

RGVN (NORTH EAST) MICROFINANCE LTD.

Registered Office

House No. 2, Padma Path
Zoo Road Tiniali, Bye-Lane No. 8,
Guwahati- 781 024, Assam, India

CIN U65923AS2008 PLC 00 8742



Contact Details

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Ref No. :

Date :

NOTICE

Notice is hereby given that 3rd Extra – ordinary General Meeting of the members of the Company for the FY 2015-2016 will be held at the Board Room of Hotel Lilly, 6th Mile, Khanapara, Guwahati, on 11th day of March, 2016 at 12.30 p.m. to transact the following business :-

Item no. 1

APPROVAL FOR SLUMP SALE OF BUSINESS OF RGVN (NORTH EAST) MICROFINANCE LIMITED TO WHOLLY OWNED SUBSIDIARY SMALL FINANCE BANKING COMPANY

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

“RESOLVED THAT the process of slump sale be and is hereby approved by the members of the Company for transfer/sale of business of RGVN (North East) Microfinance Limited to the wholly owned Small Finance Banking Company.”

Item no. 2

APPROVAL FOR REGISTRATION OF RGVN (NORTH EAST) MICROFINANCE LIMITED AS AN INVESTMENT COMPANY/ CORE INVESTMENT COMPANY

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

“RESOLVED THAT the consent of the members be and is hereby given to register RGVN (North East) Microfinance Limited as a Core Investment Company before the date of commencement of business by the Small Finance Banking Company .”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Ms. Rupali Kalita, Managing Director of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as deem necessary for the purpose of giving effect to the aforesaid resolution.”

For RGVN (North East) Microfinance Limited

Rupali Kalita

Company Secretary

APPROVAL OF CAPITAL STRUCTURE

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

"RESOLVED THAT the capital structure of Small Finance Bank, be and is hereby, approved by the members of the Company."

Item no. 4

APPROVAL OF ARTICLES OF ASSOCIATION & MEMORANDUM OF ASSOCIATION OF THE SMALL FINANCE BANKING COMPANY

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

"RESOLVED THAT the Memorandum of Association & Articles of Association of North East Small Finance Bank, proposed to be incorporated as Small Finance Banking Company, be and is hereby, approved by the members of the Company subject to the approval by Reserve Bank of India."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Ms. Rupali Kalita, Managing Director of the Company, be and is hereby authorised to make all such necessary additions, corrections, modifications, alterations, deletions as may be suggested by Reserve Bank of India and ROC, Shillong and to do all such acts, deeds, matters and things as deem necessary for the purpose of giving effect to the aforesaid resolution."

Notes:

- The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Notice set out above is annexed hereto.
- A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxy Form is enclosed herewith.
- The members are requested to fill, stamp, sign & deliver the proxy form within 48 hours of the date of meeting. An instrument of Proxy will be valid only if it is properly stamped & signed. Unstamped, unsigned or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
- The Proxy-holder shall prove his identity at the time of attending the Meeting.

Date: - 4th March, 2016

BY ORDER OF THE BOARD
For RGVN (North East) Microfinance Limited

Pragati Mohan

(Pragati Mohan) Company Secretary
Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item No. 1-4 of the accompanying Notice dated 4th February, 2016 :-

ITEM No. 1

RGVN (North East) Microfinance Limited will promote a Small Finance Banking Company and will transfer the permissible identified business of RGVN (North East) Microfinance Limited into the Small Finance Banking entity. Slump sale being proposed as the appropriate means of transferring the business of RGVN (North East) Microfinance Limited to the Small Finance Banking entity, the members consent is hereby required to approve the process of slump sale.

Accordingly,

The Board of Directors recommends the resolution set out in item no. 1 of the notice for your approval by means of special resolution.

None of the Directors, Key Managerial persons and their relatives are in any way concerned or interested in the said resolution.

ITEM No. 2

Pursuant to the Small Finance Bank in-principle approval given by Reserve Bank of India vide their letter dated 7th October 2015, the promoting entity of a Small Finance Bank shall be registered as an Investment Company or a Core Investment Company before the date of commencement of business by the Small Finance Bank. Hence, RGVN (North East) Microfinance Limited being a promoting entity shall be registered either as an Investment Company or a Core Investment Company as per the RBI guidelines.

Accordingly,

The Board of Directors recommends the resolution set out in item no. 2 of the notice for your approval by means of special resolution.

None of the Directors, Key Managerial persons and their relatives are in any way concerned or interested in the said resolution.

ITEM No. 3

As RGVN (North East) Microfinance Limited is proposed to be a holding company of the new Small Finance Bank and the capital structure of the Small Finance Bank is also required to be approved the members. The members are requested to approve the proposed capital structure as attached with the notice.

Accordingly,

The Board of Directors recommends the resolution set out at item no. 3 of the notice for your approval by means of special resolution.

For RGVN (North East) Microfinance Limited

Pragati Nour

Company Secretary

None of the Directors, Key Managerial persons and their relatives are in any way concerned or interested in the said resolution.

ITEM No. 4

Pursuant to the Small Finance Bank in-principle approval given by Reserve Bank of India vide their letter dated 7th October 2015, RGVN (North East) Microfinance Limited has to promote/incorporate a new Small Finance Banking Company to comply with the guidelines laid down by Reserve Bank of India. In order to promote/incorporate a Small Finance Banking Company, it is required to submit the Memorandum of Association & Association of Association of the Small Finance Banking Company with Registrar of Companies, Shillong and Reserve Bank of India. Hence, members of the Company are requested to go through the Memorandum of Association & Association of Association for the Small Finance Banking Company attached to this notice and give their approval to incorporate a new Small Finance Banking Company. Further, an authority is required to be given to Ms. Rupali Kalita, Managing Director of the Company, to make all such necessary additions, corrections, modifications, alterations, deletions as may be suggested by Reserve Bank of India and Registrar of Companies, Shillong and to do all such acts, deeds, matters and things as deem necessary in this regard.

Accordingly,

The Board of Directors recommends the resolution set out at item no. 4 of the notice for your approval by means of special resolution.

None of the Directors, Key Managerial persons and their relatives are in any way concerned or interested in the said resolution.

Date: - 4th March, 2016

BY ORDER OF THE BOARD

For RGVN (North East) Microfinance Limited

Pragati Mour
(Pragati Mour)
Company Secretary