



India Mortgage Guarantee Corporation Private Limited
Registered Office: A-47, Lower Ground Floor, Hauz Khas, New Delhi – 110016
CIN: U65922DL2006FTC153640
Tel: +91 124 465 4900; Web: www.imgc.com; E-mail: info@imgc.com

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the shareholders of India Mortgage Guarantee Corporation Private Limited (the “**Company**”), scheduled to be held on Thursday, 2nd day of April, 2020 at 2: 00 p.m. IST at Unit No. 405, 4th Floor, World Trade Tower, C-1, Sector 16, Noida – 201301, Uttar Pradesh has been adjourned and will be held at a shorter notice on Wednesday, 22nd day of April, 2020 at 2:00 p.m. IST through video conferencing in accordance with General Circular No. 14/2020 dated 8th April, 2020 passed by Ministry of Corporate Affairs to transact the following business:

SPECIAL BUSINESS:

I. INCREASE IN AUTHORISED EQUITY SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION (MOA) 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 the provisions of Sections 61 and 64 and all other applicable provisions of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 7 of the Articles of Association of the Company, directions issued by Reserve Bank of India, if any and all other applicable laws, rules and regulations, subject to receipt of consent of all of the Company’s shareholders under that certain Shareholders Agreement, dated February 3, 2012, as amended from time to time, the Authorised Share Capital of the Company is increased from existing INR 2,50,00,00,000 (Indian Rupees Two Hundred Fifty Crores Only) divided into 25,00,00,000 (Twenty Five Crore Only) Equity Shares of INR 10 (Indian Rupees Ten) each to INR 7,50,00,00,000 (Indian Rupees Seven Hundred and Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of INR 10/- (Indian Rupees Ten) each amounting to INR 5,00,00,00,000 (Indian Rupees Five Hundred Crores Only) and 25,00,00,000 (Twenty Five Crores) Preference Shares of INR 10/- (Indian Rupees Ten) each amounting to INR 2,50,00,00,000 (Indian Rupees Two Hundred and Fifty Crores Only).

RESOLVED FURTHER THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Shareholders of the Company, the existing clause V of the Memorandum of Association of the Company be substituted as follows:

“ V. The authorised share capital of the Company is Rs. 7,50,00,00,000 (Rupees Seven Hundred and Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores) equity shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 5,00,00,00,000 (Rupees Five Hundred Crores Only) and 25,00,00,000 (Twenty Five Crores) preference shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 2,50,00,00,000 (Rupees Two Hundred and Fifty Crores Only) with the power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential,



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rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may be permitted by the Companies Act, 2013 or Articles of Association of the Company for the time being.”

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company, be and are authorised to sign and file all necessary documents and forms as may be deemed necessary in this connection with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient for giving effect to these resolutions.”

By order of the Board

For India Mortgage Guarantee Corporation Private Limited

Sd/-

Place: Noida
Date: 15th April, 2020

Arpita Banerjee
Company Secretary

(Membership No. A29715)



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Notes:

1. The Extra-ordinary General Meeting shall be held through Video Conferencing (VC), the details of joining the meeting through VC is provided herein below:

Dial in details for Video Conferencing

- Meeting number (access code): 573 248 510
- Meeting password: 123654

Join by phone

Tap to call in from a mobile device (attendees only)

+91-11-6480-0114 India Toll (Delhi)

+1-650-479-3211 USA Toll

Join from a video system or application

Dial 573248510@imgc.webex.com

You can also dial 210.4.202.4 and enter your meeting number.

Join using Microsoft Lync or Microsoft Skype for Business

Dial 573248510.imgc@lync.webex.com

2. The recorded transcript of the meeting shall be maintained in the safe custody of the Company.
3. Members are also intimated that convenience of different persons positioned in different time zones has been kept in mind before scheduling the meeting.
4. 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 has the capacity to allow at least 500 members to participate on a first-come-first-served basis.
5. 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 1:45 p.m. IST and shall not be closed till the expiry of 15 minutes after such scheduled time i.e. till 2:15 p.m. IST.



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6. Attendance of members through VC shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
7. A proxy is allowed to 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 of 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.
8. 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 certified true copy of the board resolution authorizing the representative to attend and vote at the Extraordinary General meeting.
9. Members are also hereby informed that the registered email id of the Company for the purpose of 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”.
10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto.
11. Members are also informed that since notice for meeting has been served prior to the date of the General Circular No. 14/2020 dated 8th April, 2020, the framework proposed in this Circular may be adopted for the meeting in case the consent from members has been obtained in accordance with section 101(1) of the Act, and a fresh notice of shorter duration with due disclosures in consonance with this Circular is issued consequently. Accordingly, the consent form for providing approval for holding the Extra-ordinary general meeting at a shorter notice is appended with this notice.

EXPLANATORY STATEMENT

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

Item No. 1

In view of the proposed funding requirements of the Company, it is proposed to increase the existing Authorised Share Capital of the Company from existing INR 2,50,00,00,000 (Indian Rupees Two Hundred Fifty Crores Only) divided into 25,00,00,000 (Twenty Five Crore Only) Equity Shares of INR 10 (Indian Rupees Ten) each to INR 7,50,00,00,000 (Indian Rupees Seven Hundred and Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of INR 10/- (Indian Rupees Ten) each amounting to INR 5,00,00,00,000 (Indian Rupees Five Hundred Crores Only) and 25,00,00,000 (Twenty Five Crores) Preference Shares of INR 10/- (Indian Rupees Ten) each amounting to INR 2,50,00,00,000 (Indian Rupees Two Hundred and Fifty Crores Only). In addition, the Company's shareholders are expected to consent to these actions under the Shareholders Agreement, dated February 3, 2012, as amended from time to time.



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In view of the same, the Board of Directors of the Company in its meeting held on February 26, 2020, has proposed to increase the Authorised Share Capital of the Company by creation of authorised preference share capital of the Company.

The Board of Directors of your Company recommends passing of the said resolution as set out in the Notice as an Ordinary Resolution.

None of the Directors of the Company or their relatives are in any way, concerned or interested.

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

Place: Noida
Date: 15th April, 2020

Sd/-
Arpita Banerjee
Company Secretary

(Membership No. A29715)



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CONSENT FORM

Consent of shareholder for shorter notice pursuant to section 101(1) of the Companies Act, 2013

To
The Board of Directors
India Mortgage Guarantee Corporation Private Limited
A-47, Lower Ground Floor, Hauz Khas,
New Delhi – 110 016

I, Mr. [Name of Director], Director of[Name of Shareholder Company], vide CIN: having Registered Office at, holding[No. of Equity Shares] Equity Shares, vide Registered Folio No.[Folio No.], of Rs.[Paid-up Value of Shares] in the Company in the name of[Name of Shareholder Company], I do hereby give our consent on behalf of[Name of Shareholder Company], pursuant to section 101(1) of the Companies Act, 2013, to hold the Extra-Ordinary General Meeting on Wednesday, 22nd April, 2020 at 2:00 p.m. IST at a shorter notice.

For [Name of Shareholder Company]

[Name of Director]
DIN:
Address:
Date: