory modification(s) and amendment(s) thereof, Articles of Association of the Company and Section 2.01(a) (Board Composition and Management), of the Amended and Restated Shareholders Agreement dated March 28, 2022, Mr. Harun Rasid Khan, who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 09, 2022, and who holds office up to the date of this AGM, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for the period of 2 (two) years from November 09, 2022, to November 08, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be authorized to fix the remuneration including sitting fees and any commissions payable to the Independent Director of the Company.

RESOLVED FURTHER THAT the Directors of the Company, Mr. Amit Bhachawat, Chief Financial Officer and Ms. Arpita Banerjee, Company Secretary of the Company be and are hereby severally authorized, for and on behalf of the Company, to sign (digitally or otherwise), file, represent and submit necessary documents that may be required to be submitted to various statutory authorities like the Office of the Registrar of Companies, Reserve Bank of India or any



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other statutory authority and to file necessary e-Forms with Registrar of Companies as may be necessary from time to time for giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT a copy of this resolution certified to be true by any of the Directors or Company Secretary of the Company be submitted to all necessary authorities who may be requested to act thereon.”

**By order of the Board
For India Mortgage Guarantee Corporation Private Limited**

Arpita Banerjee 

Place: Noida
Date: July 26, 2023

Arpita Banerjee
Company Secretary
(Membership No. A29715)



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Notes:

1. The 17th Annual General Meeting shall be held through Video Conferencing (VC), the link of the same is provided in the email sent to the shareholders.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto.
3. The recorded transcript of the meeting shall be maintained in the safe custody of the Company.
4. Members are also intimated that the convenience of different persons positioned in different time zones has been kept in mind before scheduling the meeting.
5. The VC facility allows two-way teleconferencing or WebEx for the ease of participation of the members and the participants are allowed to pose questions concurrently or can submit their questions in advance on the e-mail address “compliance@imgc.com”. The VC facility can allow at least 500 members to participate on a first-come-first-served basis.
6. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting i.e. from 5:15 p.m. IST and shall not be closed till the expiry of 15 minutes after such scheduled time i.e. till 5:45 p.m. IST.
7. Attendance of members through VC shall be counted to reckon the quorum under section 103 of the Act.
8. A proxy can be appointed under section 105 of the Act to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since this general meeting will be held through VC, where physical attendance of members, in any case, has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility of appointment of proxies by members will not be available for this meeting. However, in pursuance of section 112 and section 113 of the Act, representatives of the members may be appointed for participation and voting in the meeting held through VC.
9. A corporate member shall be deemed to be personally present only if it is represented in accordance with Section 113 of the Companies Act, 2013 i.e. only if the corporate member sends a certified true copy of the board resolution authorizing the representative to attend and vote at the 17th Annual General Meeting.
10. Members are also hereby informed that the registered email id of the Company for voting shall be “compliance@imgc.com. During the meeting held through VC, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails shall only be sent to the designated email address circulated by the Company in advance i.e. at “[compliance @imgc.com](mailto:compliance@imgc.com)”.



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11. A copy of the statutory registers, documents, the Auditor's Report, as prescribed under the Act and the documents pertaining to the special business are available for inspection by the Members at the Company's website (i.e. <https://imgc.com/>) up to the date of this 17th Annual General Meeting.

**By order of the Board
For India Mortgage Guarantee Corporation Private Limited**

Arpita Banerjee



Place: Noida
Date: July 26, 2023

Arpita Banerjee
Company Secretary
(Membership No. A29715)



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EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

ITEM NO. 2

REGULARIZATION OF ADDITIONAL DIRECTOR, MR. HARUN RASID KHAN (DIN:07456806) BY APPOINTING HIM AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Mr. Harun Rasid Khan was appointed as an Additional Independent Director with effect from November 09, 2022, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of the ensuing Annual General Meeting of the Company. The Board is of the view that Mr. Khan has relevant knowledge and experience in the financial sector and the same would be beneficial to the Company and hence it recommends the said resolution No. 2 for approval by the members of the Company.

Mr. Harun Rasid Khan retired as a Deputy Governor of the Reserve Bank of India in July 2016, after nearly 38 years of service. At RBI, he handled diverse areas and led major projects related to financial markets, payments and settlements systems, financial inclusion, foreign exchange management and banking regulation and supervision.

He was instrumental in the formulation of RBI's Payment System Vision 2018. He has overseen some of the major projects like the establishment of CCIL, Core Banking Solutions, revamping of NEFT and introduction of UPI for retail payment. A brief profile of Mr. Khan is as follows:

Name of Director	Harun Rasid Khan
Age (to be substantiated with date of birth)	68 Years 29-07-1954
Date of First Appointment	09-11-2022
Expertise in Specific Functional Area	Banking & Finance
Directorship/Partnership held in other Companies as on 31.03.2023.	AU Small Finance Bank Limited (Director)
No. of equity shares held in the Company.	Nil



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Director Identification No.	07456806
Qualification	<ul style="list-style-type: none">• Master's degree in political science from Utkal University.• Master's degree in philosophy from the School of International Studies of Jawaharlal Nehru University.
Experience	<ul style="list-style-type: none">• Deputy Governor of the Reserve Bank of India in July 2016 (2011-2016)• Executive Director of the Reserve Bank of India (2007-2011)• Nominee Director of NABARD/NHB
Relationship with other Directors, Manager and other KMPs of the Company	Not Applicable
Terms and Conditions of appointment/re-appointment and details of remuneration	As per the Letter of Appointment
Number of Meetings of the Board attended during the year.	2
Membership/ Chairmanship of Committees of Other Boards	5 (Chairman in one Committee and Member in 4 Committees)

Accordingly, this Ordinary Resolution is proposed to the members for their consideration and approval.

None of the Directors except Mr. Harun Rasid Khan, Key Managerial Persons, or their relatives are in any way concerned or interested in the said resolution.



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ATTENDANCE SLIP

I hereby record my presence at the 17th Annual General Meeting of the Company on Friday, August 25, 2023 at 5:30 P.M. IST through video conferencing.

Folio No./DP ID-Client ID :

Full Name of the Shareholder in Block Letters :

No. of Shares held :

Name of Proxy(if any) in Block Letters :

Signature of the Shareholder/ Proxy/ :

Representative*

* Strike out whichever is not applicable