



## **NOTICE**

Notice is hereby given that the 12<sup>th</sup> Extraordinary General Meeting of the Members of India Mortgage Guarantee Corporation Private Limited (the “**Company**”) will be held on, Friday, June 19, 2026, at 05:00 P.M. IST through Video conferencing (Deemed Venue: Registered Office of the Company) transact the following business:

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1**

#### **ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Section 14 and other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and other rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable circulars, notifications and guidelines issued by the Reserve Bank of India from time to time, and subject to such other approvals, permissions, and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to alter and substitute the existing Articles of Association of the Company with the amended and restated Articles of Association, a copy whereof initialled by the Chairperson for the purpose of identification is placed before this Meeting as Annexure I, with effect from the date of passing of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient, including making such modifications and/or corrections as may be required by the Registrar of Companies, the Reserve Bank of India, or any other regulatory or statutory authority, to give full force and effect to this resolution.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary & Compliance Officer be and are hereby severally authorised to file the requisite forms, documents, and intimations with the Registrar of Companies, the Reserve Bank of India, and/or any other statutory or regulatory authority, and to do all such other acts, deeds, and things as may be necessary, proper, or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** a certified true copy of this resolution be furnished to all concerned authorities as and when required."

#### **ITEM NO. 2**

#### **REGULARIZATION OF THE RE-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 a **Special Resolution**:

**"RESOLVED THAT** pursuant to Sections 149, 150, 152, and other applicable provisions of the

**India Mortgage Guarantee Corporation Pvt. Ltd.**

4th Floor, Unit No. 405, World Trade Tower, C-1, Sector-16, Noida - 201301, UP, India

**Tel:** +91-120-489 8000 **Fax:** +91 120 4898 181 **E-mail:** info@imgc.com **Web:** www.imgc.com

**CIN:** U65922DL2006FTC153640

Registered Office: T-6 & 7, 3rd Floor, Plot No.9, H.L. Plaza, Pocket-2, Sector 12 Dwarka, New Delhi - 110075, India



Companies Act, 2013, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, Amended and Restated Shareholders Agreement dated May 13, 2026 and the applicable guidelines and circulars issued by the Reserve Bank of India from time to time, and based on the recommendation of the Board of Directors, and the declaration of independence received from Mr. Supratim Bandyopadhyay (DIN: 03558215), the consent of the Members be and is hereby accorded to the re-appointment of Mr. Supratim Bandyopadhyay as an Independent Director of the Company, not liable to retire by rotation, for a second term of 1 (One) year with effect from March 22, 2026, on such terms and conditions as the Board of Directors may determine.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) and/or the Company Secretary & Compliance Officer be and is hereby authorised to do all such acts, deeds, matters, and things, and to execute all such documents and writings, as may be necessary, desirable, or expedient to give full force and effect to this resolution, including filing the requisite forms and returns with the Registrar of Companies and the Reserve Bank of India.

**RESOLVED FURTHER THAT** a certified true copy of this resolution be furnished to all concerned authorities as and when required."

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

Place: Noida, Uttar Pradesh  
Date: May 28, 2026

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



**India Mortgage Guarantee Corporation Pvt. Ltd.**

4th Floor, Unit No. 405, World Trade Tower, C-1, Sector-16, Noida - 201301, UP, India  
**Tel:** +91-120-489 8000 **Fax:** +91 120 4898 181 **E-mail:** info@imgc.com **Web:** www.imgc.com  
**CIN:** U65922DL2006FTC153640

Registered Office: T-6 & 7, 3rd Floor, Plot No.9, H.L. Plaza, Pocket-2, Sector 12 Dwarka, New Delhi - 110075, India



**Notes:**

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 15<sup>th</sup> June 2020, 28<sup>th</sup> September 2020, 31<sup>st</sup> December 2020, 23<sup>rd</sup> June 2021, 8<sup>th</sup> December 2021, 5<sup>th</sup> May 2022, 28<sup>th</sup> December 2022, 25<sup>th</sup> September 2023, 19<sup>th</sup> September 2024, 22<sup>nd</sup> September 2025, and other circulars issued from time to time (collectively referred to as 'MCA Circulars') permitted the holding of the Extraordinary General Meeting ('EGM') 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 EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. The 12<sup>th</sup> Extraordinary General Meeting shall be held through Video Conferencing (VC), the link of the same is provided in the email sent to the members.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out all material facts concerning the special business under Item No. 1 and 2, is annexed hereto and forms part of this Notice of the Extraordinary General Meeting ("EGM Notice").
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 people 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 attending 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 a scheduled time.
8. Attendance of members through VC shall be counted to reckon the quorum under section 103 of the Act.
9. 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 the 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 vote in the meeting held through VC.
10. A corporate member shall be deemed to be personally present at the Extraordinary General Meeting only if it is represented in accordance with Section 113 of the Companies Act, 2013, by a representative duly authorised through a certified true copy of the board resolution empowering such representative to attend and vote at the meeting.

**India Mortgage Guarantee Corporation Pvt. Ltd.**

4th Floor, Unit No. 405, World Trade Tower, C-1, Sector-16, Noida - 201301, UP, India

**Tel:** +91-120-489 8000 **Fax:** +91 120 4898 181 **E-mail:** info@imgc.com **Web:** www.imgc.com

**CIN:** U65922DL2006FTC153640

Registered Office: T-6 & 7, 3rd Floor, Plot No.9, H.L. Plaza, Pocket-2, Sector 12 Dwarka, New Delhi - 110075, India



11. Members are hereby informed that the registered email address of the Company for voting is "compliance@imgc.com". If a poll is required on any item during the meeting held through VC, Members shall cast their votes only by sending an email from their email addresses registered with the Company to the designated email address circulated in advance, namely "compliance@imgc.com".
12. A copy of the Articles of Association of the Company, together with the proposed alterations, is available for inspection by the Members at the Corporate Office of the Company at Unit No. 405, 4th Floor, World Trade Tower, C-1, Sector 16, Noida – 201301, during business hours on all working days, except Saturdays and Sundays, up to the date of the 12<sup>th</sup> Extraordinary General Meeting.
13. 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 12<sup>th</sup> Extraordinary 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](mailto:compliance@imgc.com).
14. As the meeting is being held through video conferencing, the requirement to provide a route map does not apply.
15. Each equity shareholder shall be entitled to one vote for every equity share held.

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

Place: Noida, Uttar Pradesh  
Date: May 28, 2026

**Puneet Jolly**  
**Company Secretary & Compliance Officer**  
(Membership No. 443608)



**India Mortgage Guarantee Corporation Pvt. Ltd.**

4th Floor, Unit No. 405, World Trade Tower, C-1, Sector-16, Noida - 201301, UP, India  
**Tel:** +91-120-489 8000 **Fax:** +91 120 4898 181 **E-mail:** info@imgc.com **Web:** www.imgc.com  
**CIN:** U65922DL2006FTC153640

Registered Office: T-6 & 7, 3rd Floor, Plot No.9, H.L. Plaza, Pocket-2, Sector 17 Dwarka, New Delhi - 110075, India



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

**ITEM NO. 1**

**ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

The Members are informed that the shareholders of the Company are parties to an Amended and Restated Shareholders' Agreement dated May 13, 2026 (the "**Amended and Restated SHA**"), which governs, inter alia, the rights and obligations of the shareholders, governance and board composition matters, and such other provisions as mutually agreed upon by the shareholders.

In order to give full legal effect to the provisions of the Amended and Restated SHA and to ensure alignment between the constitutional documents of the Company and the contractual arrangements among its shareholders, it has become necessary and expedient to amend and restate the existing Articles of Association of the Company.

Accordingly, the Draft Amended and Restated Articles of Association (the "**Draft Articles**") have been prepared and are enclosed as **Annexure I** to this Notice. The key changes proposed in the Draft Articles are summarised below:

1. **Board Representation:** Genworth and Sagen shall each be authorised to appoint four (4) shareholder representatives on the Board of Directors of the Company.
2. **Board Committees:** Genworth and Sagen shall be entitled to constitute committees of the Board, in addition to the statutory committees as may be required under applicable law.
3. **Chairperson of the Board:** It is clarified that the next right to appoint a Chairperson of the Board vests with Sagen, given that the term of the Genworth nominee Chairperson is expired in March 2026. It is expressly clarified that this is not a new construct but is a clarificatory provision incorporated in the Draft Articles solely to avoid any ambiguity in interpretation.

Pursuant to Section 14 of the Companies Act, 2013, any alteration of the Articles of Association of a company requires approval of the shareholders by way of a **Special Resolution**.

The Board of Directors has, by way of Circular Resolution No. CR No. 14/2026-27, considered and approved the Draft Amended and Restated Articles of Association and recommended the same for adoption by the Members at this Extraordinary General Meeting.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the passing of this resolution as a **Special Resolution**.

**India Mortgage Guarantee Corporation Pvt. Ltd.**

4th Floor, Unit No. 405, World Trade Tower, C-1, Sector-16, Noida - 201301, UP, India  
**Tel:** +91-120-489 8000 **Fax:** +91 120 4898 181 **E-mail:** info@imgc.com **Web:** www.imgc.com  
**CIN:** U65922DL2006FTC153640

Registered Office: T-6 & 7, 3rd Floor, Plot No.9, H.L. Plaza, Pocket-2, Sector 12 Dwarka, New Delhi - 110075, India



**ITEM NO. 2**

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

Mr. Supratim Bandyopadhyay (DIN: 03558215) was first appointed as an Independent Director of the Company for a term commencing on March 22, 2024. His appointment was approved by the Members at the 18th Annual General Meeting held on August 14, 2024. His first term expired on March 21, 2026.

Based on the performance evaluation conducted by the Board, and as placed before and duly approved by the Nomination Committee, the Board of Directors at its meeting held on February 26, 2026, approved the re-appointment of Mr. Supratim Bandyopadhyay for a second term as an Additional Independent Director. However, since such re-appointment requires approval of the Members by way of a Special Resolution under Section 149(10) of the Companies Act, 2013, the matter is being placed before the Members at this Extraordinary General Meeting for regularisation and approval in accordance with the applicable provisions of the Companies Act, 2013 and the guidelines and circulars issued by the Reserve Bank of India from time to time.

Mr. Bandyopadhyay has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013, and the applicable RBI guidelines.

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 37 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) He is presently serving on the Board of Seven (7) companies, other than IMGC, in the capacity of 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 re-appointment as an Independent Director would be beneficial for the Company and its business growth.

Further, Mr. Bandyopadhyay has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

Mr. Bandyopadhyay has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his

**India Mortgage Guarantee Corporation Pvt. Ltd.**

4th Floor, Unit No. 405, World Trade Tower, C-1, Sector-16, Noida - 201301, UP, India  
Tel: +91-120-489 8000 Fax: +91 120 4898 181 E-mail: info@imgc.com Web: www.imgc.com  
CIN: U65922DL2006FTC153640



registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Bandyopadhyay is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

Details of Mr. Supratim Bandyopadhyay as per Secretarial Standard -2 is enclosed as Annexure - II:

Mr. Supratim Bandyopadhyay is interested in the resolution to the extent of his own re-appointment. None of the other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the passing of this resolution as a Special Resolution.

**India Mortgage Guarantee Corporation Pvt. Ltd.**

4th Floor, Unit No. 405, World Trade Tower, C-1, Sector-16, Noida - 201301, UP, India  
**Tel:** +91-120-489 8000 **Fax:** +91 120 4898 181 **E-mail:** info@imgc.com **Web:** www.imgc.com  
**CIN:** U65922DL2006FTC153640



**ANNEXURE - II**

**DETAILS OF MR. SUPRATIM BANDYOPADHYAY**  
(Pursuant to Revised Secretarial Standard – 2 on General Meetings)

Name of Director	Supratim Bandyopadhyay
DIN	03558215
Date of Birth	17-01-1958
Age	68
Qualification	Chartered Accountant (Institute of Chartered Accountants of India)
Brief Profile & Experience	He is a seasoned professional with 37 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	<ol style="list-style-type: none"> <li>1. Aditya Birla Sun Life AMC Limited</li> <li>2. Canara HSBC Life Insurance Company Limited</li> <li>3. Insecticides (India) Limited</li> <li>4. Ashika Credit Capital Limited</li> <li>5. MFC Technologies Private Limited</li> <li>6. AXIS Pension Fund Management Limited</li> <li>7. Finlabs India Private Limited</li> </ol>
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
Number of Meetings of the Board attended during the	4 (Four) out of 4 (Four)

**India Mortgage Guarantee Corporation Pvt. Ltd.**

4th Floor, Unit No. 405, World Trade Tower, C-1, Sector-16, Noida - 201301, UP, India  
**Tel:** +91-120-489 8000 **Fax:** +91 120 4898 181 **E-mail:** info@imgc.com **Web:** www.imgc.com  
**CIN:** U65922DL2006FTC153640



<p>year. (From April 01, 2025 – May 26, 2026)</p>	
<p>Membership/ Chairmanship of Committees of Other Boards (as on May 26, 2026)</p>	<ol style="list-style-type: none"> <li>1. Aditya Birla Sun Life AMC Limited             <ol style="list-style-type: none"> <li>a) Chairman – Risk Management Committee</li> <li>b) Chairman – Unit Holders’ Protections Committee</li> <li>c) Member – Audit Committee</li> <li>d) Member – Nomination &amp; Remuneration Committee</li> <li>e) Member – Product Committee</li> </ol> </li>   <li>2. Canara HSBC Life Insurance Company Limited             <ol style="list-style-type: none"> <li>a) Chairman – Investment Committee</li> <li>b) Chairman – Nomination &amp; Remuneration Committee</li> <li>c) Member – Audit Committee</li> <li>d) Member – Risk Management Committee</li> <li>e) Member – IT Strategy Committee</li> </ol> </li>   <li>3. Insecticides (India) Limited             <ol style="list-style-type: none"> <li>a) Chairman – Nomination &amp; Remuneration Committee</li> <li>b) Member – Audit Committee</li> <li>c) Member – Stakeholders Relationship Committee</li> </ol> </li>   <li>4. Ashika Credit Capital Limited             <ol style="list-style-type: none"> <li>a) Member – Nomination &amp; Remuneration Committee</li> </ol> </li>   <li>5. AXIS Pension Fund Management Limited             <ol style="list-style-type: none"> <li>a) Chairman – Investment Committee</li> <li>b) Member – Audit Committee</li> <li>c) Member – Nomination &amp; Remuneration Committee</li> </ol> </li> </ol>

**India Mortgage Guarantee Corporation Pvt. Ltd.**

4th Floor, Unit No. 405, World Trade Tower, C-1, Sector-16, Noida - 201301, UP, India

**Tel:** +91-120-489 8000 **Fax:** +91 120 4898 181 **E-mail:** info@imgc.com **Web:** www.imgc.com

**CIN:** U65922DL2006FTC153640

Registered Office: T-6 & 7, 3rd Floor, Plot No.9, H.L. Plaza, Pocket-2, Sector 12 Dwarka, New Delhi - 110075, India



### ATTENDANCE SLIP

I hereby record my presence at the 12<sup>th</sup> Extra Ordinary General Meeting of the Company 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 (Not Applicable for General Meetings held through VC)~~ :

Signature of the Shareholder/~~Proxy~~/ Representative\* :

\* Strike out whichever is not applicable

**India Mortgage Guarantee Corporation Pvt. Ltd.**

4th Floor, Unit No. 405, World Trade Tower, C-1, Sector-16, Noida - 201301, UP, India

**Tel:** +91-120-489 8000 **Fax:** +91 120 4898 181 **E-mail:** info@imgc.com **Web:** www.imgc.com

**CIN:** U65922DL2006FTC153640

Registered Office: T-6 & 7, 3rd Floor, Plot No.9, H.L. Plaza, Pocket-2, Sector 12 Dwarka, New Delhi - 110075, India