



# NIGHTINGALE FINVEST PRIVATE LIMITED

CIN No. U65999AS1987PTCO10830

Ref No. ....

Date .....

## NOTICE OF THE 33<sup>rd</sup> ANNUAL GENERAL MEETING

*NOTICE* is hereby given that 33<sup>rd</sup> Annual General Meeting of the members of the Company will be held on *Tuesday, the 22<sup>nd</sup> day of September, 2020* at 11a.m. through Video Conferencing(VC)/Other Audio Visual Means(OAVM) to transact the following businesses :

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account as at 31<sup>st</sup> March 2020, together with the Auditor's Report and Director's Report.
2. To appoint the Statutory Auditor and to fix their remuneration.
3. To declare a dividend on Preference Shares.

### SPECIAL BUSINESS

1. To appoint Mr. Tapan Kumar Mukhopadhyay as an 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 pursuant to the provisions of Sections 149 of the Companies Act 2013, read with Schedule IV, and subject to other provisions, if any, of the Companies Act, 2013, including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, consent of the shareholders of the Company, be and is hereby, given to appoint, Mr. Tapan Kumar Mukhopadhyay, who was appointed as an Additional Director (Independent), as an Independent Director of the Company, for a term of 1 (One) year w.e.f. 22-09-2020."

"RESOLVED FURTHER THAT Mr. Mantu Nath Sarma, Managing Director of the Company, be and is hereby, authorized to do all the acts, deeds and things which are necessary for his appointment of aforesaid person as an Independent Director of the Company.

By Order of the Board of Nightingale Finvest Private Limited

Place : GUWAHATI  
Date : 26-08-2020

**Mantu Nath Sarma**  
(Managing Director)

## NOTES

- a) IN VIEW OF THE OUTBREAK OF COVID-19 PANDEMIC, NATIONWIDE LOCKDOWN AND SOCIAL DISTANCING NORMS TO BE FOLLOWED IN SEVERAL PARTS OF THE COUNTRY, THE 33<sup>rd</sup> ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF THE NIGHTINGALE FINVEST PRIVATE LIMITED ('COMPANY') IS SCHEDULED TO BE HELD ON 22<sup>nd</sup> SEPTEMBER, 2020, AT 11a.m THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM) IN COMPLIANCE WITH GENERAL CIRCULARS NO. 14/2020, 17/2020 and 20/2020 DATED APRIL 08, 2020 , APRIL 13, 2020 AND MAY, 05, 2020 RESPECTIVELY , ISSUED BY MINISTRY OF CORPORATE AFFAIRS ("MCA") WHICH DOES NOT REQUIRE PHYSICAL PRESENCE OF THE MEMBERS . THE DEEMED VENUE OF THE 33<sup>rd</sup> ANNUAL GENERAL MEETING ('AGM') SHALL BE THE ADMINISTRATIVE OFFICE OF THE COMPANY.
- b) CORPORATE MEMBERS INTENDING TO ATTEND THE ANNUAL GENERAL MEETING ('AGM') THROUGH THEIR AUTHORIZED REPRESENTATIVE AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') ARE REQUESTED TO SEND A DULY CERTIFIED TRUE COPY OF THE RESOLUTION UNDER SECTION 113 OF THE COMPANIES ACT, 2013, AUTHORIZING THEM TO ATTEND AND VOTE AT THE MEETING. IN TERMS OF THE PROVISIONS OF THE COMPANIES ACT, 2013, THE REPRESENTATIVES OF CORPORATE MEMBERS WITHOUT PROPER AUTHORIZATION, MAY NOT BE ABLE TO ATTEND THE ANNUAL GENERAL MEETING ('AGM').
- c) SINCE THE ANNUAL GENERAL MEETING ('AGM') IS BEING HELD IN COMPLIANCE WITH THE AFORESAID CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS ("MCA"), PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH AND THERE IS NO PROVISION FOR APPOINTMENT OF PROXIES UNDER SECTION 105 OF THE COMPANIES ACT 2013.
- d) PARTICIPATION OF THE MEMBERS THROUGH VC/ OAVM, WILL BE RECKONED FOR THE PURPOSE OF QUORUM UNDER SECTION 103 OF THE COMPANIES ACT 2013 AND NO ATTENDANCE SLIP IS REQUIRED FOR THE MEETING.
- e) MEMBERS ARE REQUESTED TO INTIMATE CHANGES, IF ANY, PERTAINING TO THEIR NAME, POSTAL ADDRESS, EMAIL ADDRESS, TELEPHONE/ MOBILE NUMBERS.
- f) SINCE THE COMPANY HAS LESS THAN 50 SHAREHOLDERS, THE CHAIRMAN MAY DECIDE TO CONDUCT THE VOTING BY SHOW OF HANDS, UNLESS POLL IS DEMANDED.
- g) IF POLL IS DEMANDED DURING THE MEETING, MEMBERS CAN CAST THEIR VOTE ONLY BY SENDING E-MAILS AT THE DESIGNATED E-MAIL ID OF THE COMPANY ON [nightingale20006@gmail.com](mailto:nightingale20006@gmail.com) ON ANY RESOLUTION DURING THE MEETING FROM THEIR E-MAIL IDs REGISTERED WITH THE COMPANY.
- h) THE MEMBERS AND PARTICIPANTS ARE ALLOWED TO POST THEIR QUESTIONS IN ADVANCE ON [nightingale20006@gmail.com](mailto:nightingale20006@gmail.com)



- i) IN VIEW OF THE PREVAILING SITUATION, FINANCIAL STATEMENTS (INCLUDING BOARD'S REPORT, AUDITOR'S REPORT OR OTHER DOCUMENTS REQUIRED TO BE ATTACHED THEREWITH), SHALL BE SENT ONLY BY E-MAILS TO MEMBERS AND TO ALL OTHER PERSONS SO ENTITLED.
- j) PREFERENCE SHAREHOLDERS, ENTITLED TO RECEIVE DIVIDEND, MAY GIVE THEIR MANDATE FOR RECEIVING DIVIDENDS DIRECTLY INTO THEIR BANK ACCOUNTS THROUGH THE ELECTRONIC CLEARING SERVICE (ECS) OR ANY OTHER MEANS.
- k) THE BOARD OF DIRECTORS HAVE RECOMMENDED PAYMENT OF DIVIDEND ON OPTIONALLY CONVERTIBLE PREFERENCE SHARE (OCPS) @ 9% TO BE PAID ON AN AMOUNT OF OCPS , IN ITS BOARD MEETING HELD ON 26-08-2020
- l) THE SHAREHOLDERS OF THE COMPANY IN ITS ANNUAL GENERAL MEETING HELD ON 5<sup>TH</sup> AUGUST, 2015 HAD RE-APPOINTED M/S. SURENDRA K. JAIN & ASSOCIATES, CHARTERED ACCOUNTANTS , AS THE STATUTORY AUDITOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS FOR THE FY 2015-2016 TO 2019-2020 AND THE SAID TERM WOULD EXPIRE IN THIS ANNUAL GENERAL MEETING. THEREFORE, THE BOARD OF DIRECTORS RECOMMENDS TO APPOINT M/S. ANKIT JALLAN & CO, CHARTERED ACCOUNTANTS , AS THE NEW STATUTORY AUDITOR OF THE COMPANY FOR A PERIOD OF NEXT 5 (FIVE) YEARS, THAT IS, FROM THE FY 2020-2021 TO 2024-2025.
- m) INSPECTION OF RELATED DOCUMENTS/STATUTORY REGISTERS, ETC AS PROVIDED IN THE COMPANIES ACT 2013 AND THE ARTICLES OF ASSOCIATION OF THE COMPANY WOULD BE MADE AVAILABLE ELECTRONICALLY DURING THE TIME OF ANNUAL GENERAL MEETING ('AGM').
- n) MEMBERS SEEKING ANY INFORMATION WITH REGARD TO THE ACCOUNTS OR ANY MATTER TO BE PLACED IN THE MEETING ARE REQUESTED TO WRITE TO THE COMPANY THROUGH E-MAIL ON [nightingale20006@gmail.com](mailto:nightingale20006@gmail.com) WITH THEIR NAME & FOLIO NO ATLEAST 10 DAYS IN ADVANCE BEFORE THE DATE OF ANNUAL GENERAL MEETING. THE SAME WILL BE REPLIED BY THE COMPANY SUITABLY.
- o) THE NOTICE OF THE 33<sup>rd</sup> ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF THE NIGHTINGALE FINVEST PRIVATE LIMITED ('COMPANY') WOULD BE SENT ONLY THROUGH ELECTRONIC MODE ON THE REGISTERED E-MAIL ADDRESSES IN COMPLIANCE WITH THE GENERAL CIRCULARS ISSUED BY MINISTRY OF CORPORATE AFFAIRS ("MCA"). ROUTE MAP IS NOT ANNEXED IN THE NOTICE SINCE THE AGM WILL BE HELD THROUGH VC/OAVM FACILITY. A COPY OF THIS NOTICE SHALL BE AVAILABLE ON THE WEB SITE OF THE COMPANY: [www.nightingaleinvest.in](http://www.nightingaleinvest.in)
- p) THE RELEVANT EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT"), IN RESPECT OF THE BUSINESSES OF THE NOTICE IS ANNEXED HERETO.
- q) MEMBERS ARE REQUESTED TO WRITE ON [nightingale20006@gmail.com](mailto:nightingale20006@gmail.com) FOR INSPECTION OF ALL RELATED DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE AND THE EXPLANATORY STATEMENT UP TO AND INCLUDING THE DATE OF THE ANNUAL GENERAL MEETING OF THE COMPANY.



**THE INSTRUCTIONS FOR SHAREHOLDERS TO ATTEND THE MEETING THROUGH VC/OAVM ARE AS UNDER:-**

1. DOWNLOAD AND INSTALL 'ZOOM', AUDIO VISUAL VIDEO CONFERENCING APPLICATION FROM PLAY STORE OR GOOGLE PLAY ON YOUR MOBILE OR GO TO <https://zoom.us/> FROM BROWSER (GOOGLE CHROME/INTERNET EXPLORER) ON YOUR LAPTOP/DESKTOP.
2. OPEN THE APPLICATION AND SELECT "JOIN THE MEETING", TYPE MEETING ID AND MEETING PASSWORD SENT TO THE SHAREHOLDERS ON THEIR REGISTERED E-MAIL ADDRESSES.
3. AFTER ENTERING THE MEETING ID & PASSWORD, CLICK ON OPEN ZOOM MEETING AND JOIN THE MEETING. FOR BETTER EXPERIENCE PLEASE USE YOUR EARPHONE AND MUTE THE MICROPHONE WHEN NOT TALKING.
4. IN CASE OF ANY ASSISTANCE REQUIRED FOR JOINING THE MEETING BY OTHER AUDIO VISUAL MEANS (OAVM), PLEASE CALL ON 03612464585.
5. FOR RECEIVING EFFECTIVE ASSISTANCE PLEASE DOWNLOAD AND INSTALL ANYDESK REMOTE ASSISTANCE SOFTWARE WITH PROPER INTERNET CONNECTIVITY.
6. THE FACILITY FOR JOINING THE MEETING SHALL REMAIN OPEN 15 MINUTES BEFORE THE TIME SCHEDULED TO START THE MEETING AND SHALL NOT BE CLOSED TILL THE EXPIRY OF 15 MINUTES AFTER SUCH SCHEDULED TIME.

**By Order of the Board of Nightingale Finvest Private Limited**

Place : GUWAHATI  
Date : 26-08-2020

  
**Mantu Nath Sarma**  
**(Managing Director)**



Explanatory Statement pursuant to section 102 of the Companies Act 2013

ITEM No. 1

Mr. Tapan Kumar Mukhopadhyay was appointed as an Additional Director (Independent) in the Board Meeting held on 20-09-2019 upto the conclusion of this Annual General Meeting and his term expires at this Annual General Meeting. He is proposed to be appointed as an Independent Director of the Company for a period of 1 (One) year. Mr. Mukhopadhyay has got vast experience multiple fronts and his appointment will be beneficial for the Company. Mr. Tapan Kumar Mukhopadhyay, has given his consent to act as an Independent Director for a period of 1 (One) year, if appointed to the post.

Mr. Tapan Kumar Mukhopadhyay is interested in the resolution as it relates to his appointment as an Independent Director of the Company. Your Board of Directors recommends the passing of this resolution.

Hence the Board recommends item no. 1 for the approval of the shareholders as Ordinary Resolution.

Neither the Directors of the Company, the key managerial personnel of the Company, nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

By Order of the Board of Nightingale Finvest Pvt Ltd

Place : Guwahati  
Date : 26-08-2020

  
Mantu Nath Sarma  
(Managing Director)

