



NOTICE

Notice is hereby given that the 18th Annual General Meeting of the shareholders of India Mortgage Guarantee Corporation Private Limited (the “**Company**”), will be held on Wednesday, August 14, 2024, at 04:00 p.m. IST through video conferencing (Deemed Venue: Registered Office of the Company) in accordance with General Circular No. 09/2023 dated September 25, 2023, passed by Ministry of Corporate Affairs to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and pass the following resolutions as **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted by the members of the Company.”

SPECIAL BUSINESS:

2. **Appointment of Mr. Supratim Bandyopadhyay (DIN: 03558215) 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 (“Act”) 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 applicable circular/notifications/guidelines/master direction issued by Reserve Bank of India, from time to time and pursuant to Articles of Associations of the Company and Section 2.01 (Board Composition and Management) of the Amended and Restated Shareholders’ Agreement dated February 01, 2024, Mr. Supratim Bandyopadhyay (DIN: 03558215), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 22, 2024, and who holds office up to the date of this AGM, in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for the period of 2 (two) years from March 22, 2024, to March 21, 2026, 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 any Director or Chief Financial Officer or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized for and on behalf of the Company to file necessary intimation with the Registrar of Companies using their digital signature certificate, submit letter/intimation to Reserve Bank of India or any other statutory

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authorities and to do all such acts, deeds, and things as may be considered necessary in connection with or incidental to give effect to the above resolution.

RESOLVED FURTHER THAT a copy of this resolution certified to be true by any of the Directors or Chief Financial Officer or Company Secretary & Compliance Officer 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**

Place: Noida, Uttar Pradesh
Date: July 12, 2024


Puneet Jolly
Company Secretary & Compliance Officer
(Membership No. A43608)



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Notes:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars 08th April, 2020, 13th April, 2020, 15th June, 2020, September 28, 2020, 31st December, 2020, 23rd June, 2021, 08th December, 2021, 05th May, 2022, 28th December, 2022, 25th September 2023 and other circulars issued from time to time (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), and the MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The 18th Annual General Meeting shall be held through Video Conferencing (VC), the link of the same is provided in the email sent to the shareholders.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto.
4. The recorded transcript of the meeting shall be maintained in the safe custody of the Company.
5. Members are also intimated that the convenience of different persons positioned in different time zones has been kept in mind before scheduling the meeting.
6. 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.
7. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
8. The attendance of members attending the meeting through VC shall be counted to reckon the quorum under section 103 of the Act.
9. The letter of appointment covering terms and conditions for appointment of Mr. Supratim Bandyopadhyay be and are hereby open for inspection at the registered office of the Company during business hours and the sample letter of appointment is available on website of the Company.
10. Members desirous of obtaining any information/clarification(s) concerning the accounts and operations of the Company or intending to raise any query are requested to forward the same at least 10 days before the date of the meeting to Company Secretary and Compliance Officer at the Registered Office of the Company, so that the same may be attended to appropriately.

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11. 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.
12. 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 18th Annual General Meeting.
13. 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".
14. A copy of register of director and key managerial personnel and their shareholding and register of contracts or arrangements and other 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 registered office up to the date of this 18th Annual General Meeting during the normal business hours from 09:00 a.m. to 06:00 p.m. on all working days, except Saturdays and Sundays and members can inspect such documents during the course of meeting. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members. Members seeking to inspect such documents can send an email to compliance@imgc.com.
15. Since the meeting is being held through video conference, there is no need to provide route map.
16. Shareholders holding equity capital shall have one vote per share.

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

Place: Noida, Uttar Pradesh
Date: July 12, 2024


Puneet Jolly
Company Secretary & Compliance Officer
(Membership No. A43608)



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EXPLANATORY STATEMENT

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

ITEM NO. 2

APPOINTMENT OF MR. SUPRATIM BANDYOPADHYAY (DIN: 03558215) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Pursuant to Section 149, 150, 152, 161 including rules made thereon and other applicable provisions of the Companies Act 2013 read with Schedule IV of the Companies Act, 2013 and other applicable laws, Mr. Supratim Bandyopadhyay (DIN: 03558215) was appointed as an Additional Independent Director with effect from March 22, 2024 by the Board of Directors of the Company as per the recommendation of Nomination Committee of the Company, in accordance 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.

Mr. Bandyopadhyay has the following experience and qualification:

- a. Mr. Supratim Bandyopadhyay holds an active Director Identification Number i.e. 03558215 and is registered with the Indian Institute of Corporate Affairs as required under the provisions of the Companies Act, 2013.
- b. He is a seasoned professional with 35 years of experience and worked with LIC of India, LIC Pension Fund Limited, and Pension Fund Regulatory and Development Authority at different senior positions, including Managing Director of LIC Pension Fund Limited.
- c. He has diverse expertise in finance, investment, and fund management of NBFCs and Housing Finance Company.
- d. Currently, he is on the Board of three companies as an Independent Director.
- e. He is a qualified Chartered Accountant.

Considering the rich experience, skills, abovementioned qualification and experience of Mr. Bandyopadhyay, the Board is in opinion that his appointment as an Independent Director would be beneficial for the Company and its business growth.

Accordingly, the Board, based on recommendation of Nomination Committee of the Company, on March 22, 2024 has appointed Mr. Supratim Bandyopadhyay (DIN: 03558215) as an Additional Director to hold office till the next Annual General Meeting and hence it recommends the said resolution No. 2 for approval by the members of the Company.

Details of Mr. Supratim Bandyopadhyay as per Secretarial Standard-2 is enclosed as **Annexure-A**.

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

None of the Directors, except Mr. Supratim Bandyopadhyay, 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 18th Annual General Meeting of the Company on Wednesday, August 14, 2024, at 04:00 p.m. IST through video conferencing (Deemed Venue: Registered Office of the Company).

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

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Annexure A

DETAILS OF NEW DIRECTORS PURSUANT TO SECRETARIAL STANDARD 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Supratim Bandyopadhyay
DIN	03558215
Date of Birth	17-01-1958
Age	66
Qualification	Chartered Accountant (Institute of Chartered Accountants of India)
Brief Profile & Experience	He is a seasoned professional with 35 years of experience and worked with LIC of India, LIC Pension Fund Limited, and Pension Fund Regulatory and Development Authority at different senior positions, including Managing Director of LIC Pension Fund Limited. He has diverse expertise in finance, investment, and fund management of NBFCs and Housing Finance Company.
Date of First Appointment on the Board	March 22, 2024
Directorship/Partnership held in other Companies as on date	1. Aditya Birla Sun Life AMC Limited 2. Canara HSBC Life Insurance Company Limited 3. Insecticides (India) Limited
Terms and Conditions of appointment/re appointment and details of remuneration	As per the Companies Act, 2013 and other applicable laws, including Letter of Appointment as available on website of the Company
No. of equity shares held in the Company.	Nil
Details of Remuneration sought to be paid (per annum).	Sitting Fees as approved by the Board
Remuneration last drawn (Rs. In Lakhs)	Sitting Fees as approved by the Board
Relationship with other Directors, Manager and other KMPs of the Company	Nil

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Number of Meetings of the Board attended during the year. (as on June 13, 2024)	One out of one (June 06, 2024)
Membership/ Chairmanship of Committees of Other Boards (as on June 13, 2024)	<p>1. Aditya Birla Sun Life AMC Limited</p> <ul style="list-style-type: none">a) Chairman – Risk Management Committeeb) Chairman – Unit Holders’ Protections Committeec) Member – Audit Committeed) Member – Nomination & Remuneration Committeee) Member – Product Committee <p>2. Canara HSBC Life Insurance Company Limited</p> <ul style="list-style-type: none">a) Chairman – Investment Committeeb) Chairman – Nomination & Remuneration Committeec) Member – Audit Committeed) Member – Risk Management Committee <p>3. Insecticides (India) Limited</p> <ul style="list-style-type: none">a) Chairman – Nomination & Remuneration Committeeb) Member – Audit Committeec) Member – Stakeholders Relationship Committee

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