
EXPLANATORY STATEMENT PURSUANT TO SECTION 110 OF THE COMPANIES ACT 2013:

SPECIAL BUSINESS:**ITEM NO. 1****Regularisation of appointment of Additional Non-Executive Independent Director, Ms. Aanal Mehta (DIN: 10409766)**

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

Ms **Aanal Mehta** was first introduced to the Board at the Board Meeting held on 29.05.2024 and in the same meeting she was appointed as an Additional Non-Executive Independent Director. In terms of Section 161(1) of the Companies Act 2013.

The Board of Directors of the Company at its meeting held on May 29, 2024, appointed Ms **Aanal Mehta** (DIN 10409766) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from May 29, 2024, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Ms **Aanal Mehta** as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has also received a notice in writing from a member proposing the candidature of Ms. **Aanal Mehta** to be appointed as Director of the Company. The Company has received a declaration from Ms **Aanal Mehta** confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Ms. **Aanal Mehta's** consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms **Aanal Mehta** fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is independent of the management. Considering Ms **Aanal Mehta's** knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from May 29, 2024. Copy of letter of appointment of Ms **Aanal Mehta's** setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Ms **Aanal Mehta**, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at **Annexure A** to this Notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Ms **Aanal Mehta** herself, is in any way concerned or interested in the proposed resolution.

The Board recommends this resolution for approval by the Members of the Company as a Special Resolution.

ITEM NO. 2**Regularisation of appointment of Additional Non-Executive Independent Director, Mr. Rajat Raja Kothari (DIN: 09604960)**

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

Mr. Rajat Raja Kothari was first introduced to the Board at the Board Meeting held on 29.05.2024 and in the same meeting she was appointed as an Additional Non-Executive Independent Director. In terms of Section 161(1) of the Companies Act 2013.

The Board of Directors of the Company at its meeting held on May 29, 2024, appointed Mr. Rajat Raja Kothari (DIN 09604960) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from May 29, 2024, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Rajat Raja Kothari as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Rajat Raja Kothari to be appointed as Director of the Company. The Company has received a declaration from Mr. Rajat Raja Kothari confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Rajat Raja

Kothari's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Rajat Raja Kothari fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Rajat Raja Kothari's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from May 29, 2024. Copy of letter of appointment of Mr. Rajat Raja Kothari setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Rajat Raja Kothari, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at **Annexure A** to this Notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mr. Rajat Raja Kothari himself, is in any way concerned or interested in the proposed resolution.

The Board recommends this resolution for approval by the Members of the Company as a Special Resolution.

ITEM NO.3

Change of name of the Company and consequential amendment in Memorandum of Association and Articles of Association of the Company:

The Members are requested to note that the Board of Directors of the Company on March 30, 2024 and 29th May 2025 approved change of name of the Company from 'Gogia Capital Services Limited' to 'Gogia Capital Growth Limited' and consequential alteration in Articles of Association and Memorandum of Association of the Company, subject to approval from Registrar of Companies and Members of the Company.

The proposed name 'Gogia Capital Growth Limited' has been duly approved and made available by the Central Registration Centre, Registrar of Companies.

Chairperson of the Board informed the company that pursuant to circular issued by SEBI and respective exchanges, the company is required to change its name, as the existing name falls in the list of prohibited words issued by the exchanges.

As per the provisions of Section 13 and Section 14 of the Companies Act, 2013, approval of the Members vide Special Resolution is required to be accorded for changing the name of the Company & consequent alteration in Memorandum of Association and Articles of Association of the Company.

A copy of the proposed amended Articles of Association and Memorandum of Association of the Company will be made available for inspection by Members of the Company via virtual mode on date of Annual General Meeting.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mr. Rajat Raja Kothari himself, is in any way concerned or interested in the proposed resolution.

The Board recommends that the resolution set forth in Item No. 3 for the approval of Members as Special Resolution.

BY ORDER OF THE BOARD
Gogia Capital Services Limited

Sd/-
Bharti Rana
Company Secretary & Compliance Officer

Place: Delhi
Date: 30th May, 2024

SANDEEP KUMAR SINGH & CO.
Chartered Accountants



Flat No 1318, Block A1, P,
13th Floor, Supertech, Eco Village 1,
Plot 8 Sector, 1 Noida Extension,
Noida, Uttar Pradesh -201306, INDIA
Ph. No. +91 99111 84430
Email ID - ca.sandeepsingh1981@gmail.com

Dated: 30th May 2024

BSE Limited
P J Towers,
Dalal Street, Fort
Mumbai-400 001

Dear Sir/Madam,

Sub: Certificate pursuant to sub-Regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

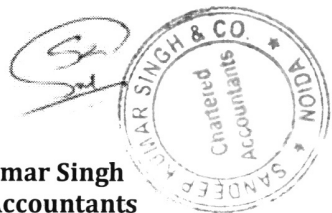
Ref: Application seeking In-Principle Approval for change of name of the company

I, Sandeep Kumar Singh, Chartered Accountant, have verified the relevant documents and record of **Gogia Capital Services Limited** w.r.t. the captioned change of name and certify that:

1. The Board of Directors of **Gogia Capital Services Limited** in their meeting held on 29th May, 2024 have approved the proposal for change of name of the company from **Gogia Capital Services Limited** to **Gogia Capital Growth Limited**, subject to the approval of the members and such other authorities as may be required.
2. The Company:
 - a) Has not changed its name in the last one year.
 - b) More than 50% percent of the total revenue in the preceding one year period has been accounted for by the new activity (no change in activity) suggested by the new name.
 - c) The amount invested in the new activity is at least 50% of the assets of the listed entity:

Not Applicable since there is no change in the activity/project of the company.

3. Further to certify that the company is compliant with all the provisions of regulation 45 of SEBI (LODR) Regulation 2015.



Sandeep Kumar Singh
Chartered Accountants
FRN : 035528N
Membership No. : 511685

Place : Delhi

GOGIA CAPITAL SERVICES LIMITED

Regd. Off: The Capital Court, 6th Floor, Olof Palme Marg, Munirka, Delhi-110067

CIN: L74899DL1994PLC059674

Email: Compliance@gogiacap.com Phone No. 01149418870

Certified true copy of the resolutions passed in 30th Annual General Meeting of shareholders of Gogia Capital Services Limited held on 28th June, 2024 at 10:30 A.M. held through VC/OVAM.

1. Adoption of Financial Statements- ORDINARY RESOLUTION

RESOLVED THAT the Audited Financial Statements along with Report of Board of Directors and Auditors thereon of the company, for the Financial Year 2023-2024 be and are hereby received, considered and adopted.

2. Re-appointment of Mr. Satish Gogia (DIN: 00932987) as a Director, liable to retire by rotation- ORDINARY RESOLUTION

“RESOLVED THAT Mr. Satish Gogia (DIN: 00932987) who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and as per the Company’s Articles of Association be and is hereby re-appointed as the Director of the Company.”

3. Re-appointment of Mr. Brijesh Saxena (DIN: 06645560) as a Director, liable to retire by rotation.- ORDINARY RESOLUTION

“RESOLVED THAT Mr. Brijesh Saxena (DIN: 06645560), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and as per the Company’s Articles of Association be and is hereby re-appointed as the Director of the Company.

4. Regularisation of appointment of Additional Non-Executive Independent Director, Mrs. Aanal Mehta (DIN: 10409766) as Non-Executive Independent Director of the Company.

To consider and if thought fit to pass the following resolution as an **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 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) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mrs. Aanal Mehta [DIN: 10409766], who was appointed as an Additional Director of the Company in Independent Category and who holds office up to the date of ensuing annual general meeting or the last date on which general meeting is to be held whichever is earlier, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in

terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director(Non-Executive) of the Company, not liable to retire by rotation, for term of five consecutive years with effect from 29th May 2024 to 28th May 2029.

RESOLVED FURTHER THAT the Directors of the company and Ms. Bharti Rana, Company Secretary be and are hereby severally authorised to sign, execute and submit necessary form with the Registrar of the Companies and other authorities to give effect to the above resolutions.

5. Regularisation of appointment of Additional Non-Executive Independent Director, Mr. Rajat Raja Kothari (DIN: 09604960) as Non-Executive Independent Director of the Company.

To consider and if thought fit to pass the following resolution as an **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 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) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Rajat Raja Kothari [DIN: 09604960], who was appointed as an Additional Director of the Company in Independent Category and who holds office up to the date of ensuing annual general meeting or the last date on which general meeting is to be held whichever is earlier, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director(Non-Executive) of the Company, not liable to retire by rotation, for term of five consecutive years with effect from 29th May 2024 to 28th May 2029.

RESOLVED FURTHER THAT the Directors of the company and Ms. Bharti Rana, Company Secretary be and are hereby severally authorised to sign, execute and submit necessary form with the Registrar of the Companies and other authorities to give effect to the above resolutions.

6. Change of name of the company and consequential alterations in Memorandum of Association and Article of Association of the Company.

“RESOLVED THAT pursuant to the provisions of (a) Section 4, 5, 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and (b) all other acts, rules, regulations, circulars, notifications and guidelines as may be applicable to the Company in this regard and subject to the approval from the statutory authority(ies) as may be applicable, approval of the Members of the Company be and is hereby accorded

to change the name of the Company from 'Gogia Capital Services Limited' to 'Gogia Capital Growth Limited'.

RESOLVED FURTHER THAT upon the issuance of the 'Certificate of Incorporation pursuant to change of name by the Registrar of Companies, the name 'Gogia Capital Growth Limited' be substituted for 'Gogia Capital Services Limited' wherever it appears in the Memorandum of Association and Articles of Association of the Company and Clause 1 of the Memorandum of Association and Clause 2(1) (d) of Articles of Association of the Company be altered as under:

A. The name of the Company is Gogia Capital Growth Limited.

RESOLVED FURTHER THAT the Directors of the Company , Mr. Satish Gogia, Mr. Brijesh Saxena, Directors of the Company and Ms. Bharti Rana, Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things as it may at its absolute discretion deem necessary to give effect to this resolution without being required to seek any further consent or approval of the members and to execute all such deeds, documents, instruments and writings as may be required and to make all such filings as may be necessary, with powers on behalf of the Company to delegate and to settle all such questions, difficulties or doubts whatsoever which may arise and to give such directions and/or instructions as may be necessary or expedient in this regard."

**CERTIFIED TO BE TRUE
For Gogia Capital Services Limited**

**BHARTI
RANA**

Digitally signed by
BHARTI RANA
Date: 2024.06.30
11:57:54 +05'30'

Bharti Rana
Company Secretary & Compliance Officer
M. N. A65140