



## SUBHLAKSHMI FINANCE PRIVATE LIMITED

**CIN:** U67120PB1996PTC017604, **Corporate Office:** 04<sup>th</sup> Floor, Plot no. 55 P, Sector 44 Gurugram, Haryana-122003, **Registered Office:** H. No, 336, Guru Nanak Colony, Gali No-2, Sangrur, Punjab-148001  
**Ph:** +0124-4233318; **E-mail:** corporate.compliance@subhlakshmi.in; **Website:** www.subhlakshmi.in

### NOTICE

NOTICE is hereby given that the 25<sup>th</sup> Annual General Meeting of the Company of the Members of **Subhlakshmi Finance Private Limited** will be held on Wednesday, **30<sup>TH</sup> day of December 2020 at 12:00 P.M.** at the Corporate office of the Company situated at 4<sup>th</sup> Floor, Plot No. 55 P Sector 44, Gurugram, Haryana -122003 along with the facility of attending meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) amid Covid19 Pandemic, at a shorter notice, to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the Financial year ended 31<sup>st</sup> March 2020 including audited balance sheet as at 31<sup>st</sup> March, 2020, the Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2020 and Cash flow statements for the year ended 31<sup>st</sup> March 2020 along with schedules and notes on that date and the reports of the Board of Directors and auditors thereon.

#### SPECIAL BUSINESS

2. REGULARISATION OF MR. DURGESHWAR KUMAR MISHRA (DIN 05155290) AS 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** Mr. Durgeshwar Kumar Mishra (DIN: 05155290), who was appointed as an Additional Director with effect from 19th February 2020 on the Board of Directors of the Company in terms of provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the company.

**RESOLVED FURTHER THAT** Mr. Sanjeev Kumar Yadav (Executive Director and CEO) and Mr. Bipin Bihari Sharma (Executive Director and CFO) of the company be and are hereby authorized jointly and/or severally, as the case may be, to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

3. **CHANGE IN DESIGNATION OF MR. DURGESHWAR KUMAR MISHRA (DIN: 05155290) FROM NON-EXECUTIVE DIRECTOR TO WHOLE TIME 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 provisions of Sections 152, 196 of the Companies Act, 2013 and any other applicable provisions thereof and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (to the extent applicable on Private Company) and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the change in designation of Mr. Durgeshwar Kumar Mishra (DIN: 05155290) from Non-Executive Director to Whole-time Director of the Company for a period of 5 years effective from 26<sup>th</sup> August, 2020, on the terms and conditions of appointment and remuneration as approved by the Board of Directors.”

**RESOLVED FURTHER THAT** Mr. Sanjeev Kumar Yadav (Executive Director and CEO) and Mr. Bipin Bihari Sharma (Executive Director and CFO) of the company be and are hereby authorized jointly and/or severally, as the case may be, to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

4. **REGULARISATION OF DR. KANWAL ANIL (DIN: 08345935) AS 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** Dr. Kanwal Anil (DIN: 08345935), who was reappointed as an Additional - Independent Director of the Company with effect from 19<sup>th</sup> February 2020 in terms of Section 149 and 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), be and is hereby reappointed as Independent Director of the Company for a term of two (2) consecutive years with effect from 19<sup>th</sup> February, 2020 to 18<sup>th</sup> February, 2022, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Sanjeev Kumar Yadav (Executive Director and CEO) and Mr. Bipin Bihari Sharma (Executive Director and CFO) of the company be and are hereby authorized jointly and/or severally, as the case may be, to execute all such documents and papers and to do all such acts, deeds and things as may considered expedient and necessary along with the filing of necessary e-forms with respect to said appointment with the Registrar of Companies.”

5. **APPROVAL FOR ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

**“RESOLVED THAT** pursuant to the provisions of section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association

be and are hereby approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

**RESOLVED FURTHER THAT** Mr. Sanjeev Kumar Yadav (Executive Director and CEO) and Mr. Bipin Bihari Sharma (Executive Director and CFO) or Deep Shubham, Company Secretary of the Company, be and are hereby severally authorised to issue/ provide certified true copies of these resolutions."

**By order of the Board of Directors**

Date: 29<sup>th</sup> December 2020  
Place: Gurugram, Haryana

Sd/-  
(Deep Shubham)  
Company Secretary  
Membership No - A46896

## NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through VC /OAVM. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the members may also avail the facility to attend the AGM of the Company through VC /OAVM. The meeting link shall be shared in advance for availing such facility at the registered email Id’s of the members.
2. An explanatory statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM, facility of attending meeting is also provided through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/ Authorization shall be sent to the Company Secretary by email through its registered email address to [corporate.compliance@subhlakshmi.in](mailto:corporate.compliance@subhlakshmi.in).
5. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to the Members on their registered email addresses with the Company.
6. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the AGM and other statutory registers shall be available for inspection by the Members at the Corporate office of the Company during business hours 10:00 A.M. to 04:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.
7. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.
8. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### In respect of item No. 2 & 3

The Board at its meeting held on 19<sup>th</sup> February 2020 appointed Mr. Durgeshwar Kumar Mishra (DIN 05155290) as Additional Director with effect from such Board meeting date pursuant to Section 161 of the Companies Act, 2013 ("the act"). Further, the Board approved the change in designation of Mr. Durgeshwar from Non-Executive Director to Whole Time Director of the Company in their meeting held on 26<sup>th</sup> August 2020 subject to the shareholders' approval. Hence, as per the provisions of the act, he will hold office up to the date of this Annual General Meeting.

Further, the Company has received consent in writing to act as director and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Durgeshwar as Whole time Director of the Company. Brief profile of Mr. Durgeshwar Kumar Mishra is given below for reference of the member:

Mr. Durgeshwar holds a PG Diploma in Rural Management with over 20 years of experience in microfinance. He has handled almost all key functions including Microfinance Operations, Internal Audit, Monitoring & Reporting, Fund Mobilization, Finance & Accounts and Administration department, IT, Insurance and HR.

In addition to the above, the Board is of the view that the appointment of Mr. Durgeshwar Kumar Mishra (DIN 05155290), on the Company's Board as Whole time Director is desirable and would be beneficial to the Company and hence it recommends to the shareholders to approve the changer his designation from Non-Executive Director to Whole-time Director of the Company for a period of 5 years effective from 26<sup>th</sup> August, 2020, on the terms and conditions of appointment and remuneration as approved by the Board of Directors through the said Resolution No. 2 & 3 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company other than Mr. Durgeshwar Kumar Mishra, are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the **Ordinary Resolution** set out at Item no.2 & 3 of the Notice for approval by the members

### In respect of item No. 4

Dr. Kanwal Anil (DIN: 08345935), was re-appointed as an Additional - Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on 19<sup>th</sup> February 2020, with effect from such Board meeting date on the proposal of management and the interest shown

by her to be reappointed as the Independent Director of the Company for the second tenure. In accordance with provisions of the Companies Act, 2013, she will hold office up to the date of the Annual General Meeting of the Company.

Further, as per the provisions of Section 149 of the Companies Act, 2013 and rules made thereunder, no independent director shall hold office for more than two consecutive terms, Since, Dr. Kanwal is reappointed for her second term, therefore, is eligible for reappointment as Independent Director of the Company and considering the knowledge, experience and contribution given by her to the Board, her continued association would benefit the Company. Therefore, it is desirable to consider her re-appointment for another term.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Dr. Kanwal Anil (DIN: 08345935) from Additional Independent Director to Independent Director of the Company for a term of two (2) consecutive years with effect from 19th February 2020 to 18th February, 2022, and whose office shall not be liable to retire by rotation.

The Company has also received a declaration from Dr. Kanwal Anil declaring that she meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company other than Dr. Kanwal Anil, are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the **Ordinary Resolution** set out at Item no.4 of the Notice for approval by the members.

#### **In respect of item No. 5**

The promoters of the Company have executed a Shareholders Agreement (“SHA”) amongst themselves, the terms of the same has been accorded and reviewed by the Board in their meeting held on 26<sup>th</sup> August 2020. The SHA includes the rights, obligations of the shareholders and provisions related to the management and the authorities in the company. Further, the purpose of the agreement is to protect the interests of the shareholders.

In view of the above, it is proposed to amend / alter the existing Articles of Association of the Company so as to incorporate the relevant provisions of the said Shareholders Agreement into the articles of the Company and adopt new set of Articles of Association in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

Accordingly, the Board recommends the resolution for the approval of the Shareholders of the Company.

**By order of the Board of Directors**

Date: 29<sup>th</sup> December 2020  
Place: Gurugram, Haryana

Sd/-  
(Deep Shubham)  
Company Secretary  
Membership No - A46896

## Route Map of 25<sup>th</sup> Annual General Meeting

