

RGVN (NORTH EAST) MICROFINANCE LIMITED

Registered Office- House No-5,
2nd Floor, Nandanpur Path,
Basistha Road, Beltola, Guwahati,
Kamrup (M), Assam 781028



Contact Details

Phone: +91 8876633121

Email: rgvn.nbfc.admn@gmail.com

Website: www.rgvnemfl.com

CIN-U65923AS2008PLC008742

NOTICE

Notice is hereby given that the **14th Extraordinary General Meeting** of **RGVN (North East) Microfinance Limited** will be held on **Friday, the 29th day of September, 2023** through Other Audio Visual Means ("OAVM") at House No-5, 2nd Floor, Nandanpur Path, Basistha Road, Beltola, Guwahati, Kamrup (M), Assam 781028 at **11.00 A.M.** to seek the consent of the shareholders of the Company ("Members"), for the resolution appended herein:

SPECIAL BUSINESS:

ITEM NO.1: TO APPROVE THE RE-APPOINTMENT OF MR. RAMANATHAN ANNAMALAI (DIN-02645247) AS AN INDEPENDENT DIRECTOR OF THE COMPANY W.E.F. 25.08.2023

(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 Section 149 and Section 152 of the Companies Act, 2013 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and as per Rule 4 Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment(s) thereof, for the time being in force), and as per the Articles of Association of Company, consent of the members be and is hereby accorded to re-appoint Mr. Ramanathan Annamalai (DIN-02645247) as an Independent Director of the Company who was re-appointed by the Board of Directors w.e.f. 25.08.2023 for another period of 3 years or till the completion of the merger process of RGVN(NE)MFL, whichever is earlier, subject to the approval of RBI."

**By order of the Board of Directors
For RGVN (NORTH EAST) MICROFINANCE LIMITED**



Narayan Debnath

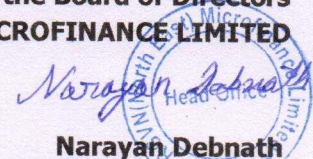
**Narayan Debnath
Company Secretary & Compliance Officer
M. No. A61794**

**Place: Guwahati
Date: 07.09.2023**

NOTES

1. A statement setting out material facts pursuant to section 102 of the Companies Act, 2013 (the Act) with respect to the items covered under special business of the notice is annexed hereto.
2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered office of the Company during the business hours on all working days.
4. In the light of MCA Circulars No.11/2022 dated 28th December, 2022, the company is conducting EGM through "Other Audio Visual Means" mode hence the route map is not annexed to this Notice.
5. Members desiring any information with regard to EGM are requested to write to the Company at cs@rgvnnemfl.com at an early date so as to enable the management to keep the information ready. For any clarification or help kindly contact us at +91-60000-90323.
6. Members will be provided with a facility to attend the EGM through "Other Audio Visual Means". The Facility for joining EGM through 'Other Audio Visual Means' shall open at least 15 minutes before the commencement of the Meeting.
7. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. Since the EGM is being held through "Other Audio Visual Means", hence the facility for appointment of proxies by the members will not be available. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice.
8. The Chairman of the meeting shall, at the EGM, at the end of discussion on the resolution on which voting is to be held, allow voting, for all those Members who are present during the EGM through 'other Audio Visual Means'. The Chairman may decide to conduct the voting by show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. Where a poll on any item is required, the members shall cast their vote on the resolution only by sending email through their registered email ids to cs@rgvnnemfl.com.

**By order of the Board of Directors
For RGVN (NORTH EAST) MICROFINANCE LIMITED**


Narayan Debnath
Head Office

Narayan Debnath
Company Secretary & Compliance Officer
M. No. A61794

**Place: Guwahati
Date: 07.09.2023**

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1: TO APPROVE THE RE-APPOINTMENT OF MR. RAMANATHAN ANNAMALAI (DIN-02645247) AS AN INDEPENDENT DIRECTOR OF THE COMPANY W.E.F. 25.08.2023

Mr. Ramanathan Annamalai was appointed as an Independent Director of the Company to fill up the casual vacancy whose term has expired on 24.08.2023. Accordingly, the Board in its 104th Board Meeting held on 22.08.2023 has re-appointed him as an Independent Director of the Company w.e.f. 25.08.2023 for another period of Three years or till the completion of the Composite Merger process, whichever is earlier, subject to the approval of Shareholders and RBI.


Mr. Ramanathan Annamalai has also given a Declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. As per section 152, in the opinion of the Board, Mr. Ramanathan Annamalai fulfills the conditions specified in the Act and the Rules framed thereunder for re-appointment as an Independent Director. The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Further, according to Section 150(2) of the Companies Act, 2013, the appointment of an Independent Director must be approved in the general meeting held by the Company.

In view of the above, the Board recommends shareholder's approval for the re-appointment of an Independent Director.

None of the Directors (except appointee Director) and Key Managerial Persons (KMPs) of the Company or their relatives are in any way concerned or interested in the aforesaid resolution.

**By order of the Board of Directors
For RGVN (NORTH EAST) MICROFINANCE LIMITED**


Narayan Debnath
Narayan Debnath
Company Secretary & Compliance Officer
M. No. A61794

**Place: Guwahati
Date: 07.09.2023**