

## NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of Gogia Capital Services Limited will be held at a shorter notice on Wednesday, 11<sup>th</sup> December, 2019 at 10:30 A.M. at the Registered office of the company at 100A/1, Right Wing, the Capital Court, Ground Floor, Shopping Centre, Munirka –III, New Delhi – 110067 to transact the following business:

### SPECIAL BUSINESS:

#### Item No. 1: Alteration in other objects of the Memorandum 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 the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or reenactment (s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting the following alterations in the existing object clause which are necessary for furtherance of the main objects of the Memorandum of Association (the “MOA”) of the company by addition/substitution of sub clause/ clause in the following manner:-

**(i) Clause III (B) of the MOA be altered by addition of sub-clause 19(b) as under:**

19(b) To borrow money by way of loans, advances, deposit, external commercial borrowing/term Loans/equipment Finance/ deferred credit guarantee/ working capital limits (Fund and Non Fund based limits) such as Overdrafts/ cash credit, letters of credit, bank guarantees or any other form from banks, financial institutions and other lenders.

**(ii) Clause III (B) of the MOA be altered by substitution of sub-clause 20 as under:**

20. To borrow or raise or secure the payment of money or to receive money on deposit at interest for any purposes of the Company and at such time or times and in such manner as may be thought fit and in particular by the issue of debentures or debenture- stock perpetual or otherwise, including debenture stock, convertible into shares of this or any other company or perpetual annuities and as security for any such debentures, debenture- stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company, present or future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient, and to purchase, redeem, or pay off any such securities.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

**Item No.2: Shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana**

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

**“RESOLVED THAT** pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or reenactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana and that clause II of the Memorandum of Association of the Company be substituted with the following clause:

II. The Registered office of the Company will be situated in the State of Haryana.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

**By the Order of the Board of Directors  
For Gogia Capital Services Limited**

Place : New Delhi  
Date : 04.12.2019

**Sd/-  
Megha Bahel  
Company Secretary & Compliance Officer**

**NOTES:**

- 1. A member entitled to attend and vote at the Extra-ordinary General Meeting (the “meeting”) is entitled to appoint proxy/proxies to attend and vote on poll instead of himself/herself and such a proxy/ proxies need not be a member of the company.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
- 2. The instrument appointing the proxy should be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. Members/proxies should fill the attendance slip for attending the meeting.**

3. Corporate members are requested to send a copy of the Board Resolution duly certified authorizing their representatives to attend and vote on their behalf at the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. A Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, setting out material facts relating to the special business to be transacted at the Extra- Ordinary General Meeting is annexed hereto.
6. In terms of the requirements of the Secretarial Standards - 2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.
7. Members are requested to:
  - (a) Notify immediately any change in their address to the Company.
  - (b) Quote their folio number in all correspondence with the Company.
8. Members are requested to bring their copy of notice. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
9. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz Mas Services Limited. Those holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. The Notice of Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same.
12. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to the date of the Meeting of the Company.
13. The Notice of the Extra Ordinary General Meeting is uploaded on the Company's website [www.gogiacap.com](http://www.gogiacap.com) and may be accessed by the members.
14. Pursuant to section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/their unfortunate death. Accordingly, members holding shares in physical form, desirous of availing this facility may submit nomination in Form SH-13 to Registrar and Share Transfer Agent of the company. In respect of shares held in dematerialized form, the nomination form may be filed with the concerned DP.
15. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents can be made by e-mail to its members. To support this green initiative of the Government, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in

respect of electronic holdings with the Depository through their concerned DPs. Members who hold shares in physical form are requested to register their e-mail address with Company's Registrar and Share Transfer Agent, Mas Services Limited or Company.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Company's Registrar and share transfer agent.
17. The instructions and other information relating to E-voting are as under:
  - I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through polling paper shall also be made available at the meeting and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
  - III. The members can opt for only one mode of voting, i.e, either by remote e-voting or voting by polling paper. In case members cast their votes through both the modes, voting done by remote e-voting mode shall prevail and votes cast through polling paper shall be treated as invalid.
  - IV. The remote e-voting period commences on Sunday, 8<sup>th</sup> December, 2019 (9:00 AM) and ends on Tuesday, 10<sup>th</sup> December, 2019 (5:00 PM). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 6<sup>th</sup> December, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - V. The process and manner for remote e-voting are as under:
    - A. In case a Member receives an e-mail from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
      - i. Open email and open PDF file viz; "Gogia e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
      - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
      - iii. Click on Shareholder – Login
      - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
      - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
      - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
      - vii. Select "EVEN" of "Gogia Capital Services Limited".

viii. Now you are ready for remote e-voting as Cast Vote page opens.

ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

x. Upon confirmation, the message “Vote cast successfully” will be displayed.

xi. Once you have voted on the resolution, you will not be allowed to modify your vote.

xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [mhkgupta18@gmail.com](mailto:mhkgupta18@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

B. In case a Member receives physical copy of the Notice [for members whose e-mail IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

i. Initial password is provided as below/at the bottom of the Attendance Slip for the Meeting:

<b>EVEN (Remote e-voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>

ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 6<sup>th</sup> December, 2019.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 6<sup>th</sup> December, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [compliance@gogiacap.com](mailto:compliance@gogiacap.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

XI. In case of any queries or grievances connected with voting by electronic means, you may contact Mr. Amit Vishal, Senior Manager, NSDL through email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or on Toll Free No.: 1800-222-990 / Telephone No.: 022-24994360..

XII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.

- XIII. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through polling paper. A person who is not a member as on the cut-off date should treat this notice for information purpose.
- XIV. Ms. Mehak Gupta (ACS No. 38897, C.P No. 15013), Proprietor of M/s. Mehak Gupta & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XV. The Chairman shall, at the meeting, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutinizer shall after the conclusion of voting at the meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.gogiacap.com](http://www.gogiacap.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

**By the Order of the Board of Directors  
For Gogia Capital Services Limited**

Place : New Delhi  
Date : 04.12.2019

**Sd/-  
Megha Bahel  
Company Secretary & Compliance Officer**

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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

The Board of Directors of the Company in its meeting held on 28<sup>th</sup> November, 2019 has approved, subject to the consent of the shareholders, amendment in Clause III(B) (objects which are necessary for furtherance of the main object) of the MOA of the Company in the manner as set out in the Special Resolution at Item no. 1 of this Notice.

The alteration in the Object Clause of the MOA, as set out in the resolution, is to facilitate Company's activities which can be carried out under the existing circumstances, conveniently and advantageously along with the existing activities of the Company. These will enable the Company to carry on its business economically and efficiently.

Pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the other object Clause of the MOA of the Company requires the approval of the members by means of a Special Resolution.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the Members, free of cost, at the Registered Office of the company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday).

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any. The Board recommends the resolution under Item No. 1 for approval of the members as a Special Resolution.

## **ITEM NO. 2**

Presently, the Registered Office of the Company is situated in the National Capital Territory (NCT) of Delhi. To exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company in its meeting held on 4<sup>th</sup> December, 2019 has recommended to shift the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana.

The shifting of Registered Office from the National Capital Territory (NCT) of Delhi to the State of Haryana is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of the members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

In light of the above facts, the approval of the members is sought through for shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana and consequently for altering Clause II of the MOA.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office and Head Office of the Company during 11.00 a.m to 1.00 p.m. on all working days (Monday to Friday), up to and including the last date of voting.

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

The Board recommends the resolution under Item No. 2 for approval of the members as a Special Resolution.

**By the Order of the Board of Directors  
For Gogia Capital Services Limited**

Place : New Delhi

Date : 04.12.2019

**Sd-  
Megha Bahel  
Company Secretary & Compliance Officer**

**PROXY FORM**

**Form No. MGT-11**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]**

**GOGIA CAPITAL SERVICES LIMITED**

**CIN: L74899DL1994PLC059674**

**Regd. Office: 100A/1, Right Wing, the Capital Court, Ground Floor,  
Shopping Centre, Munirka –III, New Delhi – 110067**

E-mail: [compliance@gogiacap.com](mailto:compliance@gogiacap.com), Website: [www.gogiacap.com](http://www.gogiacap.com)

Phone: +91-11-49418888, Fax: +91-11-49418899

Name of the member	
Registered address	
E-mail id	
Folio no./Client Id *	

I/We, being the member (s) holding \_\_\_\_\_ equity shares of Gogia Capital Services Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or falling him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or falling him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or falling him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held at shorter notice on Wednesday, 11<sup>th</sup> December, 2019 at 10:30 A.M at the registered office of the company at 100A/1, Right Wing, the Capital Court, Ground Floor, Shopping Centre, Munirka –III, New Delhi – 110067 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

S. No.	Nature of Resolution	(Please mention no. of shares)	
		For	Against
1.	Alteration in other objects of the Memorandum of Association of the company.		
2.	Shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana.		

**Notes:**

- (1) This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.



**GOGIA CAPITAL SERVICES LIMITED**

**CIN: L74899DL1994PLC059674**

**Regd. Office:** 100A/1, Right Wing, the Capital Court, Ground Floor,

Shopping Centre, Munirka –III, New Delhi – 110067

E-mail: [compliance@gogiacap.com](mailto:compliance@gogiacap.com), Website: [www.gogiacap.com](http://www.gogiacap.com)

Phone: +91-11-49418888, Fax: +91-11-49418899

**ATTENDANCE SLIP**

(To be presented at the entrance)

Name	
Fathers Name	
Folio No.	
Address	

I hereby record my presence at the Extra Ordinary General Meeting of the company on 11<sup>th</sup> December, 2019 at 10:30 A.M at 100A/1, Right Wing, the Capital Court, Ground Floor, Shopping Centre, Munirka –III, New Delhi – 110067 and at any adjournment thereof.

Name of the Member..... Signature.....

Name of the Proxy Holder..... Signature.....

1. Only Member/ Proxy holder can attend the Meeting
2. Member/Proxy Holder should bring his/her copy of the Annual Report for reference at the Meeting.

**E-VOTING PARTICULARS**

<b>ELECTRONIC VOTING EVENT NUMBER (EVEN)</b>	<b>USER ID</b>	<b>PASSWORD</b>

Notes: Please refer to the instructions printed under the notes of Extra Ordinary General Meeting. The e-voting period commences on 8<sup>th</sup> December, 2019 (9:00 A.M.) and ends on 10<sup>th</sup> December, 2019 (5:00 P.M.). The e-voting module shall be displayed by NSDL for voting hereafter.