



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 16th Annual General Meeting of the shareholders of India Mortgage Guarantee Corporation Private Limited (the “**Company**”), will be held on Tuesday, 30th August, 2022 at 5:30 P.M. IST through video conferencing in accordance with General Circular No. 2/2022 dated 5th May, 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, 2022 along with the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and pass the following resolutions as an Ordinary Resolutions:

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31 March, 2022 and the reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. Appointment of Statutory Auditors:

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 Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s SCV & Co. LLP, Chartered Accountants, (Firm Registration No. 000235N/N500089) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this sixteenth Annual General Meeting till the conclusion of twenty first Annual General Meeting of the Company i.e. for the next 5 (five) financial years beginning from April 1, 2022 and ending on March 31, 2027, at a remuneration to be decided by the Board of Directors in consultation with the Auditors of the Company apart from taxes and reimbursement of out-of-pocket expenses.

RESOLVED FURTHER THAT the Directors of the Company, Mr. Mahesh Misra, Chief Executive Officer, 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 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.



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RESOLVED FURTHER THAT a copy of this resolution certified to be true by any of the Directors or Chief Executive Officer 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 20, 2022

Arpita Banerjee
Company Secretary
(Membership No. A29715)

Notes:

1. The 16th 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.



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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 16th 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”.
 11. A copy of the Memorandum and Articles of Association of the Company is available for inspection by the Members at the Corporate Office of the Company (Unit No. 405, 4th Floor, World Trade Tower, C-1, Sector 16, Noida- 201301) during business hours on all working days except Saturdays, up to the date of this 16th Annual General Meeting.

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



Arpita Banerjee

Place: Noida
Date: July 20, 2022

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

APPOINTMENT OF STATUTORY AUDITORS

The Board is hereby informed that at the conclusion of the sixteenth Annual General Meeting (“AGM”), M/s SCV & Co. LLP, Chartered Accountants (FRN: 000235N/N500089) shall be completing the term of their appointment as they were appointed to fill casual vacancy as per the provisions of the Companies Act, 2013. Hence there is a statutory requirement to appoint the Statutory Auditors of the Company.

SCV & Co. LLP, Chartered Accountants was established in 1960 and is an independent member of a Global association – Morison KSI. It has 12 partners and over 250 members strong team with offices in Delhi, Noida, Mumbai and Ludhiana.

Accordingly, as per the Section 139 of the Companies Act, M/s SCV & Co. LLP, Chartered Accountants (FRN: 000235N/N500089) is proposed to be appointed as the Statutory Auditors of the Company, for a period of 5 years, commencing from the conclusion of the sixteenth AGM until the conclusion of the twenty first AGM i.e., beginning from April 1, 2022 and ending on March 31, 2027.

The Board of Directors of the Company had approved the proposal for appointment of M/s SCV & Co. LLP, Chartered Accountants (FRN.: 00235N/N500089), as the Statutory Auditors of the Company in the meeting held on June 22, 2022.

M/s SCV & Co. LLP, Chartered Accountants (FRN.: 00235N/N500089), have conveyed their consent and eligibility in terms Section 139(1) of the Companies Act, 2013 vide letter dated May 27, 2022. M/s SCV & Co. LLP has also conveyed that their appointment if approved, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for appointment under the Companies Act, 2013 and RBI regulations.

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

None of the Directors, 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 16th Annual General Meeting of the Company on Tuesday, August 30, 2022 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